

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.

The Notice of the Extraordinary General Meeting ("EGM") to be held on Thursday, 25 June 2009 immediately following the conclusion or adjournment (as the case may be) of the 48th Annual General Meeting to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan at 11.00 a.m. on the same day is enclosed in this Circular. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the proposal as set out in Part A of this Circular prior to its issuance as this falls under the category of exempt circular as outlined in Practice Note 18/2005. Bursa Securities 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.



AP LAND

ASIA PACIFIC LAND BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO :

PART A

PROPOSED SHARE BUY BACK

PART B

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

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING AND FORM OF PROXY

| | | |
|--|---|---|
| Last date and time for lodging the Form of Proxy | : | 23 June 2009 at 11.00 a.m. |
| Date and time of the Extraordinary General Meeting | : | 25 June 2009 immediately following the conclusion or adjournment (as the case may be) of the 48 th Annual General Meeting to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan at 11.00 a.m. on the same day. |

This Circular is dated 3 June 2009

DEFINITIONS

Unless otherwise indicated, the following abbreviations shall apply throughout this Circular :-

| | |
|---------------------------------|---|
| “Act” | - The Companies Act, 1965 as amended from time to time and any re-enactment thereof |
| “48 th AGM” | - 48 th Annual General Meeting of AP Land to be held on 25 June 2009 |
| “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 |
| “AP Land Shares” | - Ordinary Shares of RM1.00 each in AP Land |
| “Audit Committee” | - Audit Committee of AP Land |
| “APA” | - Asia Pacific Agriculture Sdn. Bhd. (formerly known as Asia Pacific Academy of Further Education Sdn. Bhd.) (292382-X) |
| “Bursa Securities” | - Bursa Malaysia Securities Berhad |
| “BTPASB” | - BTP Automachinery Sdn. Bhd. |
| “Board” or “Board of Directors” | - Board of Directors of AP Land |
| “Code” | - The Malaysian Code on Take-Overs and Mergers, 1998, as amended from time to time |
| “Circular” | - This Circular to Shareholders of AP Land dated 3 June 2009 on the Proposed Share Buy Back and Proposed Shareholders’ Mandate |
| “Director” | - For the purpose of Part B of this Circular, “director” shall have the meaning given in Section 4 of the Act and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company, or a chief executive officer of the Company, its subsidiary or holding company in accordance with the definition in Chapter 10 of the Listing Requirements |
| “EGM” | - Extraordinary General Meeting of AP Land |
| “EPS” | - Earnings per share |
| “IJD” | - Indah Jaya Development Sdn. Bhd. (27319-U) |
| “Listing Requirements” | - Listing Requirements of Bursa Malaysia Securities Berhad, as amended from time to time and any re-enactment thereof |
| “LCH” | - Low Chuan Holdings Sdn. Bhd. (13469-D) |
| “LCS” | - Low Chuan Securities Sdn. Bhd. (19853-V) |
| “LGTat” | - Low Gee Tat @ Gene Low |
| “LGTeong” | - Low Gee Teong |
| “LGSoon” | - Low Gee Soon |
| “LSMing” | - Low Su Ming |
| “LYCC” | - Low Yat Construction Company Sdn. Berhad (1587-X) |
| “LYSR” | - Low Yat And Sons Realty Sdn. Berhad (2923-U) |

DEFINITIONS (Cont'd)

- “Major Shareholder”
- A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is :-
 - (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the Company; or
 - (b) equal to or more than 5% of the aggregate of the nominal amount of all the voting shares in the Company where such person is the largest shareholders of the Company.
- For the purpose of this definition, “interest in shares” shall have the meaning given in Section 6A of the Act; and for the purposes of the Proposed Shareholders’ Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of the Company or any other company which is its subsidiary or holding company
- “NA”
- Net assets
- “Ordinary Resolutions”
- The ordinary resolutions set out in the Notice of EGM dated 3 June 2009
- “Person Connected”
- Shall have the meaning given in Chapter 1 of the Listing Requirements and includes such person, in relation to the Director or Major Shareholder, who falls under any one of the following categories :-
 - a) a member of the Director’s or Major Shareholder’s family;
 - b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
 - c) a partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder;
 - d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - f) a body corporate or its Director which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - g) a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
 - h) a body corporate in which the Director, Major Shareholder and/or Persons Connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
 - i) a body corporate which is a related corporation.
- “PFM”
- Puthuchery Firoz & Mai
- “Proposals”
- Proposed Share Buy Back and Proposed Shareholders’ Mandate collectively

