



PROPERTY HOLDINGS INC.

ANNUAL REPORT

**FOR THE YEAR ENDED
31 DECEMBER 2007**



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NOTICE OF MEETING

The **8th Annual General Meeting** of Property Holdings Inc. (PHI) will be held at Princess Hotel on Tuesday November 17, 2009 at 6:30pm.

AGENDA

- To receive and consider the Report of the Directors and the Audited Accounts for the year ended 31st December, 2007.
- To transact any other business of an Annual General Meeting.

Only Shareholders or their duly appointed proxies may attend. Please bring this notice to gain entry to the meeting.

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. A person exercising a Proxy need not be a member of the Company. The Form of Proxy must be deposited with the Company Secretary at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. A Proxy Form is attached for use.

Any corporation which is a member of the Company may, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at the meeting.

BY ORDER OF THE BOARD



Dursatty Doodnauth
Company Secretary
Registered Office
126 Barrack Street, Kingston
September 29th 2009



CORPORATE INFORMATION

CHAIRMAN

Mr. Rishi Sookram

DIRECTORS

Mr. Winston Brassington

Mr. Geoffrey Da Silva

Ms. Dursatty Doodnauth

CORPORATE SECRETARY

Ms. Dursatty Doodnauth

REGISTERED OFFICE

126 Barrack Street,

Kingston,

Georgetown

Telephone: (592) 225-0317

Facsimile: (592) 226-6426

AUDITORS

Office of the Auditor General

63 High Street,

Kingston,

Georgetown

MANAGEMENT

Guyana Stores Ltd. managed PHI from incorporation to October 2000, when the major shareholder, National Industrial and Commercial Investments Ltd. (NICIL), under the auspices of the Privatisation Unit assumed management functions. This was due to the privatisation of Guyana Stores Ltd. to a private entity whose new majority owner has no shares in PHI.

REPORT OF THE DIRECTORS

INCORPORATION & NATURE OF BUSINESS

Government and GSL incorporated PHI on 5th October 1999 as a fully owned subsidiary of GSL. Shortly after, the GSL shareholders approved the vesting of twenty-four (24) non-core properties of GSL to PHI. These comprised all GSL properties except Universal and Hardware buildings.

The nature of PHI's business is simply to manage or dispose of the non-core GSL properties that were transferred from GSL. A detailed account of all property related transactions, including third party related transactions involving shareholders and members of the Board of Directors, are provided for in the notes accompanying the accounts.

As a consequence of its business, PHI does not have any subsidiaries nor does it engage in other investment projects that carry investment risks nor has it borrowed any money from a licensed financial institution. Any debts of the Company are duly documented in the notes to the financial statements.

RESULTS

Total income amounted to G\$2,812,399 compared to G\$2,817,130 for 2006. No properties were sold for the financial year due to a depressed real estate market. This resulted in an overall loss in the Company's operations in the sum of (G\$11,536,631) as compared to (G\$6,075,760) for the previous financial year.

Earnings per share further decreased to (G\$ 0.12) from (G\$0.06) of 2006.

DIVIDENDS

No dividend was declared for the year 2007.

RETAINED EARNINGS

The retained earnings amounted to G\$232,948,766 with shareholders' equity being G\$332,948,766 at the end of 2007.

DIRECTORS/OFFICERS

Following the resignations of Mr. Manniram Prashad and Mr. Winfred Fries, the majority shareholder filled the vacancies of the Board with the following persons: Mr. Rishi Sookram as Chairman, Ms. Dursatty Doodnauth, Director/Company Secretary, and Mr. Geoffrey Da Silva, Director. Mr. Winston Brassington continued to serve as a Director. All have continued to serve since inception and throughout the year.

No other director or officer of PHI holds shares in the Company. Any related party transactions (if any) that may have occurred over the years involving any member of the Board of Management of PHI is duly documented in the notes to the financial statements.

