

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

If you have sold or transferred all your ordinary shares in ASIA PACIFIC LAND BERHAD, you should at once send this Circular together with the accompanying Proxy Form to the purchaser or transferee or agent through whom the sale or transfer was contracted for onward transmission to the purchaser or transferee.

The Notice of the Extraordinary General Meeting to be held on Wednesday, 28 June 2006 immediately following the conclusion or adjournment (as the case may be) of the 45<sup>th</sup> Annual General Meeting to be held at the Miami Hall, Ferringhi Beach Hotel, Jalan Low Yat, 11100 Batu Ferringhi, Penang at 11.00 a.m. on the same day is enclosed in this Circular.

Bursa Malaysia Securities Berhad has not perused the proposal as set out in Section 1 of this Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

SHAREHOLDERS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE PROPOSALS AS SET OUT HEREIN.



**ASIA PACIFIC LAND BERHAD**

(Company No. 4069-K)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

- 1. PROPOSED SHARE BUY BACK**
- 2. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING AND PROXY FORM**

Last date and time for lodging the Form of Proxy	:	26 June 2006 at 11.00 a.m.
Date and time of the Extraordinary General Meeting	:	28 June 2006 immediately following the conclusion or adjournment (as the case may be) of the 45 <sup>th</sup> Annual General Meeting to be held at the Miami Hall, Ferringhi Beach Hotel, Jalan Low Yat, 11100 Batu Ferringhi, Penang at 11.00 a.m. on the same day.

**This Circular is dated 6 June 2006**

## DEFINITIONS

Except where the context otherwise requires, the following definitions (*in alphabetical order*) shall apply throughout this Circular (*definitions denoting the singular number shall also include the plural number and vice versa, where applicable*) :-

“45 <sup>th</sup> AGM”	- 45 <sup>th</sup> Annual General Meeting of AP Land to be held on 28 June 2006
“AGM”	- Annual General Meeting
“AP Land” or “the Company”	- Asia Pacific Land Berhad
“AP Land Group” or “Group”	- AP Land and its subsidiaries
“AP Land Subsidiaries”	- Subsidiary companies in the AP Land Group
“Audit Committee”	- Audit Committee of AP Land
“Bursa Securities”	- Bursa Malaysia Securities Berhad
“BASB”	- Bintang Automachinery Sdn. Bhd.
“Board”	- Board of Directors of AP Land
“Code”	- Malaysian Code on Take-Overs and Mergers, 1998
“Director”	- For the purpose of Section 2 of this Circular, “director” shall have the meaning given in Section 4 of the Companies Act, 1965 and includes any person who is or was within the preceding 12 months of the date on which the terms of the transaction were agreed upon, a director of the listed issuer (or any other company which is its subsidiary or holding company or a subsidiary of its holding company) or a chief executive officer of the listed issuer, its subsidiary or holding company
* “DJNTL”	- Dato’ Jeffrey Ng Tiong Lip, a former director of AP Land who has retired as a Managing Director of AP Land with effect from 31 March 2006
“EGM”	- Extraordinary General Meeting of AP Land to be held immediately following the conclusion of the 45 <sup>th</sup> AGM
“EPS”	- Earnings per share
“FHI”	- Federal Hotels International Sdn. Bhd.
“HFL”	- Hotel Fair Lane Sdn. Bhd.
“IID”	- Indah Jaya Development Sdn. Bhd.
“Listing Requirements”	- Listing Requirements of Bursa Malaysia Securities Berhad
“LCH”	- Low Chuan Holdings Sdn. Bhd.
“LCS”	- Low Chuan Securities Sdn. Bhd.
“LGTat”	- Low Gee Tat
“LGTeong”	- Low Gee Teong
“LGSoon”	- Low Gee Soon
“LSMing”	- Low Su Ming
“LGSDSB”	- LGS Development Sdn. Bhd.

## **DEFINITIONS** *(Cont'd)*

“LYCC”	- Low Yat Construction Company Sdn. Berhad
“LYSR”	- Low Yat And Sons Realty Sdn. Berhad
“MCSB”	- Malayan Coffee Sdn. Bhd.
“Major Shareholder”	- A person who has an interest or interests in one or more voting shares in a company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is not less than 5% of the aggregate of the nominal amounts of all the voting shares in the company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Companies Act, 1965
“ODSB”	- Oriental Development Sdn. Bhd.
“Ordinary Resolution”	- The ordinary resolution set out in the Notice of EGM dated 6 June 2006.
“PFM”	- Puthuchearry Firoz & Mai
“Proposals”	- Proposed Share Buy Back and Proposed Shareholders’ Mandate collectively
“Proposed Share Buy Back”	- Proposed renewal of shareholders’ mandate for AP Land to purchase up to 39,000,000 Shares representing not more than five point four-nine per centum (5.49%) of the issued and paid-up share capital of AP Land of RM710,341,402 comprising 710,341,402 ordinary shares of RM1.00 each as at 25 May 2006 on the Bursa Securities
“Proposed Shareholders’ Mandate”	- Proposed shareholders’ mandate for the AP Land Group to enter into Recurrent Related Party Transactions or arrangements of a revenue or trading nature in the ordinary course of business which are necessary for the AP Land Group’s day to day operations
“NA”	- Net assets
“Related Party”	- A Director, major shareholder or person connected with such Director or major shareholder
“Recurrent Related Party Transactions”	- Recurrent related party transactions or arrangements of a revenue or trading nature which are necessary for the day to day operations of the AP Land Group and are in the ordinary course of business of the AP Land Group
“RM” and “Sen”	- Ringgit Malaysia and Sen respectively
“SC”	- Securities Commission
“Shares”	- Ordinary shares of RM1.00 each in AP Land
“SHSB”	- Selangor Holdings Sendirian Berhad
“SSI”	- Sem Siong Industries Sdn. Bhd.
“TSDLYC” or “Tan Sri Low”	- Tan Sri Dato’ Low Yow Chuan
“The Cellarium”	- The Cellarium Sdn. Bhd.

# CONTENTS

## LETTER TO THE SHAREHOLDERS CONTAINING :-

### 1. - PROPOSED SHARE BUY BACK

	<b>PAGE</b>
1.1 INTRODUCTION	1
1.2 DETAILS OF THE PROPOSED SHARE BUY BACK	2
1.3 RATIONALE FOR THE PROPOSED SHARE BUY BACK	3
1.4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK	3
1.5 EFFECTS OF THE PROPOSED SHARE BUY BACK	4
1.6 PUBLIC SHAREHOLDING SPREAD	7
1.7 IMPLICATIONS OF THE CODE	7
1.8 PURCHASES MADE IN THE PREVIOUS TWELVE (12) MONTHS	7
1.9 SHARE PRICES	8
1.10 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	8

### 2. - PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

	<b>PAGE</b>
2.1 INTRODUCTION	9
2.2 DETAILS OF PROPOSED SHAREHOLDERS' MANDATE	9
2.3 PRINCIPAL ACTIVITIES OF AP LAND GROUP	9
2.4 CLASSES OF RELATED PARTIES	10
2.5 NATURE OF RECURRENT RELATED PARTY TRANSACTIONS	11
2.6 RATIONALE FOR AND BENEFIT TO THE AP LAND GROUP FOR TRANSACTING WITH RELATED PARTIES	14
2.7 DISCLOSURE OF RECURRENT RELATED PARTY TRANSACTIONS	14
2.8 FINANCIAL EFFECT OF RECURRENT RELATED PARTY TRANSACTIONS	15
2.9 REVIEW AND DISCLOSURE PROCEDURES FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE	15
2.10 AUDIT COMMITTEE'S REVIEW	16
2.11 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	17

	<b>PAGE</b>
<b>3. DIRECTORS' RECOMMENDATION</b>	20
<b>4. EXTRAORDINARY GENERAL MEETING</b>	21
<b>5. APPROVAL REQUIRED</b>	21
<b>6. FURTHER INFORMATION</b>	21

**APPENDICES**

	<b>PAGE</b>
APPENDIX I - FURTHER INFORMATION	22
NOTICE OF EXTRAORDINARY GENERAL MEETING	26
FORM OF PROXY	ENCLOSED



**ASIA PACIFIC LAND BERHAD**  
(Company No. 4069-K)  
(Incorporated in Malaysia)

**Registered Office :-**

Suites 704 & 705, 7<sup>th</sup> Floor  
No. 11, Lorong Kinta  
10400 Penang

6 June 2006

**Board of Directors:-**

Mr Low Gee Tat @ Gene Low (*Executive Chairman*)  
Tan Sri Datuk Seri (Dr) Chong Hon Nyan (*Independent Non-Executive Director*)  
Tan Sri Dato' Hanafiah Hussain (*Independent Non-Executive Director*)  
Tan Sri Dato' Lee Kim Sai @ Lee Hoo (*Independent Non-Executive Director*)  
Mr Low Gee Teong (*Joint Managing Director*)  
Mdm Low Su Ming (*Joint Managing Director*)  
Mdm Woon Siew Choo (*Executive Director*)  
Mdm Oh Leen May (*Executive Director*)  
Mr Wee Beng Sang (*Executive Director*)

**To :- The Shareholders of AP Land**

Dear Sir/Madam

- 1. PROPOSED SHARE BUY BACK**
- 2. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

<b>1. PROPOSED SHARE BUY BACK</b>
-----------------------------------

**1.1 INTRODUCTION**

At the Extraordinary General Meeting of the Company held on 28 June 2005, the Board had obtained the approval of the shareholders of AP Land for the Company to purchase its own shares of up to thirty-nine million (39,000,000) Shares representing not more than five point four-nine per centum (5.49%) of the issued and paid-up share capital of AP Land. The mandate conferred by the shareholders at the said Extraordinary General Meeting for the Company to purchase its own shares shall expire at the conclusion of the forthcoming 45<sup>th</sup> Annual General Meeting to be held on 28 June 2006 unless the mandate is renewed.