DEFINITIONS *(Cont'd)*

| | |
|--|--|
| “Proposed Share Buy Back” | - Proposed renewal of shareholders’ mandate for AP Land to purchase up to 10% 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 |
| “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 |
| “Related Party” | - A Director, Major Shareholder or Person Connected with such Director or Major Shareholder |
| “Related Party Transaction” | - Transactions entered into by AP Land Group, which involves the interest, direct or indirect, of a Related Party |
| “Recurrent Related Party Transactions” or “RRPT” | - 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 |
| “Substantial Shareholders” | - Shall have the meaning given in Section 69D of the Act and includes a person who has an interest or interests in one or more voting shares in the company (or any other company which is its subsidiary or holding company or a subsidiary of its holding company) and the nominal amount of that shares, 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 Act. |
| “Shares” | - Ordinary shares of RM1.00 each in AP Land |
| “SHSB” | - Selangor Holdings Sendirian Berhad (14880-V) |
| “SSI” | - Sem Siong Industries Sdn. Bhd. (2426-P) |
| “TSDSLYC” or “Tan Sri Low” | - Tan Sri Datuk Seri Low Yow Chuan |
| “Treasury Shares” | - AP Land Shares bought and held by the Company as Treasury Shares pursuant to the Company’s share buy-back exercise. As at 26 May 2009, there are 32,059,000 Treasury Shares held by AP Land |

Words denoting the singular number only shall include the plural and also vice versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include corporations.

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PART A

**LETTER TO THE SHAREHOLDERS IN RELATION TO THE
PROPOSED SHARE BUY BACK**



AP LAND

ASIA PACIFIC LAND BERHAD

(Company No. 4069-K)

(Incorporated in Malaysia)

Registered Office :-

49th Floor, Empire Tower
City Square Centre
Jalan Tun Razak
50400 Kuala Lumpur

3 June 2009

Board of Directors:-

Mr Low Gee Tat @ Gene Low (*Executive Chairman*)
Dato' Hj. Badri Bin Haji Masri (*Independent Non-Executive Director*)
Mr Soong Kwong Heng (*Independent Non-Executive Director*)
Encik Azlan Bin Hussain (*Independent Non-Executive Director*)
Mr Low Gee Teong (*Joint Managing Director*)
Mdm Low Su Ming (*Joint Managing Director*)
Mdm Woon Siew Choo (*Executive Director*)
Mr Wee Beng Sang (*Executive Director*)

To :- The Shareholders of AP Land

Dear Sir/Madam,

PART A - PROPOSED SHARE BUY BACK

1. INTRODUCTION

At the Extraordinary General Meeting of the Company held on 26 June 2008, the Board had obtained the approval of the shareholders of AP Land for the Company to purchase its own shares of up to 10% 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 48th AGM to be held on 25 June 2009 unless the mandate is renewed.

On 11 May 2009, 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 10% of the issued and paid-up share capital of AP Land at the EGM to be held immediately following the conclusion of the 48th 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 28 of this Circular.

2. THE PROPOSED SHARE BUY BACK

2.1 Details of the Share Buy Back

The Board seeks a renewal of shareholders' mandate for the Company to purchase up to a maximum of 71,034,140 ordinary shares representing 10% of its issued and paid-up ordinary share capital of AP Land subject to compliance with Section 67A of the Act and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities.

The authorization for the Proposed Share Buy Back will be effective immediately upon the passing of the ordinary resolution in relation to the Proposed Share Buy Back at the EGM to be convened and held immediately following the conclusion of the 48th AGM, and will expire at the conclusion of the next annual general meeting of AP Land unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting.