AUDITORS

PHI, being a company whose majority shareholder is a wholly state-owned company, is required to have its financial statements audited by the Office of the Auditor General.

126 Barrack Street
Kingston, Georgetown

By Order of the Board



Company Secretary



**For the year ended
December 31, 2007**



Audit Office of Guyana

P.O. Box 1002, 63 High Street, Kingston, Georgetown, Guyana

Tel: 592-225-7592, Fax: 592-226-7257, <http://www.audit.org.gy>

AG: 63/2009

24 July 2009

**REPORT OF THE AUDITOR GENERAL TO THE
MEMBERS OF THE BOARD OF DIRECTORS OF
THE PROPERTY HOLDINGS INC.
ON THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2007**

I have audited the accompanying financial statements of Property Holdings Incorporated which comprise the balance sheet as at 31 December 2007, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes. The audit was conducted in accordance with the Audit Act of 2004.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. I conducted my audit in accordance with International Standards on Auditing issued by the International Federation of Accountants (IFAC), and those of the International Organization of Supreme Audit Institutions (INTOSAI). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of appropriateness of accounting policies used and the reasonableness made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of the Property Holdings Inc. as at 31 December 2007, its financial performance and cash flows for the year then ended in conformity with International Financial Reporting Standards and the Companies Act 1991.

Emphasis

Without qualifying our opinion, we draw attention to the following matters:

- a) As stated in note 7 to the financial statements, the Company requested approval from the Commissioner General, Guyana Revenue Authority, to use a revised valuation for the purpose of calculating property tax and capital gains tax. The Commissioner General has agreed to consider that the Company use a revised valuation that meets his requirements; however, to date the Company has not provided the valuation to the Commissioner General. The Company has recalculated its property and capital gains tax on the basis of nominal values used in transferring the property from Guyana Stores Limited in 1999. This resulted in a reversal of tax provision for the years 1999 to 2002 in the amount of sixty-five million and forty-seven thousand two hundred and twenty-seven dollars (\$65,047,227).
- b) Note 2(a) of the financial statements indicates that the financial statements have been prepared in accordance with International Financial Reporting Standards. The Company has elected to account for investment properties at cost in accordance with IAS 40 *investment properties*. Under IAS 40, disclosure of the fair value of all investment properties is required, regardless of the measurement model used. The Company did not undertake a recent valuation of investment properties. Consequently, the information relating to the fair value of investment properties was not disclosed in these financial statements.



AUDIT OFFICE
63 HIGH STREET
KINGSTON
GEORGETOWN
GUYANA



Income Statement
For the year ended December 31, 2007
(Expressed in Guyana dollars)

	Notes	2007 G\$	2006 G\$
Revenue	3	2,812,399	2,817,130
Administrative Expenses			
Legal and professional		265,000	247,605
Rates and taxes		8,115,948	2,946,878
Insurance premiums		954,663	674,548
Security		2,396,048	553,400
Advertising		-	62,800
Bank charges		4,200	4,100
Miscellaneous		864	130,200
Audit fees		227,225	200,000
Repairs & Maintenance		-	1,626,390
		11,963,948	6,445,921
Loss before taxation		(9,151,549)	(3,628,791)
Income tax expense	4	(2,385,082)	(2,446,969)
Loss for the period	5	(11,536,631)	(6,075,760)
Loss per share		(0.12)	(0.06)

The accompanying notes form an integral part of these financial statements.

Statement of Changes in Equity
For the year ended December 31, 2007
(Expressed in Guyana dollars)

	Notes	Share Capital G\$	Retained Earnings G\$	Total G\$
Balance at 31 December 2005		100,000,000	250,561,157	350,561,157
Net loss for the year		-	<u>(6,075,760)</u>	<u>(6,075,760)</u>
Balance at 31 December 2006		100,000,000	244,485,397	344,485,397
Net loss for the year		-	<u>(11,536,631)</u>	<u>(11,536,631)</u>
Balance at 31 December 2007		<u>100,000,000</u>	<u>232,948,766</u>	<u>332,948,766</u>

The accompanying notes form an integral part of these financial statements.