The Company has not purchased any of its shares since the proposal to buy back its own shares was initially approved by the shareholders on 4 May 1998.

On 18 May 2006, the Board of Directors of the Company announced that AP Land proposes to seek a renewal of shareholders' mandate for AP Land to purchase its own shares of up to thirty-nine million (39,000,000) Shares representing not more than five point four-nine per centum (5.49%) of the issued and paid-up share capital of AP Land ("the Proposed Share Buy Back") at the EGM to be held immediately following the conclusion of the 45<sup>th</sup> AGM.

The purpose of this Circular is to provide details of the Proposed Share Buy Back and to seek your approval for the Ordinary Resolution for the Proposed Share Buy Back to be tabled at the forthcoming EGM, notice of which is set out on pages 26 to 27 of this Circular.

## **1.2 DETAILS OF THE PROPOSED SHARE BUY BACK**

The Board seeks a renewal of shareholders' mandate for the Company to purchase up to thirty-nine million (39,000,000) Shares representing not more than five point four-nine per centum (5.49%) of the total issued and paid-up share capital of AP Land of RM710,341,402 comprising 710,341,402 ordinary shares of RM1.00 each as at 25 May 2006 on the Bursa Securities through a stockbroker to be appointed at a later date. The Board proposes to allocate an amount not exceeding the share premium of the Company for the purpose of purchasing its own shares. As at 31 December 2005, the accumulated losses of the Company was RM190.18 million and share premium of the Company was RM62.372 million.

The authority from the shareholders for Proposed Share Buy Back will be effective immediately upon passing of the ordinary resolution to approve the Proposed Share Buy Back at the forthcoming EGM up to the conclusion of the next AGM of AP Land (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting).

The Proposed Share Buy Back will allow the Directors to exercise the power of the Company to purchase its own shares at any time within the abovementioned period using internally generated funds of the Company and/or through financing from bank borrowings. In the event that the Proposed Share Buy Back is to be partly financed from bank borrowings, the Company expects that the Group will be capable of repaying such bank borrowings and that such bank borrowings is not expected to have any material effect on the cashflow of the AP Land Group.

AP Land may only purchase the Shares at a price which is not more than fifteen per centum (15%) above the weighted average market price for the past five (5) market days immediately preceding the date of the purchase(s). The actual number of AP Land Shares to be purchased, the total amount of funds involved for each purchase, the timing of the purchase will depend on the share premium, the financial resources available as well as the market conditions and sentiment of the stock market.

When Shares are purchased by the Company, the Directors may resolve to cancel the Shares so purchased (or part thereof) and/or to retain the Shares so purchased to be held as treasury shares (or part thereof).

Where the Directors resolve to cancel the Shares so purchased or cancel any treasury shares, the Company's issued and paid-up share capital shall be diminished by the cancellation of the Shares so purchased or the treasury shares and the amount by which the Company's issued capital is diminished shall be transferred to a capital redemption reserve. Where the Directors resolve to retain the Shares so purchased as treasury shares, the Directors may distribute the treasury shares as share dividends to shareholders and/or resell the treasury shares on the market of the Bursa Securities and/or subsequently cancel the treasury shares.

The quantum of the Shares so purchased to be cancelled or retained as treasury shares or to be subsequently cancelled while held as treasury shares will depend on the purchase price of the AP Land Shares, the number of shares purchased, the share premium, the financial resources available as well as the market conditions and sentiments of the stock market. The rationale for the alternatives chosen will be announced to the Bursa Securities once it is determined by the Directors.

While the Shares so purchased are held as treasury shares, the rights attached to them as to voting, dividends and participation in any other distribution or otherwise are suspended. The treasury shares will not be taken into account in calculating the number of percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of the provision of the Companies Act 1965, the provisions of any law or requirements of the Articles of Association of the Company or the Listing Requirements such as substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

In the case of a resale of treasury shares, the Company may only resell treasury shares on the Bursa Securities at a price which is not less than the weighted average market price of the Shares for the past five (5) market days immediately preceding the date of the resale(s).

The proposed maximum number of shares to be purchased is set at the limit of 39 million Shares representing not more than 5.49% of the present issued and paid-up share capital of AP Land as at 25 May 2006.

### **1.3 RATIONALE FOR THE PROPOSED SHARE BUY BACK**

If all the Shares to be purchased are cancelled, the Proposed Share Buy Back may improve the Company's underlying asset value per share. The EPS of the Company, as a result of the reduced share capital base, can potentially be enhanced and in the long term, may have a favourable impact on the share price of the Company.

If the Shares to be purchased are kept as treasury shares, the Company may have the opportunity to benefit from investment gains.

### **1.4 POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK**

#### **1.4.1 Advantages**

The potential advantages of the Proposed Share Buy Back are as follows :-

- a) allows the Company to take preventive measures against speculation particularly when its shares are undervalued; and
- b) allows the Company flexibility in attaining its desired capital structure.

#### **1.4.2 Disadvantage**

The potential disadvantage of the Proposed Share Buy Back is that the Proposed Share Buy Back will reduce the financial resources of the AP Land Group which may be utilised for good investment opportunities that may emerge in future.

Nevertheless, the Board will be mindful of the interests of the Company and its shareholders in implementing the Proposed Share Buy Back as the Proposed Share Buy Back will only be exercised after in depth consideration of the financial resources of the Group and of the resultant impact on its shareholders.

## 1.5 EFFECTS OF THE PROPOSED SHARE BUY BACK

On the assumption that the Proposed Share Buy Back will be carried out in full, the effects of the Proposed Share Buy Back on the share capital, NA, working capital, earnings, dividend and shareholdings of AP Land are as set out below :-

### 1.5.1 Share Capital

If the Proposed Share Buy Back, is carried out in full and all the 39,000,000 Shares so purchased are cancelled, the total issued and paid-up share capital of AP Land as at 25 May 2006 shall be reduced by RM39,000,000 comprising 39,000,000 Shares from RM710,341,402 comprising 710,341,402 Shares to RM671,341,402 comprising 671,341,402 Shares as follows :-

	<u>No. of shares of RM1.00 each</u>	<u>RM</u>
Existing issued and paid-up share capital as at 25 May 2006	710,341,402	710,341,402
No. of Shares reduced (Assuming the Shares so purchased are fully cancelled)	39,000,000	39,000,000
Upon completion of the Proposed Share Buy Back	671,341,402	671,341,402

However, there will be no effect on the issued and paid-up share capital of AP Land if the Shares so purchased are retained as treasury shares.

### 1.5.2 NA and Working Capital

The effect of the Proposed Share Buy Back on the NA per share of AP Land Group will depend on the purchase prices of the AP Land Shares and the effective funding cost to AP Land thereon.

The Proposed Share Buy Back will likely reduce the working capital of the AP Land Group, the quantum of which will depend on the purchase prices of the AP Land Shares, the number of AP Land Shares purchased and the effective funding cost to AP Land thereon.

### 1.5.3 Earnings

The effect of the Proposed Share Buy Back on the EPS of the AP Land Group will depend on the number of AP Land Shares purchased and cancelled, the purchase prices of the AP Land Shares and the effective funding cost to AP Land thereon.

### 1.5.4 Dividend

In the event that all the Shares so purchased are cancelled or are all held as treasury shares, this will not have any effect on the amount of distributable reserves available for payment of dividend as only the share premium account of up to an amount not exceeding RM62.372 million shall be utilised for the Proposed Share Buy Back.

