



26 March 2008

The Manager
Company Notices Section
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**GMP: GOODMAN GROUP ('GMG') ANNOUNCEMENT -
DIRECTORS' SECURITYHOLDINGS**

We attach an announcement made by Goodman Group in relation to Directors' securityholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read "Carl Bicego".

Carl Bicego
Company Secretary

For personal use only



asx release+

Directors' securityholdings

Date	26 March 2008
Release	Immediate

Greg and Patrick Goodman, have voluntarily disposed of 78 million Goodman Group ("GMG" or "the Group") securities via their private family companies to eliminate all 'margin' loans on their GMG securities. Following the transaction, Greg and Patrick Goodman directly and via their family holding companies have no remaining 'margin' loans on GMG securities.

The majority of securities have been acquired by key GMG global equity partners in the Middle East and Europe. This transaction further strengthens GMG's close relationship with its global equity partners and underlines their confidence in the continued performance of GMG.

Greg Goodman commented "The Goodman family has re-invested significant capital in GMG over the past 10 years without ever selling a security. A portion of our re-investment in the Group has been funded with facilities linked to the equity we have built in our GMG stake. These facilities had covenants which we believe, given the current market conditions, are no longer in the best interests of Goodman Group and all securityholders. Consequently, we have voluntarily decided to divest a portion of our stake to retire all such loans on GMG securities."

Greg continued "I remain absolutely committed to the Group and aligned with securityholders by retaining a significant stake that going forward I will look to build from free cash flow. I look forward to the continued success of the business now that this potential overhang has been removed and am extremely pleased that the majority of the stock has been placed with our global strategic partners."

The stock was transacted at \$3.70 per security on an ex-Distribution basis.

GMG directors and senior executives

The Group would like to advise that the GMG directors have no 'margin' loans on GMG securities held by the directors.

Senior GMG executives have no material 'margin' loans on GMG securities.

For personal use only

Goodman Group update

GMG has continued to transact on key capital management and operational initiatives and is well positioned to continue the growth of the business.

Capital management

- Since 1 December 2007 the Group has secured new facilities in excess of \$2.6 billion with terms and conditions consistent with Goodman's existing facilities;
- Additional \$2.1 billion of finance facilities has been secured within managed funds;
- Strong debt position via unsecured platform with credit ratios comfortably within bank covenants and ratings agency targets (BBB+/Baa1 S&P/Moody's rating);
- No finance facilities contain triggers linked to GMG market capitalisation and GMG doesn't have any 'margin' loans in relation to any of its stakes in listed entities;
- GMG has refinanced \$1.8 billion expiring in FY08 and the next expiring facility is in May 2009; and
- Proceeds from expected transactions with managed funds and sales of non core assets to be utilised to retire debt. Management are targeting gearing towards the bottom end of Group's 35-40% gearing range.

Operational activity

- Recently reported H1 FY08 profit result which was ahead of forecast
- Divestment of minority stake in JV with Ascendas and 6.8% stake in A-REIT for S\$282 million with proceeds utilised to retire debt. Transaction realised S\$150 million of pre tax profit (over and above operating income) and reduced the Group's gearing by 150bps;
- 14 high quality assets secured in Japan by J-REP which is a significant milestone in the establishment of a robust Japanese unlisted fund management platform;
- Demand from equity partners in relation to managed fund platform remains strong and expect to complete further fund equity raisings during FY08; and
- Remain on track to deliver operating income of 34 cps for FY08.

Greg Goodman commented "The execution of key initiatives places the Group in an extremely strong position. We will continue to pursue our proven business model and believe we can capitalise on opportunities as they present themselves."

For further information, please contact Goodman:

Gregory Goodman
Group Chief Executive Officer
Tel +61 2 9230 7400