Balance Sheet
As at December 31, 2007
(Expressed in Guyana dollars)

ASSETS	Notes	2007 <u>G\$</u>	2006 <u>G\$</u>
Non-current assets			
Investment properties	6	89,218,900	89,218,900
Current assets			
Due from related company (NICIL)	7	170,099,104	170,099,104
Other receivables	8	2,266,115	1,380,115
Cash on hand and at bank	9	86,124,049	84,981,797
Taxes recoverable		<u>46,491,353</u>	<u>46,491,353</u>
		<u>304,980,621</u>	<u>302,952,369</u>
TOTAL ASSETS		<u>394,199,521</u>	<u>392,171,269</u>
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	10	100,000,000	100,000,000
Retained earnings		<u>232,948,766</u>	<u>244,485,397</u>
		<u>332,948,766</u>	<u>344,485,397</u>
Current liabilities			
Due to related companies	11	5,079,218	2,242,590
Other creditors	12	24,171,219	15,828,046
Taxation	13	<u>32,000,318</u>	<u>29,615,236</u>
		<u>61,250,755</u>	<u>47,685,872</u>
TOTAL EQUITY AND LIABILITIES		<u>394,199,521</u>	<u>392,171,269</u>

The accompanying notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 23.12.2007 and signed on its behalf by:

Director W. T. R. B.

Director [Signature]

Cash Flow Statement
For the year ended December 31, 2007
(Expressed in Guyana dollars)

	2007	2006
	<u>G\$</u>	<u>G\$</u>
Operating activities		
Net profit for the year	(9,151,549)	(3,628,791)
Adjustments for:		
Interest Received	(112,399)	(117,130)
(Increase)/decrease in receivables due from related companies	-	-
Increase other receivables	(886,000)	419,885
Increase in due to related companies	2,836,628	2,242,590
Increase in other creditors	<u>8,343,173</u>	<u>3,146,878</u>
Net Cash from operating activities	1,029,853	2,063,432
Cash flows from investing Activities		
Interest received	112,399	117,130
Proceeds from the sale of properties	<u>-</u>	<u>-</u>
Net cash provided by investing activities	112,399	117,130
Cash flows from financing activities		
Dividends paid	<u>-</u>	<u>-</u>
Net used in financing activities	<u>-</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents	1,142,252	2,180,562
Cash and cash equivalents at the beginning of the period	84,981,797	82,801,235
Cash and cash equivalents at the end of the period	<u>86,124,049</u>	<u>84,981,797</u>

The accompanying notes form an integral part of these financial statements.

Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

1. Incorporation and activities

Property Holdings Inc. (PHI) was incorporated on October 5, 1999 as a wholly owned subsidiary of Guyana Stores Limited (GSL).

Prior to the privatization of GSL which occurred on September 30, 2000, certain properties owned by GSL with a nominal value of \$100,000,000 were transferred by vesting order to PHI and this was used as consideration for acquiring all PHI's shares. GSL during 1999 declared a dividend and distributed its shareholdings acquired in PHI as payment for this dividend. This resulted in a shareholding in PHI that mirrored the GSL shareholdings.

The Government of Guyana through the National Industrial and Commercial Investments Ltd. owns 73.19% of PHI and minority shareholders hold collectively 26.81% of the issued share capital.

2. Significant accounting policies

(a) Accounting convention

The financial statements are prepared in accordance with International Financial Reporting Standards and under historical cost basis except for properties vested to the Company on October 5, 1999 which is valued at nominal values agreed to the buyer upon signing of an agreement of sale.

(b) Revenue recognition

In relation to sale of property, gain/loss is recognized when the significant risks and rewards of ownership of these properties have been transferred to the buyer. Significant risks and rewards of ownership are transferred to the buyer upon signing of agreement of sale.