### 1.5.5 Shareholdings

For illustrative purposes, assuming that AP Land purchase 39,000,000 Shares and all the Shares so purchased are cancelled, the effect of the Proposed Share Buy Back on the shareholdings of the Directors, the major shareholders of AP Land and the persons connected with the Directors are as follows :-

- i) The number of Shares held by the Directors based on the Register of Directors' Shareholdings of AP Land as at 25 May 2006 are as follows :-

Name	No. of Shares held							
	Before the Proposed Share Buy Back as at 25 May 2006				After the Proposed Share Buy Back, assuming that all the 39,000,000 Shares so purchased are cancelled			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Low Gee Tat <sup>*ii</sup> (Executive Chairman)	-	-	230,445,447	32.44	-	-	230,445,447	34.33
Tan Sri Datuk Seri (Dr) Chong Hon Nyan <sup>*i</sup>	-	-	5,500	negligible	-	-	5,500	negligible
Tan Sri Dato' Hanafiah Hussain	-	-	-	-	-	-	-	-
Tan Sri Dato' Lee Kim Sai @ Lee Hoo	-	-	-	-	-	-	-	-
Low Gee Teong <sup>*ii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
Woon Siew Choo	119,800	0.02	-	-	119,800	0.02	-	-
Oh Leen May	-	-	-	-	-	-	-	-
Low Su Ming	887,000	0.13	-	-	887,000	0.13	-	-
Wee Beng Sang	45,000	0.01	-	-	45,000	0.01	-	-

**Notes:-**

<sup>\*i</sup> The indirect interest is held through his wife's direct shareholding in AP Land.

<sup>\*ii</sup> Deemed interested in LYCC and LYSR by virtue of Section 6A of the Companies Act, 1965.

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- ii) The number of Shares held by the existing major shareholders of AP Land based on the Register of Substantial Shareholdings as at 25 May 2006 and by the persons connected with the Directors as disclosed by the Directors as at 25 May 2006 are as follows:-

Name	No. of Shares held							
	Before the Proposed Share Buy Back as at 25 May 2006				After the Proposed Share Buy Back, assuming that all the 39,000,000 Shares so purchased are cancelled			
	Direct	%	Indirect	%	Direct	%	Indirect	%
#Low Yat Construction Company Sdn. Bhd. ("LYCC")	205,945,447	28.99	-	-	205,945,447	30.68	-	-
#Selangor Holdings Sdn. Bhd. ("SHSB") <sup>ii</sup>	-	-	207,945,447	29.27	-	-	207,945,447	30.97
#Low Yat And Sons Realty Sdn. Bhd. ("LYSR") <sup>iii</sup>	22,500,000	3.17	207,945,447	29.27	22,500,000	3.35	207,945,447	30.97
#Sem Siong Industries Sdn. Bhd. ("SSI") <sup>i</sup>	2,000,000	0.28	205,945,447	28.99	2,000,000	0.30	205,945,447	30.68
#Low Chuan Securities Sdn. Bhd. ("LCS") <sup>ii</sup>	-	-	207,945,447	29.27	-	-	207,945,447	30.97
#Low Chuan Holdings Sdn. Bhd. ("LCH") <sup>iii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
#Low Gee Tat <sup>iii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
#Low Gee Teong <sup>iii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
Low Su Ming <sup>iv</sup>	887,000	0.13	-	-	887,000	0.13	-	-
#Low Gee Soon <sup>iii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
#Tan Sri Dato' Low Yow Chuan <sup>iii</sup>	-	-	230,445,447	32.44	-	-	230,445,447	34.33
Tan Boon Lee <sup>v</sup>	70,000	0.01	-	-	70,000	0.01	-	-
Cheng Mai <sup>vi</sup>	23,100	Negligible	-	-	23,100	Negligible	-	-
Puan Sri Chong Eu Nghoh <sup>vii</sup>	5,500	Negligible	-	-	5,500	Negligible	-	-
Low Aye Choo <sup>viii</sup>	10,000	Negligible	-	-	10,000	Negligible	-	-
Hoi Ah Chai <sup>ix</sup>	30,000	Negligible	-	-	30,000	Negligible	-	-
Ng Chiew Hun <sup>x</sup>	133,000	0.02	-	-	133,000	0.02	-	-
Ng Chiew Ping <sup>x</sup>	104,000	0.01	-	-	104,000	0.02	-	-
Song Sah Bah @ Song Kueng Hor <sup>xi</sup>	30,000	Negligible	-	-	30,000	Negligible	-	-

Notes :-

# Major shareholders and/or deemed major shareholders of AP Land.

\*i Deemed interested in LYCC by virtue of Section 6A of the Companies Act, 1965.

\*ii Deemed interested in LYCC and SSI by virtue of Section 6A of the Companies Act, 1965.

\*iii Deemed interested in LYSR, LYCC and SSI by virtue of Section 6A of the Companies Act, 1965.

\*iv Low Su Ming is the sister of Low Gee Tat, Low Gee Teong and Low Gee Soon and the daughter of Tan Sri Dato' Low Yow Chuan.

\*v Tan Boon Lee is the husband of Low Su Ming.

\*vi Cheng Mai is the wife of Low Gee Soon.

\*vii Puan Sri Chong Eu Nghoh is the wife of Tan Sri Datuk Seri (Dr) Chong Hon Nyan.

\*viii Low Aye Choo is the sister of Tan Sri Dato' Low Yow Chuan.

\*ix Hoi Ah Chai is the husband of Woon Siew Choo.

\*x Ng Chiew Hun and Ng Chiew Ping are the sisters of Dato' Jeffrey Ng Tiong Lip, the nieces of Tan Sri Dato' Low Yow Chuan and the cousins of Low Gee Tat, Low Gee Teong, Low Gee Soon and Low Su Ming.

\*xi Song Sah Bah @ Song Kueng Hor is the husband of Ng Chiew Ping.

Save as disclosed above, none of the other directors, major shareholders or persons connected with the Directors and/or major shareholders held any shares directly or indirectly in AP Land.

**1.6 PUBLIC SHAREHOLDING SPREAD**

As at 25 May 2006, the public shareholding spread of the Company was 67.35%. Assuming that the Proposed Share Buy Back will be carried out in full and all the Shares so purchased are cancelled, the pro-forma public shareholding spread of the Company would be 65.45%.

**1.7 IMPLICATIONS OF THE CODE**

Based on the assumption that the Proposed Share Buy Back is carried out in full and all the Shares so purchased are cancelled, the equity interest of the existing major shareholders, LYCC, LYSR, LCH, LCS, SHSB, SSI, Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon (collectively called "the Parties Acting In Concert") will increase from 32.44% to 34.33% based on the issued and paid-up share capital of AP Land as at 25 May 2006 which would result in the Parties Acting In Concert holding more than 33% of the voting shares of AP Land and be obliged under Part II Section 6 of the Code, to make a General Mandatory Offer for the remaining ordinary shares in AP Land not held by them. The Parties Acting In Concert intend to make an application to the SC for a waiver from implementing a mandatory general offer if the obligation is expected to be triggered as a result of the Proposed Share Buy Back. The SC may after consideration of the application, grant a waiver under Practice Note 2.9.10 of the Code, subject to, inter-alia, the approval of non-interested independent shareholders at a general meeting of the Company and compliance by the Parties Acting In Concert of certain conditions which is in respect of exemption for holders of voting shares, directors and persons acting in concert when a company purchases its own shares.

**1.8 PURCHASES MADE IN THE PREVIOUS TWELVE (12) MONTHS**

The Company has not purchased any of its Shares in the previous twelve (12) months.

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## **1.9 SHARE PRICES**

The monthly highest and lowest prices of the Shares traded on the Bursa Securities for the last twelve (12) months from May 2005 to April 2006 are as follows:-

	<b><i>Highest (RM)</i></b>	<b><i>Lowest (RM)</i></b>
<b>2005</b>		
May	0.225	0.180
June	0.220	0.180
July	0.205	0.185
August	0.205	0.180
September	0.195	0.175
October	0.185	0.165
November	0.180	0.150
December	0.155	0.135
<b>2006</b>		
January	0.185	0.140
February	0.505	0.190
March	0.375	0.320
April	0.370	0.325

*(Source:- Bloomberg)*

The last transacted price on 29 May 2006, being the latest practicable date prior to the printing of this Circular was RM0.305.

*(Source:- The New Straits Times)*

## **1.10 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS**

None of the Directors, major shareholders and persons connected with the Directors and/or major shareholders of AP Land have any interest, direct or indirect, in the Proposed Share Buy Back.

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## **2. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

### **2.1 INTRODUCTION**

AP Land had obtained from its shareholders at an Extraordinary General Meeting held on 28 June 2005, the mandate to enter into recurrent related party transactions of a revenue or trading nature with related parties. The mandate, details of which had been set in the Circular dated 6 June 2005, will expire at the conclusion of the forthcoming 45<sup>th</sup> AGM of the Company.

On 18 May 2006, the Board of Directors announced to the Bursa Securities that pursuant to Paragraph 10.09 Chapter 10 of the Listing Requirements, AP Land is proposing to seek shareholders' mandate for the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the AP Land Group's day-to-day operations at an EGM of the Company to be held immediately following the conclusion of the 45<sup>th</sup> AGM.

The purpose of this Circular is to provide details of the Proposed Shareholders' Mandate and to seek your approval for the Ordinary Resolution for the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM. The Notice of EGM together with the Form of Proxy are enclosed together in this Circular.

### **2.2 DETAILS OF PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate will take effect from the date of passing of the Ordinary Resolution to approve the Proposed Shareholders' Mandate at the forthcoming EGM and shall only continue to be in force until the conclusion of the next AGM following the general meeting at which such Proposed Shareholders' Mandate was passed at which time it will lapse, unless by a resolution passed at a general meeting, authority is renewed or the expiration of the period within which the next AGM after that date is required by law to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by resolution passed by the shareholders of AP Land in general meeting; whichever is the earlier.

Thereafter, the Proposed Shareholders' Mandate is subject to annual renewal at each subsequent AGM of the Company.

### **2.3 PRINCIPAL ACTIVITIES OF AP LAND GROUP**

The principal activities of the Company are that of investment holding and provision of management services.

The principal activities of the AP Land Group can be broadly categorized as follows :-

- i) Property investment and management
- ii) Investment holding
- iii) Property development
- iv) Hotel business
- v) Car park management/operation
- vi) Golf course operation
- vii) Provision of property maintenance services

The Directors are seeking a mandate from the shareholders of AP Land for the AP Land Group, in its normal course of business, to enter into recurrent related party transactions contemplated under the Proposed Shareholders' Mandate with any classes of Related Parties as set out in Section 2.4 provided such transactions are made at arms' length, on the Group's normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and/or employees of the Group and are not to the detriment of the minority shareholders.

## 2.4 CLASSES OF RELATED PARTIES

The Proposed Shareholders' Mandate for Recurrent Related Party Transactions will apply to the following classes of related parties ("class of related parties") :-

<u>Class of related parties</u>	<u>Description</u>
I.	Directors of AP Land Group;
II.	Major shareholders / deemed major shareholders of AP Land Group;
III.	Persons connected with Directors and/or major shareholders of AP Land Group;

which include the following related parties :-

<b>No.</b>	<b>Class of related party</b>	<b>Related Parties</b>	<b>Principal Activities</b>
1.	II	LYCC	Building contractor and property investment
2.	II	LYSR	Investment holding and management
3.	II	SSI	Property investment and housing developer
4.	III	BASB	Service, repair and maintenance workshop
5.	III	Commune Products	Trading in merchandise such as perfume and scented candles
6.	III	FHI	Investment holding and provision of hotel management services
7.	III	HFL	Property investment and development
8.	III	IJD	Property investment and development
9.	III	LGSDSB	Property Development
10.	III	MCSB	Food and beverage business and restaurant
11.	III	ODSB	Investment holding and letting of private godown
12.	III	PFM	Provision of legal services
13.	III	The Cellarium	Liquor trading

The relationships of the related parties with AP Land Group and its directors and major shareholders and persons connected with them are stated on pages 17 to 20 of this Circular.

## 2.5 NATURE OF RECURRENT RELATED PARTY TRANSACTIONS

- a) The Recurrent Related Party Transactions will apply to all the wholly-owned subsidiaries of AP Land and shall include :-

<i>Subsidiary</i>	<i>Date of incorporation</i>	<i>Issued and Paid-up Share Capital</i>	<i>% Equity Interest</i>	<i>Principal Activities</i>
APL Hotel Sdn Bhd (“APLH”)	24.04.1974	RM35,000,000	100	Property investment and development and hotel business
Aman City Hotel Sdn Bhd (“ACH”)	25.04.1974	RM2,500,001	100	Property development
Bakti Dinamik Sdn Bhd (“BDSB”)	05.01.1999	RM2,500,001	100	Property development
Buoyant Point Sdn Bhd (“BPSB”)	29.07.1998	RM250,000	100	Property maintenance services
City Square Properties Sdn Bhd (“CSP”)	08.07.1980	RM500,000	100	Property investment & management and car park operation
Empire Tower (Malaysia) Sdn Bhd (“ETM”)	07.05.1986	RM9,000,002	100	Property investment and management
Hotel Fair Lane Holdings Sdn Bhd (“HFLH”)	20.07.1995	RM2,500,001	100	Property development
Island Bay Resorts Sdn Bhd (“IBR”)	13.04.1965	RM19,840,000	100	Investment holding, property investment and development
Rawang Lakes Sdn Bhd (“RLSB”)	10.09.1985	RM2,500,001	100	Property development

- b) The types of Recurrent Related Party Transactions covered by the Proposed Shareholders' Mandate which have been entered or will be entered into and/or contemplated between the AP Land Group and Related Parties relating to the provision or procurement of products and services to or from related parties are tabulated as follows :-

	<i>Nature of transactions undertaken by AP Land Group</i>	<i>Companies in the AP Land Group involved in the transactions</i>	<i>Related Parties with whom transactions are entered into or contemplated by the AP Land Group with all classes of related parties inclusive of</i>	<i>Estimated value of transactions during validity period of mandate (RM)</i>	<i>**Interested Directors, major shareholders and persons connected with them</i>
1.	<p>◆Letting of business premises, office space, storage space, properties, facilities and/or equipment located at the following addresses to related parties :</p> <p>(a) City~Square Shopping Centre Jalan Tun Razak Kuala Lumpur</p> <p>(b) Empire Tower City~Square Centre Jalan Tun Razak Kuala Lumpur</p>	CSP  ETM	LYCC, LYSR, MCSB IJD, LGSDSB, SSI and HFL  FHI	1,500,000  76,800	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
2.	<p>◆Renting of storage space located at the following address from a related party :</p> <p>Gombak Godown Batu 4 ½ Jalan Gombak Kuala Lumpur</p>	APLH	ODSB	48,960	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
3.	Renting of equipment from a related party	CSP	LYSR	45,000	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
4.	Procurement of hotel management and related ancillary services from a related party	APLH	FHI	900,000	TSDLYC, LGTat, LGTeong, LSMing and LGSoon

	<i>Nature of transactions undertaken by AP Land Group</i>	<i>Companies in the AP Land Group involved in the transactions</i>	<i>Related Parties with whom transactions are entered into or contemplated by the AP Land Group with all classes of related parties inclusive of</i>	<i>Estimated value of transactions during validity period of mandate (RM)</i>	<i>**Interested Directors, major shareholders and persons connected with them</i>
5.	Procurement of legal services from a related party	CSP	PFM	Figures not available	Cheng Mai
6.	Supply of nursery products and landscaping to related parties	RLSB	IJD, LYSR, SSI and HFL	374,000	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
7.	Purchase of products and supplies for the operations of the hotels such as wine from a related party	APLH	The Cellarium	81,000	Dato' Jeffrey Ng Tiong Lip, Martha Yang, Ng Chiew Ping and Ng Tiong Yee
8.	Sale of property trading stocks such as houses, bungalow lots, apartments, condominiums and/or commercial shoplots to related parties ("properties")	BDSB, RLSB, IBR, APLH, HFLH and ACH	All classes of related parties	++ Figures not available	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
9.	Purchase of merchandise such as perfume and scented candles on consignment basis from a related party	APLH	Commune Products	21,000	LGTat
10.	Letting of workshop building at Bandar Tasik Puteri, Rawang, Selangor to a related party	RLSB	BASB	54,000	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
11.	Procurement of servicing, repair and maintenance services for the AP Land Group's motor vehicles, plant and machinery from a related party	AP Land Group	BASB	^ Expected to exceed RM1 million	TSDLYC, LGTat, LGTeong, LSMing and LGSoon
12.	Letting of business premises located at Bandar Tasik Puteri, Rawang, Selangor to a related party	BDSB	LGDSB	36,000	TSDLYC, LGTat, LGTeong, LSMing and LGSoon

Notes :-

- ++ The sales of properties by the development companies in AP Land Group are open to all members of the public at all times. These development companies may in the ordinary course of business sell to any employee or director or major shareholder or any person connected with them who may wish to purchase the properties which have been launched for sale by the development companies provided that the transactions does not exceed 10% of any one of the percentage ratios pursuant to Paragraph 4.3(a) of PN 12/2001 of the Listing Requirements.
- \*\* The relationships of the interested directors, major shareholders and persons connected with them with the AP Land Group are stated on pages 17 to 20 of this Circular.
- ◆ The letting and renting of business premises by the Group are regarded as recurrent transactions pursuant to Paragraph 4.2(c) of PN 12/2001 of the Listing Requirements in that the lease does not exceed 3 years which does not involve a payment on a lump sum basis.
- ^ The cost of service, maintenance and repair will depend on the cost of labour and spare parts and the frequency of the repair, servicing and maintenance works carried out and charges are incurred as and when service is procured. The plant and machinery and motor vehicles are located primarily at Bandar Tasik Puteri development site, in the Mukim of Rawang, Selangor. The total cost is expected to exceed RM1,000,000.

## **2.6 RATIONALE FOR AND BENEFIT TO THE AP LAND GROUP FOR TRANSACTING WITH RELATED PARTIES**

The Proposed Shareholders' Mandate will allow the Group to conduct Recurrent Related Party Transactions which are in the ordinary course of business on normal commercial terms with Related Parties.

The Proposed Shareholders' Mandate are part of the efforts to promote business opportunities with Related Parties such as letting of its business premises and selling its development properties, nursery and landscaping products. The Group shall be able to procure services and products from related parties who have the necessary expertise and facilities to provide services and products such as hotel management services, legal services, repair, servicing and maintenance services, wine, perfume and scented candles pursuant to the terms of the Proposed Shareholders' Mandate.