Interest and other income is recognized as it accrues unless the ability to collect is in doubt.

(c) Investment Property

Investment properties are properties held either to earn rental income for capital appreciation or both. Investment properties are measured at cost.

(d) Foreign currency

Foreign currency transactions completed during the year are translated at the Republic Bank (Guyana) Ltd. cambio rate of exchange at the date of each transaction. At the balance sheet date all monetary assets and liabilities denominated in foreign currencies are translated at the Republic Bank (Guyana) Ltd. cambio rate of exchange ruling at that date or at rates agreed by Bank of Guyana.

Gains and losses arising from the translation of foreign currencies are included in the profit and loss account for the year.

Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

2. Significant accounting policies, continued

(e) Cash and cash equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise cash in hand and deposits held on call with the banks.

(f) Dividend on ordinary shares

Dividends on ordinary shares are recognized in equity in the period in which they are declared.

(g) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

(h) Use of estimates

The preparation of the financial statements in conformity with International Financial Reporting Standards (IFRS) requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

(i) Receivables

Trade accounts receivables are recorded at the invoiced amount and do not bear interest. The Company reviews the trade receivables and determines the necessity and amount of an allowance for doubtful accounts as their best estimate of probable credit losses in existing accounts receivable. The Company does not have any off-balance sheet credit exposure related to its customers.



Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

3. Income	2007 <u>G\$</u>	2006 <u>G\$</u>
Rent:		
Lamaha Street	2,400,000	2,400,000
8 Water Street	300,000	300,000
Interest	112,399	117,130
	<u>2,812,399</u>	<u>2,817,130</u>
4. Income Tax Expense		
Property Tax	<u>2,385,082</u>	<u>2,446,969</u>

The Company previously provided for property tax on bases of valuation done by the Chief Valuation Officer, Ministry of Finance. However, during 2005 the Company requested approval from the Commissioner General (CG) to use a revised valuation for the purpose of calculating property tax after being advised by the CG that the 25 Years Tax Exemption Rule will apply for the purpose of computing capital gains tax (CGT). Properties transferred from Guyana Stores Limited (GSL) were deemed to be owned by the Company for the period that GSL owned those properties. Under the 25 Years Rule, capital gains on disposals of property that has been owned for a period of 25 years or more are exempt from CGT.

The Board of Directors at its meeting held on 21 December 2007 passed a resolution accepting and approving the transfer of properties at the GSL values at the date of transfer, which was G\$100,000,000.

	2007 <u>G\$</u>	2006 <u>G\$</u>
5. Profit/loss for the year	<u>(11,536,631)</u>	<u>(6,075,760)</u>
After charging auditor's remuneration	<u>100,000</u>	<u>100,000</u>

Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

6. Investment Properties

(a)	2007 G\$	2006 G\$
Cost at 1 January, 2007	89,218,900	89,218,900
Disposals	-	-
Cost at 31 December, 2007	89,218,900	89,218,900

Description of property	Nominal Value	
	Land \$	Building \$
(1) Tract 'Z' being portion of East 1/2 of Lots A 13 and 14 South Cummingsburg District, Georgetown	1,353,600	82,218,280
(2) Lot 8 New Amsterdam with building, wharf railing, hardwood railing and erections thereon.	474,300	2,806,900
(3) Lot "N" and area "B" Plantation Lima, Essequibo with building and erections thereon.	2,900	80,500
(4) South 1/2 of lot A8 Water Street, South C/bug	-	287,000
(5) Lots 205, 206 and 207, North Cummingsburg Georgetown	95,500	331,000
(6) East 1/2 of lot 27 South C/bug District	-	380,000
(7) Lot 18 and South 1/2 of lot 19 Werk-en-Rust, Georgetown	-	184,000
(8) East 1/2 of the South 2/3 of West 3/4 of lot 3 Section A, Golden Grove, East Cost Demerara.	13,000	82,125
(9) Zone E.B.D Block XXX Parcels 1864 and 1865 Ruinveldt, Georgetown.	10,933	128,262
Balance carried forward	1,950,233	86,498,067



Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

6. Investment Properties, continued	2007	2006
	<u>G\$</u>	<u>G\$</u>
Description of property	Nominal Value	
	Land <u>\$</u>	Building <u>\$</u>
Balance brought forward	1,950,233	86,498,067
(10) Lot 18 Queenstown, Georgetown with building and erection thereon	72,700	225,500
(11) Lot 304 and South 1/2 of Lot 305 Cummingsburg District, Georgetown with building and erections thereon.	161,600	310,800
TOTAL	<u>2,184,533</u>	<u>87,034,367</u>

Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

6. Investment Properties, continued

- (c) Pursuant to Schedule J of the Share Sale and Purchase Agreement between National Industrial and Commercial Investments Limited and Royal Investment Inc., Guyana Stores Limited (GSL) has the option to buy the following properties which are being occupied by them rent free for varying periods up to three years commencing October 5, 2000. GSL pays all costs associated with these properties such as security costs and rates and taxes. The rent free occupation period of these properties has expired; however, GSL continues to occupy these properties rent free with the exception of (1) below which was sold in 2004. The Company has commenced legal proceedings against GSL for the illegal occupation of these properties.

Description of property	<u>Duration of rent Free occupation</u>
(1) The building at sublots lettered 'B' being parts of lots numbered 49, 50, 51 and 52 Water Street, Robbstown Georgetown together with right title and interest in sublots lettered 'B'.	1 year
(2) East 1/2 of lot 27 South C/burg District, Georgetown with building and erections thereon.	1 year
(3) Tract 'Z' being portion of East 1/2 of A 13 and A 14 South C/burg District, Georgetown with all building and erections thereon.	1 year
(4) Parcel of land known as lot 'N' Plantation Lima, Essequibo with the building thereon.	3 years
(5) Area 'B' being part of the land of Plantation Lima, Essequibo with no buildings thereon.	3 years
(6) Parcel of land at lot 9 New Amsterdam with buildings, wharf railing, hardwood railing and erection thereon.	3 years
(7) Parcel of land at lot 8 Smythtown, New Amsterdam, Berbice.	3 years



Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

7. Due from related companies (NICIL)	2007	2006
	<u>G\$</u>	<u>G\$</u>
Valuation Price: Kara Kara, Linden (Call Centre)	96,000,000	96,000,000
49-52 Water Street	72,697,069	72,697,069
Bel-Air Properties	1,402,035	1,402,035
Sub-total	<u>170,099,104</u>	<u>170,099,104</u>
8. Other receivables		
Creation Craft	50,000	700,000
GuySuCo	1,936,000	400,000
Insurance prepayments	280,115	280,115
	<u>2,266,115</u>	<u>1,380,115</u>
9. Cash on Hand		
RBL Current Account # 653-765-8	79,713,162	79,631,245
RBL BCM Account # 487-238-8	6,408,951	5,347,752
Petty Cash	1,936	2,800
Cash on Hand and at Bank	<u>86,124,049</u>	<u>84,981,797</u>
10. Share Capital		
Authorised		
100,000,000 ordinary shares of no par value	<u>100,000,000</u>	<u>100,000,000</u>
Issued and fully paid shares		
100,000,000 ordinary shares stated value	<u>100,000,000</u>	<u>100,000,000</u>

Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

	2007	2006
	G\$	G\$
11. Due to related parties (NICIL)		
Advertisements	62,800	62,800
Security	2,928,448	553,400
Repairs & Maintenance	1,626,390	1,626,390
Other	461,580	-
	<u>5,079,218</u>	<u>2,242,590</u>
12. Other creditors		
Accrued rates and taxes	21,223,769	13,107,821
Administration costs (GSL)	119,681	119,681
Auditor fees	627,225	400,000
Security Linden	2,200,544	2,200,544
	<u>24,171,219</u>	<u>15,828,046</u>
13. Taxation		
2002 (Property tax)	1,141,855	1,141,855
2003 (Property tax)	2,682,073	2,682,073
2003 (Capital gains Tax)	18,687,400	18,687,400
2004 (Property tax)	3,336,916	3,336,916
2005 (Property tax)	1,320,023	1,320,023
2006 (Property tax)	2,446,969	2,446,969
2007 (Property tax)	2,385,082	-
	<u>32,000,318</u>	<u>29,615,236</u>



Notes to Financial Statements

December 31, 2007

(Expressed in Guyana dollars)

14. Financial Instruments

(i) Credit risk

The Company's cash holdings are with substantial financial institutions. Credit risk on trade receivables are shown net of provision for bad debts. Management believes that there is no additional risk beyond amounts provided for collection losses.

(ii) Fair values

The fair value of cash and bank balances, receivable and payables balances are not materially different from their carrying amounts.

15. Related Party

The Company considers related party transactions to be those with Directors, the Government, and persons and entities affiliated and Government.

(a) Transactions with State Owned Entities:

(i) On privatisation of Guyana Stores Ltd, the administrative functions of PHI were moved to the office of the National Industrial and Commercial Investments Ltd. No management fee has been charged or paid.

(ii) Property located at lot 18 Lamaha Street has been rented to Guyana Sugar Corporation for an annual rental of \$2,400,000. This is the continuation of a rental arrangement that existed between Guyana Stores Limited and Guyana Sugar Corporation prior to the incorporation of PHI. The terms of the rental agreement provided that Guyana Sugar Corporation shall pay the cost of maintenance and rates and taxes during the period of occupancy of the property.

(b) Transaction with Government of Guyana:

(i) 304-305 East Street: This property has been occupied by the Ministry of Health prior to the privatisation of Guyana Stores Limited and transfer of non-core properties to PHI. Ministry of Health had been paying all outgoings for the building in lieu of rent, save and except insurance and rates and taxes.

(ii) 205-207 Camp Street: Occupation of the Colgrain Pool and Colgrain Flat (located next to the pool) was granted to the Ministry of Culture, Youth and Sport on the basis that the Ministry would be responsible for the payment of all outgoings in lieu of rent.

(iii) 205 Camp Street (Colgrain House): This property has been occupied by the CARICOM free of rent. Management is currently negotiating an appropriate compensation from the Government.

Notes to Financial Statements
December 31, 2007
(Expressed in Guyana dollars)

15. Related Party, Continued

(c) Other Transactions:

- (i) Prior to incorporation of PHI and transfer of non-core properties from Guyana Stores Ltd. to PHI, M.P. Insurance Brokers & Consultants, a company affiliated with one of its Directors, has performed the services of brokers for Guyana Stores Ltd. This relationship continues to date, without influence being exercised by the related Director. No service fee is paid by PHI to the insurance broker. During the year, the Company paid insurance premiums amounting to \$514,920.



FORM OF PROXY

The Secretary
Property Holdings Inc.
126 Barrack Street,
Kingston, Guyana

I/We _____

of _____

A Member/Members of Property Holdings Inc. hereby appoint _____

or in his/her absence _____

of _____

as my/our Proxy to vote in my/our name (s) and on my/our behalf upon any matter proposed at the 8th Annual General Meeting of the Property Holdings Inc. to be held on Tuesday 17th November, 2009 or any adjournment thereof in such manner as such Proxy may think proper.

As witness my hand this ----- day of ----- 2009.

Signed by the Said -----

(Name of Member/s)

(Signature of Member/s)

Note: To be valid, this form must be completed and deposited with the Secretary at least 48 hours before the time appointed for the meeting or adjourned meeting.