The Proposed Shareholders' Mandate, subject to annual renewal, will enhance the ability of the companies in the Group to pursue business opportunities, which are time sensitive in nature and will eliminate the need for the Company to announce and convene separate general meetings on each occasion to seek shareholders' prior approval for the Recurrent Related Party Transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency and allow human resources and time to be channeled towards attaining corporate objectives without adversely affecting the business opportunities available to the AP Land Group.

## **2.7 DISCLOSURE OF RECURRENT RELATED PARTY TRANSACTIONS**

In accordance with Section 4.1.5 of Practice Note No. 12/2001 of Listing Requirements, disclosure of the Recurrent Related Party Transactions conducted pursuant to the Shareholders' mandate is made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions during the financial year, amongst others, based on the following information:-

- i) the type of the Recurrent Related Party Transactions made; and
- ii) the names of the Related Parties involved in each type of Recurrent Related Party Transactions entered into and their relationships with the Company.

## **2.8 FINANCIAL EFFECT OF RECURRENT RELATED PARTY TRANSACTIONS**

The Recurrent Related Party Transactions will not have any material financial effect on the issued and paid-up share capital of AP Land Group and the earnings or the net tangible assets of the AP Land Group.

## **2.9 REVIEW AND DISCLOSURE PROCEDURES FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Group has established the following guidelines and procedures to ensure that Recurrent Related Party Transactions are conducted at arm's length and are on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and/or the Group's employees and are not to the detriment of the minority shareholders.

The procedures established by the Group are as follows :-

- i) The Board and the Audit Committee shall approve the Recurrent Related Party Transactions review policy guidelines and procedures with authority to sub-delegate to a working group ("the Working Group") to review the procedures and to report directly to the Audit Committee on its findings and recommendations.
- ii) The Working Group shall circulate a list of related parties, the general nature of the recurrent related party transactions and the classes of the related parties (which are updated from time to time) together with the Recurrent Related Party Transactions review policy guidelines and procedures on a regular basis to all the Executive Directors, Divisional Heads and Department Heads with expressed notification that all Recurrent Related Party Transactions shall be negotiated at arm's length and on normal commercial terms and on terms which are not more favourable to the related party than those generally available to the public and/or the Group's employees and are not to the detriment of the minority shareholders.
- iii) The Working Group shall assist to ascertain that all guidelines and procedures set up to monitor Recurrent Related Party Transactions have been complied with and shall refer all proposed related party transactions to the Audit Committee for their review.
- iv) The transaction prices, terms and conditions are based on prevailing market forces under the same commercial terms for transactions that are contracted/offered with/to third parties or on established and authorised list prices, terms and conditions to be offered to third parties or consistent with normal trade practices. Where appropriate, a valuation or appraisal of the market value of a transaction is conducted by an independent expert and additional quotations are obtained from third party for the purpose of performing an independent and balanced assessment, evaluation and comparison of the price, terms and conditions prior to making a decision to enter into any transaction.
- v) All recurrent related party transactions shall be recorded and tabled to the Audit Committee for their approval. The Audit Committee shall have the right of access to the related parties involved for information and is entitled to the services of independent adviser, if required, in the discharge of their duties.

- vi) All members of the Board, Audit Committee and the Working Group who are directly or indirectly, interested in any transaction shall declare their interest in the transaction and abstain from deliberations and voting in respect of the Recurrent Related Party Transactions.
- vii) The Internal Auditor shall incorporate a review of all recurrent related party transactions which have been approved by shareholders and the Audit Committee pursuant to the mandate from shareholders, in their annual audit plan to ensure that all the relevant approvals have been obtained and procedures properly adhered to.

**2.10 AUDIT COMMITTEE'S REVIEW**

The Audit Committee has seen and reviewed the procedures for Recurrent Related Party Transactions and are of the view that the said procedures are sufficient to ensure that the recurrent related party transactions are made at arm's length and on normal commercial terms and on terms which are not more favourable than those generally available to the public and/or the group's employees and are not to the detriment of the minority shareholders.

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## 2.11 DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and indirect interests of the directors of AP Land Group, LGTat, LGTeong, LGSoon and LSMing and the major shareholders of AP Land, namely, TSDLYC, LGTat, LGTeong, LGSoon, LYCC, LYSR, SSI, SHSB, LCH and LCS and also the former Managing Director of AP Land, Dato' Jeffrey Ng Tiong Lip and the persons connected with them namely MCSB, IJD, ODSB, LGSDSB, BASB, The Cellarium, PFM, Commune Products, FHI, HFL, Martha Yang, Cheng Mai, Ng Chiew Ping, Ng Chiew Hun, Ng Tiong Yee, Tan Boon Lee, Song Sah Bah @ Song Kueng Hor and Low Aye Choo in the Proposed Shareholders' Mandate are illustrated as follows :-

<i>Name</i>	<i>No. of shares held in AP Land as at 25 May 2006</i>			
	<i>Direct</i>	<i>%</i>	<i>Indirect</i>	<i>%</i>
Low Yat Construction Company Sdn. Bhd. ("LYCC") <sup>*1</sup>	205,945,447	28.99	-	-
Low Yat And Sons Realty Sdn. Bhd. ("LYSR") <sup>*2</sup>	22,500,000	3.17	207,945,447	29.27
Sem Siong Industries Sdn. Bhd. ("SSI") <sup>*3</sup>	2,000,000	0.28	205,945,447	28.99
Selangor Holdings Sdn. Bhd. ("SHSB") <sup>*4</sup>	-	-	207,945,447	29.27
Low Chuan Securities Sdn. Bhd. ("LCS") <sup>*5</sup>	-	-	207,945,447	29.27
Low Chuan Holdings Sdn. Bhd. ("LCH") <sup>*6</sup>	-	-	230,445,447	32.44
Tan Sri Dato' Low Yow Chuan <sup>*7</sup>	-	-	230,445,447	32.44
Low Gee Tat <sup>*8</sup>	-	-	230,445,447	32.44
Low Gee Teong <sup>*9</sup>	-	-	230,445,447	32.44
Low Gee Soon <sup>*10</sup>	-	-	230,445,447	32.44
Low Su Ming <sup>*11</sup>	887,000	0.13	-	-
Indah Jaya Development Sdn. Bhd. ("IJD") <sup>*12</sup>	-	-	-	-
Oriental Development Sdn. Bhd. ("ODSB") <sup>*13</sup>	-	-	-	-
Bintang Automachinery Sdn. Bhd. ("BASB") <sup>*14</sup>	-	-	-	-
LGS Development Sdn. Bhd. ("LGSDSB") <sup>*15</sup>	-	-	-	-
Puthuchery Firoz & Mai ("PFM") <sup>*16</sup>	-	-	-	-
Federal Hotels International Sdn. Bhd. ("FHI") <sup>*17</sup>	-	-	-	-
Hotel Fair Lane Sdn. Bhd. ("HFL") <sup>*18</sup>	-	-	-	-
Malayan Coffee Sdn. Bhd. ("MCSB") <sup>*19</sup>	-	-	-	-
Commune Products <sup>*20</sup>	-	-	-	-
Tan Boon Lee <sup>*21</sup>	70,000	Negligible	-	-
Low Aye Choo <sup>*22</sup>	10,000	Negligible	-	-
Cheng Mai <sup>*23</sup>	23,100	Negligible	-	-
The Cellarium Sdn. Bhd. ("The Cellarium") <sup>*24</sup>	-	-	-	-
Dato' Jeffrey Ng Tiong Lip <sup>*25</sup>	-	-	-	-
Martha Yang <sup>*26</sup>	-	-	-	-
Ng Chiew Hun <sup>*27</sup>	133,000	0.02	-	-
Ng Chiew Ping <sup>*28</sup>	104,000	0.01	-	-
Ng Tiong Yee <sup>*29</sup>	-	-	-	-
Song Sah Bah @ Song Kueng Hor <sup>*30</sup>	30,000	Negligible	-	-

Notes :

- \*1 *LYCC is a major shareholder of AP Land.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LYSR and SSI have an interest in the shares of LYCC by virtue of Section 6A of the Companies Act, 1965 ("the Act").  
The directors of LYCC are Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon.  
The holding company of LYCC is Selangor Holdings Sdn Bhd.*
- \*2 *LYSR is a deemed major shareholder of AP Land.  
LYSR has an interest in the shares of LYCC by virtue of Section 6A of the Act.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have an interest in the shares of LYSR by virtue of Section 6A of the Act.  
The directors of LYSR are Tan Sri Dato' Low Yow Chuan, Low Gee Tat and Low Gee Teong.  
The holding company of LYSR is Low Chuan Holdings Sdn Bhd.*
- \*3 *SSI is a deemed major shareholder of AP Land.  
SSI has an interest in the shares of LYCC by virtue of Section 6A of the Act.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon and LYSR have an interest in the shares of SSI by virtue of Section 6A of the Act.  
The directors of SSI are Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon.  
The holding company of SSI is Low Chuan Securities Sdn Bhd.*
- \*4 *SHSB is a deemed major shareholder of AP Land.  
SHSB is the holding company of LYCC.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have an interest in the shares of SHSB by virtue of Section 6A of the Act.  
The directors of SHSB are Tan Sri Dato' Low Yow Chuan, Low Gee Teong, Low Su Ming and Low Gee Soon.*
- \*5 *LCS is a deemed major shareholder of AP Land.  
LCS is the holding company of SSI.  
LCS has an interest in the shares of LYCC by virtue of Section 6A of the Act.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have an interest in the shares of LCS by virtue of Section 6A of the Act.  
The directors of LCS are Tan Sri Dato' Low Yow Chuan, Low Gee Teong, Low Su Ming and Low Gee Soon.*
- \*6 *LCH is a deemed major shareholder of AP Land.  
LCH is the holding company of LYSR. LCH is regarded as the ultimate holding company of SSI, SHSB, LCS, LYSR and LYCC.  
Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have an interest in the shares of LCH by virtue of Section 6A of the Act.  
The directors of LCH are Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Su Ming and Low Gee Soon.*
- \*7 *Tan Sri Dato' Low Yow Chuan is a deemed major shareholder of AP Land.  
Tan Sri Dato' Low Yow Chuan has a substantial interest in the shares of LYCC, LYSR, LCS, SSI, LCH, SHSB, MCSB, IJD, HFL and FHI by virtue of Section 6A of the Act. He is a director of LCH, LCS, LYSR, LYCC, ODSB, SHSB and SSI.  
Tan Sri Dato' Low Yow Chuan is the father of Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon.*
- \*8 *Low Gee Tat is the Executive Chairman and deemed major shareholder of AP Land.  
Low Gee Tat has a substantial interest in the shares of LYCC, LYSR, LCS, SSI, LCH, SHSB, MCSB, IJD and FHI by virtue of Section 6A of the Act.  
Low Gee Tat is a major shareholder of LCH, HFL and ODSB and a director of LYCC, LYSR, SSI, LCH and FHI.  
Low Gee Tat is the brother of Low Gee Teong, Low Su Ming and Low Gee Soon and the son of Tan Sri Dato' Low Yow Chuan.  
Low Gee Tat owns a business called Commune Products.*

- \*9 *Low Gee Teong is the Joint Managing Director and deemed major shareholder of AP Land. Low Gee Teong has a substantial interest in the shares of LYCC, LYSR, LCS, SSI, LCH, SHSB, MCSB, IJD and FHI by virtue of Section 6A of the Act. Low Gee Teong is a major shareholder of SHSB, LYCC, HFL and ODSB and a director of LYCC, SHSB, LYSR, SSI, LCS and IJD. Low Gee Teong is the brother of Low Gee Tat, Low Su Ming and Low Gee Soon and the son of Tan Sri Dato' Low Yow Chuan.*
- \*10 *Low Gee Soon is a deemed major shareholder of AP Land and he is a director of certain subsidiary companies in AP Land Group. Low Gee Soon has a substantial interest in the shares of LYCC, LYSR, LCS, LCH, SHSB, MCSB, IJD, SSI and FHI by virtue of Section 6A of the Act. Low Gee Soon is a major shareholder of LCS, LGSDSB, BASB, HFL and ODSB and a director of LYCC, SHSB, SSI, LCS, LCH, MCSB, IJD, BASB, LGSDSB, ODSB, FHI and HFL. Low Gee Soon is the brother of Low Gee Tat, Low Gee Teong and Low Su Ming and the son of Tan Sri Dato' Low Yow Chuan.*
- \*11 *Low Su Ming is the Joint Managing Director and a shareholder of AP Land. Low Su Ming is a major shareholder of ODSB and HFL and a director of LYCC, SHSB, SSI, LCS, LCH, MCSB, IJD, ODSB and HFL. Low Su Ming is the sister of Low Gee Tat, Low Gee Teong and Low Gee Soon and the daughter of Tan Sri Dato' Low Yow Chuan.*
- \*12 *IJD is a subsidiary of LYSR. Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have substantial interest in the shares of IJD by virtue of Section 6A of the Act. The directors of IJD are Low Gee Teong, Low Su Ming and Low Gee Soon.*
- \*13 *ODSB is a company in which Tan Sri Dato' Low Yow Chuan, Low Su Ming and Low Gee Soon are directors. Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon are major shareholders of ODSB.*
- \*14 *BASB is a company in which Low Gee Soon is a director and major shareholder.*
- \*15 *LGSDSB is a company in which Low Gee Soon is a director and major shareholder.*
- \*16 *PFM is a firm in which Low Gee Soon's wife, Cheng Mai, is a partner.*
- \*17 *FHI is a subsidiary of LYSR. Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have substantial interest in the shares of FHI by virtue of Section 6A of the Act. The directors of FHI are Low Gee Tat, Low Gee Soon and Datuk Abdul Kudus Alias.*
- \*18 *HFL is a company in which Low Su Ming and Low Gee Soon are directors. Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon are major shareholders of HFL*
- \*19 *MCSB is a subsidiary of LYSR. MCSB is a company in which Low Su Ming and Low Gee Soon are directors. Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon have an interest in the shares of MCSB by virtue of Section 6A of the Act.*
- \*20 *Commune Products is a business owned by Low Gee Tat.*
- \*21 *Tan Boon Lee is the husband of Low Su Ming.*
- \*22 *Low Aye Choo is the sister of Tan Sri Dato' Low Yow Chuan.*
- \*23 *Cheng Mai is the wife of Low Gee Soon.*
- \*24 *The Cellarium is a company in which Martha Yang and Ng Chiew Ping are directors and major shareholders and Ng Tiong Yee is a major shareholder. Martha Yang is the wife of Dato' Jeffrey Ng Tiong Lip. Dato' Jeffrey Ng Tiong Lip is the brother of Ng Chiew Ping and Ng Tiong Yee.*

- \*25 *Dato' Jeffrey Ng Tiong Lip, a former director of AP Land who has retired as a Managing Director of AP Land with effect from 31 March 2006. He is deemed interested in the transactions by virtue of his relationship with the major shareholders or deemed major shareholders and/or directors of LYCC, LYSR, LCH, LCS, SSI, SHSB and AP Land namely Tan Sri Dato' Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon and Low Su Ming. Dato' Jeffrey Ng Tiong Lip has retired from the Board of LCH, LCS, LYSR, SHSB and SSI with effect from 31 March 2006.*
- \*26 *Martha Yang is the wife of Dato' Jeffrey Ng Tiong Lip.*
- \*27 *Ng Chiew Hun is the sister of Dato' Jeffrey Ng Tiong Lip.*
- \*28 *Ng Chiew Ping is the sister of Dato' Jeffrey Ng Tiong Lip.*
- \*29 *Ng Tiong Yee is the brother of Dato' Jeffrey Ng Tiong Lip.*
- \*30 *Song Sah Bah @ Song Kueng Hor is the husband of Ng Chiew Ping*

Save as disclosed above, none of the other directors, major shareholders or persons connected with the Directors and/or major shareholders held any shares directly or indirectly in AP Land as at 25 May 2006.

The Directors of the Company, LGTat, LGTeong and LSMing and the former director, DJNTL are therefore deemed interested in the Recurrent Related Party Transactions as set out in Section 2.5 (b) of this Circular and have abstained and will continue to abstain from voting at the relevant Board Meetings of AP Land. The abovementioned Directors of the Company, the major shareholders of the Company, namely TSDLYC, LGTat, LGTeong, LGSoon, LYCC, LYSR, SSI, SHSB, LCH and LCS undertake to abstain from voting on the ordinary resolution pertaining to the aforesaid Proposed Shareholders' Mandate in respect of all the Recurrent Related Party Transactions proposed in the aforesaid resolution notwithstanding that they have abstained from voting on such Recurrent Related Party Transactions which do not involve their interests. The aforesaid interested directors and major shareholders also undertake to ensure that the persons connected with them as disclosed in this Section 2.11 will abstain from voting on the resolution approving the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM.

Save as disclosed above, none of the other directors and/or major shareholders of AP Land Group or persons connected with them have any interest direct or indirect in the Proposed Shareholders' Mandate.

### **3. DIRECTORS' RECOMMENDATION**

The Directors having considered all aspects of the Proposals are of the opinion the Recurrent Related party Transactions are fair and reasonable to the Company and that the Proposals are in the best interest of the Company and accordingly they (save for Low Gee Tat, Low Gee Teong and Low Su Ming who abstained from giving their opinions and recommendations in respect of the Proposed Shareholders' Mandate) recommend that you vote in favour of the Ordinary Resolution nos. 1 and 2 for the Proposed Share Buy Back and Proposed Shareholders' Mandate respectively to be tabled at the forthcoming EGM.

**4. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is enclosed in this Circular, will be held immediately following the conclusion or adjournment (as the case may be) of the 45<sup>th</sup> AGM to be held at the Miami Hall, Ferringhi Beach Hotel, Jalan Low Yat, 11100 Batu Ferringhi, Penang on Wednesday, 28 June 2006 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolutions nos. 1 and 2 for the Proposed Share Buy Back and Proposed Shareholders' Mandate respectively to give effect to the Proposals referred to in this Circular dated 6 June 2006.

If you are unable to attend and vote in person at the EGM, you are requested to complete and return the Form of Proxy enclosed in this Circular in accordance with the instructions printed thereon, so as to arrive at the Registered Office of the Company at Suites 704 & 705, 7<sup>th</sup> Floor, No. 11, Lorong Kinta, 10400 Penang not later than forty-eight (48) hours before the time set for the EGM or any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

**5. APPROVAL REQUIRED**

The Proposed Share Buy Back and Proposed Shareholders' Mandate are subject to the approval of the shareholders of AP Land at the EGM to be convened.

**6. FURTHER INFORMATION**

Shareholders are requested to refer to Appendix I for further information.

Yours faithfully,  
For and on behalf of

**ASIA PACIFIC LAND BERHAD**

Tan Sri Datuk Seri (Dr) Chong Hon Nyan  
*Director*

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**FURTHER INFORMATION**

**1. DIRECTORS' RESPONSIBILITY**

This Circular has been seen and approved by the Directors of AP Land who collectively and individually accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all enquiries as were reasonable in the circumstances and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

**2. MATERIAL CONTRACTS**

Save as disclosed below, AP Land and its subsidiaries as at 29 May 2006 (being the latest practicable date prior to printing of this Circular) have not entered into any contracts which are or may be material (not being contracts entered into in the ordinary course of business of the Company or its subsidiaries) during the two (2) years immediately preceding the abovementioned date :-

- (i) An Agreement dated 30 August 2004 was entered into between the Company's wholly-owned subsidiary, Elite Empire Sdn Bhd ("EESB") and Oriental Development Sdn Bhd ("ODSB") in relation to the termination of the Sale and Purchase Agreement dated 13 August 1997 ("the SPA") for the acquisition of three (3) contiguous plots of freehold land held under No. G.M. 459 No. Lot 2837, No. G.M. 460 No. Lot 2948 and No. G.M. 732 No. Lot 6848 all located in the Mukim of Setapak, District of Wilayah Persekutuan. Upon termination of the SPA, ODSB refunded the initial deposit of RM10.0 Million to EESB by way of a payment of RM0.5 Million in cash by ODSB and the balance of RM9.5 Million by a related party, LYCC on behalf of ODSB. The refund has been effected by partly setting off the amount owing to LYCC by AP Land Group for advances that LYCC has from time to time made to AP Land Group.
- (ii) Two (2) conditional Sale and Purchase Agreements dated 15 August 2005 were entered into between the Company's wholly-owned subsidiary, Marina Mirage Hotel Sdn Bhd and a related party, Bintang Holdings Sdn Bhd ("BHSB") in relation to the disposal of three pieces of lands known as Lot No. 129 and Lot Nos 748 & 749, all located at Jalan Sultan Ahmad Shah, 10050 Pulau Pinang to BHSB for a total cash sale consideration of RM14.25 million.
- (iii) A Joint Venture (Development) Agreement dated 23 January 2006 was entered into between the Company's wholly-owned subsidiary, Island Bay Resorts Sdn Bhd ("IBR") and IJM Properties Sdn Bhd ("the Developer") for the purpose of carrying out a mixed development comprising residential and/or commercial units on a joint-venture basis on IBR's existing development landbank and the adjacent development land known as UOB Land located at Mount Pleasure Resort, Batu Ferringhi, Penang.
- (iv) A Sale and Purchase Agreement dated 26 January 2006 was entered into between the Company's wholly-owned subsidiary, Island Bay Resorts Sdn Bhd ("IBR") and Mister Phoenix (M) Sdn Bhd for the disposal by IBR of the Ferringhi Beach Hotel Penang held under Geran No. 24272 Lot No. 000423 Seksyen 2 Bandar Batu Ferringhi, Daerah Timor Laut, Negeri Pulau Pinang together with the assets of the Hotel and the hotel business as a going concern for a total cash consideration of Ringgit Malaysia Forty Three Million and Two (RM43,000,002) only.

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### 3. MATERIAL LITIGATION

Save as disclosed below, AP Land and its subsidiaries as at 29 May 2006 (being the latest practicable date prior to printing of this Circular) are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Directors do not have any knowledge of any proceedings pending or threatened against AP Land and its subsidiaries or of any facts likely to give rise to any proceedings which might materially and adversely affect the position or business of the Company and its subsidiaries :-

- (i) Two (2) actions were instituted at the High Court of Kuala Lumpur on 12 August 1998 ("First Suit") and 29 March 2000 ("Second Suit") by the following plaintiffs against the defendants :-

#### **First Suit**

AP Land, APL Hotel Sdn Bhd, City Square Parking Sdn Bhd, City Square Properties Sdn Bhd, Empire Tower (Malaysia) Sdn Bhd and Low Yat Construction Company Sdn Berhad ("the Plaintiffs") vs Kumpulan Jurutera Maju Sdn Bhd ("the 1<sup>st</sup> Defendant"), Setegap Berhad ("the 2<sup>nd</sup> Defendant") and The Universal Builders Sdn Bhd ("the 3<sup>rd</sup> Defendant") (collectively called "the Defendants")

[Kuala Lumpur High Court Suit No. S7(S1)-22-499-98]

The above suit is an action brought by the Plaintiffs for negligence and nuisance in connection to the construction of the underpass and the road(s) in the vicinity of City Square Centre. The plaintiffs are claiming for special and general damages against the Defendants for more than RM125 million.

Presently, the 2<sup>nd</sup> Defendant has procured a restraining order pursuant to Section 176 of the Companies Act, 1965 which restrains, inter-alia, the Plaintiffs from pursuing the First Suit against the 2<sup>nd</sup> Defendant, until the lapse of the restraining order or until leave of court is obtained by the Plaintiffs to proceed against the 2<sup>nd</sup> Defendant.

Our lawyers attended Court on 4 April 2006 and the High Court fixed the trial date for the First Suit for 6<sup>th</sup> to 10<sup>th</sup> November 2006.

AP Land's solicitors are of the view that AP Land Group has a fair chance of success in their claim against the Defendants subject to all necessary witnesses being able to give evidence at trial. However, since the 2<sup>nd</sup> Defendant is listed as a PN17 company by the Bursa Malaysia Securities Berhad. AP Land's solicitors have highlighted their concern regarding recovery of damages in the event liability is found against the 2<sup>nd</sup> Defendant.

#### **Second Suit**

AP Land, APL Hotel Sdn Bhd, City Square Parking Sdn Bhd, City Square Properties Sdn Bhd, Empire Tower (Malaysia) Sdn Bhd and Low Yat Construction Company Sdn Berhad ("the Plaintiffs") vs Datuk Bandar Kuala Lumpur ("DBKL" or "the Defendant")

[Kuala Lumpur High Court Suit No. S5-21-42-2000]

The above suit is an action brought by the Plaintiffs for breach of statutory duty, misfeasance of office, negligence and nuisance in connection to the construction of the underpass and the road(s) in the vicinity of City Square Centre.

The Trial of the Second Suit has not been fixed by the Court, pending the appeal to the Court of Appeal in respect of the Plaintiff's application to amend the Statement of Claim. There is also a pending application by the Defendants to strike out our Second Suit under Enclosure 6 which is now fixed for mention on 30 November 2006.

In view of the Federal Court's decision in the Highland Tower case regarding the liability of public authorities in matters relating to negligence, AP Land's solicitors is of the opinion that the Plaintiff's case may not be successful under the circumstances.

- (ii) Mampu Jaya Sdn Bhd (“the 1st Plaintiff”) and Tech-Edge Design (M) Sdn Bhd (“the 2nd Plaintiff”) (collectively called “the Plaintiffs”) vs Indah Jaya Development Sdn Bhd (“the 1st Defendant”) and Rawang Lakes Sdn Bhd (“RLSB” or “the 2nd Defendant”) (collectively called “the Defendants”) [Kuala Lumpur High Court Suit No. S3-22-1113-2001]

The Plaintiffs have initiated a suit against the 2nd Defendant claiming, inter-alia, for payment for work done amounting to RM900,527.58. The 2nd Defendant is counter claiming for damages and loss for more than RM7 million for breach of contract against the claim by the 1st Plaintiff.

The Plaintiffs have obtained an Ex-Parte Injunction against the Defendants on 16 November 2001. The Ex-Parte Injunction is only an interim injunction pending it being heard at an inter-parties hearing. In the meantime, the Defendants’ solicitors have filed an application to set aside the injunction. It is to be noted that the Interim Injunction seeks to protect the 2nd Plaintiff’s alleged structural design, which is alleged to have been used in the construction of houses at one of the projects at Bandar Tasik Puteri. The 2nd Plaintiff is not claiming any rights over the properties built at Bandar Tasik Puteri.

The Plaintiffs’ Summary Judgement Application was dismissed by the Senior Assistant Registrar on 24 November 2004. The Plaintiffs filed an appeal to the Judge in Chambers, which came up for hearing on 14 March 2005 wherein the Judge directed parties to file their respective written submissions. The Plaintiffs’ appeal to Judge in Chambers was dismissed with cost on 11 August 2005.

The Plaintiff’s injunction applications and the Defendant’s application to set aside the Plaintiff’s injunction respectively have been withdrawn. The Court has fixed 21 July 2006 for Case Management.

AP Land’s solicitors are of the view that the RLSB has a fair chance of success in the claim against the Plaintiffs.

#### **4. CONTINGENT LIABILITIES**

Save as disclosed below, the Directors of AP Land as at 29 May 2006 (being the latest practicable date prior to printing of this Circular) are not aware of any contingent liabilities, which upon becoming enforceable, may have a substantial impact on the profit or net assets of the AP Land Group :-

- (i) Corporate guarantees amounting to RM233,626,000 as at 31 December 2005 provided by AP Land to financial institutions for banking facilities and third parties for credit facilities granted to subsidiaries of AP Land.
- (ii) In consideration of Semai Meranti Sdn. Bhd. (“SMSB”) granting Rawang Lakes Sdn. Bhd. (“RLSB”) licence and permission to enter and construct on SMSB’s land located next to Bandar Tasik Puteri (“BTP”), the AP Land Group’s property development project at Kundang, in the Mukim of Rawang, Selangor an access road through the SMSB’s land to BTP measuring in total approximately 15.66 acres, Kinasurya Sdn. Bhd. (“KSB”) provided a corporate guarantee of RM4.2 million to SMSB via a Deed of Guarantee and Indemnity (“Deed”) dated 21 October 1998 to guarantee the due performance of all the provisions, obligations and undertaking under the Deed in relation to the construction and use of the access road. Both RLSB and KSB are wholly-owned subsidiaries of AP Land.
- (iii) A corporate guarantee and indemnity not exceeding RM7.7 million was given by a wholly-owned subsidiary, City Square Properties Sdn Bhd to Achi Jaya Properties Sdn Bhd, the purchaser to guarantee the obligations, warranties and undertakings of Hotel Fair Lane Holdings Sdn Bhd, the Vendor and Hotel Fair Lane Sdn Bhd, the trustee of Hotel Fairlane on their part as contained in the agreement for the disposal of Hotel Fairlane.

## **5. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents will be available for inspection at the Registered Office of AP Land at Suites 704 & 705, 7<sup>th</sup> Floor, No. 11, Lorong Kinta, 10400 Penang during normal business hours (9.00 a.m. to 5.00 p.m.) between Mondays and Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM :-

- (i) Memorandum and Articles of Association of AP Land;
- (ii) The audited consolidated accounts of AP Land for the three (3) financial years ended 31 December 2003, 31 December 2004, 31 December 2005 and the unaudited quarterly report on consolidated results for the 3 months ended 31 March 2006;
- (iii) The material contracts referred to in Section 2 above; and
- (iv) The writs of summons in respect of the material litigation referred to in Section 3 above.

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**ASIA PACIFIC LAND BERHAD**  
(Company No. 4069-K)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Asia Pacific Land Berhad ("the Company") will be held immediately following the conclusion or adjournment (as the case may be) of the 45th Annual General Meeting of the Company to be held at the Miami Hall, Ferringhi Beach Hotel, Jalan Low Yat, 11100 Batu Ferringhi, Penang on Wednesday, 28 June 2006 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, to pass the following resolutions :-

**ORDINARY RESOLUTION 1**

**PROPOSED SHARE BUY BACK**

**"THAT**, subject to compliance with Section 67A of the Companies Act, 1965, (as may be amended, modified or re-enacted from time to time) all other prevailing laws, rules and regulations, orders, guidelines and requirements issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of the ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through the Bursa Malaysia Securities Berhad ("Bursa Securities") upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares so purchased does not exceed thirty nine million (39,000,000) ordinary shares of RM1.00 each representing five point four-nine per centum (5.49%) of the issued and paid-up share capital of the Company of RM710,341,402 comprising 710,341,402 ordinary shares of RM1.00 each as at 25 May 2006 ("Proposed Share Buy Back") and that an amount not exceeding the Company's share premium account at the time of the purchase(s) will be allocated by the Company for the Proposed Share Buy Back;

**AND THAT** the Directors of the Company be and are hereby authorised to cancel the shares so purchased (or part thereof) or to retain the shares so purchased (or part thereof) as treasury shares and where the shares so purchased are to be retained as treasury shares, the Directors may distribute the treasury shares as share dividends to shareholders and/or resell the treasury shares through the Bursa Securities and/or cancel the treasury shares, as the Directors deem fit;

**AND THAT** the authority conferred by this resolution will commence immediately upon the passing of this resolution and will, subject to the renewal thereof, expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held (unless earlier revoked or varied by the ordinary resolution of the shareholders of the Company in a general meeting), but not so as to prejudice the completion of the purchase(s) by the Company or any person before the aforesaid expiry date and, in any event, in accordance with the provisions of the Companies Act, 1965, the requirements and/or guidelines issued by the Bursa Securities or any other relevant governmental and/or regulatory authorities;

**AND THAT** authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of the central depository account(s) under the Securities Industry (Central Depositories) Act, 1991 and the entering into of all other agreements, arrangements, and guarantees with any party or parties) to implement, finalise and give full effect to the aforesaid Proposed Share Buy Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things thereafter as the said Directors may deem fit and expedient in the best interests of the Company in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the requirements and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities."

## ORDINARY RESOLUTION 2

### PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“**THAT**, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries (“AP Land Group”) to enter into Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the day-to-day operations of the AP Land Group involving the interests of Directors, Major Shareholders or persons connected with the Directors and/or Major Shareholders of the Company and/or its subsidiaries (“Related Parties”), as specified in Section 2.5 (b) of the Circular to Shareholders dated 6 June 2006 provided that :-

- (i) the Recurrent Related Party Transactions are carried out in the ordinary course of business or incidental thereto on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of Recurrent Related Party Transactions during the financial year, amongst others, based on the type of Recurrent Related Party Transactions made; and the names of the Related Parties involved in each type of the Recurrent Related Party Transactions and their relationship with the Company.

**AND THAT** authority conferred by this resolution will commence immediately upon the passing of this Ordinary Resolution until :

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at a general meeting, authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting after the date is required by law to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting;

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders’ Mandate.”

By Order of the Board  
MDM OH LEEN MAY (MAICSA No. 0731489)  
MDM CHAN KAM LYE (MAICSA No. 7009907)  
Company Secretaries

6 June 2006

#### **Notes:-**

1. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 (“the Act”) shall not apply to the Company.*
2. *To be valid, the proxy form must be duly completed and deposited at the Registered Office of the Company at Suites 704 & 705, 7<sup>th</sup> Floor, No. 11, Lorong Kinta, 10400 Penang not less than 48 hours before the time for holding the meeting.*
3. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
6. *If the appointor is a corporation the proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised*



**ASIA PACIFIC LAND BERHAD**  
(Company No. 4069-K)  
(Incorporated in Malaysia)

**FORM OF PROXY**

I/We \_\_\_\_\_ NRIC No./Company No. \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_ being a member/members of ASIA PACIFIC LAND BERHAD hereby appoint

Mr./Mrs./Ms. \_\_\_\_\_ NRIC No. \_\_\_\_\_

of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING of ASIA PACIFIC LAND BERHAD (4069-K) to be held immediately following the conclusion or adjournment (as the case may be) of the 45th Annual General Meeting of the Company to be held at the Miami Hall, Ferringhi Beach Hotel, Jalan Low Yat, 11100 Batu Ferringhi, Penang on Wednesday, 28 June 2006 at 11.00 a.m. or at any adjournment thereof in the manner indicated below:-

Please indicate with an 'X' in the space provided below how you wish to cast your votes on the resolutions specified in the Notice of Extraordinary General Meeting.

RESOLUTION NO.		FOR	AGAINST
ORDINARY RESOLUTION 1	PROPOSED SHARE BUY BACK		
ORDINARY RESOLUTION 2	PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE		

Subject to any voting instruction so given, the proxy/proxies will vote, or abstain from voting, on the resolutions as he/she may think fit.

<b>No. of ordinary shares held</b>

Signed (and sealed) this \_\_\_\_\_ day of \_\_\_\_\_, 2006

Signature(s): \_\_\_\_\_

**Notes:-**

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 ("the Act") shall not apply to the Company.
2. To be valid, this form must be duly completed and deposited at the Registered Office of the Company at Suites 704 & 705, 7<sup>th</sup> Floor, No. 11, Lorong Kinta, 10400 Penang not less than 48 hours before the time for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
6. If the appointor is a corporation this proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised.

*Fold this flap for sealing*

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AFFIX  
STAMP  
HERE

The Company Secretaries  
**ASIA PACIFIC LAND BERHAD**  
Suites 704 & 705, 7<sup>th</sup> Floor  
No. 11, Lorong Kinta  
10400 Penang

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