2.2 Maximum number or percentage of shares to be acquired

The issued and paid-up share capital of the Company stood at RM710,341,402 comprising 710,341,402 ordinary shares of RM1.00 each (including 32,059,000 shares currently held as Treasury Shares) as at 26 May 2009. The Proposed Share Buy Back will therefore enable AP Land to purchase up to 10% of the issued and paid-up ordinary share capital of the Company. However, as the Company currently holds 32,059,000 shares as Treasury Shares, the Company can further purchase up to a maximum of 38,975,140 shares under the Proposed Share Buy Back, subject to total retained earnings and/or the share premium account as set out under Section 2.3 below.

The purchase of AP Land's own shares will be carried out through Bursa Securities via stockbrokers appointed by AP Land.

2.3 Maximum amount of funds to be allocated and the source of funds

Pursuant to the Listing Requirements, the amount to be allocated for the Proposed Share Buy Back shall not exceed the total retained earnings and/or the share premium account of the Company. The audited accumulated losses and share premium account of the Company as at 31 December 2008 stood at RM198,375,808 and RM62,371,653 respectively. As at 31 March 2009, the unaudited accumulated losses and share premium account of the Company stood at RM201,535,343 and RM62,371,653 respectively.

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 AP Land 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 Company.

2.4 Purchase/Resale Price

In accordance with the Listing Requirements, AP Land may only purchase its own shares at a price which is not more than fifteen per centum (15%) above the weighted average market price ("WAMP") of AP Land shares for the five (5) market days immediately preceding the date of the purchase(s). The Company may only resell any purchased AP Land shares held as Treasury Shares through Bursa Securities at a price, in the case of a resale of Treasury Shares, which is:

- (i) A price which is not less than the WAMP of the AP Land shares for the five (5) market days immediately prior to the resale; or
- (ii) A discounted price of not more than 5% to the WAMP of the AP Land shares for the five (5) market days immediately prior to the resale provided that:
 - a) The resale takes place no earlier than thirty (30) days from the date of purchase; and
 - b) The resale price is not less than the cost of purchase of the AP Land shares being sold.

The Board of AP Land undertakes that any proposed purchase of AP Land's own shares would only be conducted in accordance with laws prevailing at the time of the purchase including compliance with the 25% public shareholding spread as required by the Listing Requirements.

2.5 AP Land's Recent Share Trading History

The monthly highest and lowest market prices of the AP Land shares traded on Bursa Securities for the past twelve (12) months from May 2008 to April 2009 are as follows :-

| | <i>Highest (RM)</i> | <i>Lowest (RM)</i> |
|-------------|--------------------------------|-------------------------------|
| 2008 | | |
| May | 0.360 | 0.315 |
| June | 0.350 | 0.275 |
| July | 0.315 | 0.285 |
| August | 0.320 | 0.285 |
| September | 0.340 | 0.280 |
| October | 0.340 | 0.255 |
| November | 0.300 | 0.255 |
| December | 0.295 | 0.240 |
| 2009 | | |
| January | 0.300 | 0.240 |
| February | 0.270 | 0.200 |
| March | 0.205 | 0.180 |
| April | 0.285 | 0.195 |

(Source:- Bloomberg)

The last transacted price on 26 May 2009, being the latest practicable date prior to the printing of this Circular was RM0.295.

(Source:- The Star newspaper)

2.6 Treatment of the shares purchased

Pursuant to Section 67A of the Act, the Directors of AP Land would be able to deal with any AP Land Shares so purchased by the Company in the following manner :

- a) The AP Land shares so purchased could be cancelled; or
- b) The AP Land Shares so purchased could be retained as Treasury Shares for distribution as share dividends to the shareholders of the Company and/or resale through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancellation subsequently; or
- c) The AP Land shares so purchased could in part be retained as Treasury Shares and the remainder be cancelled.

If such purchased AP Land shares are held as Treasury Shares, the rights attaching to them in relation to voting, share dividends and participation in any other distribution or otherwise would be suspended and the Treasury Shares would not be taken into account in calculating the number of percentage of shares or a class of shares in the Company for any purposes including without limiting the generality of the provision of the Act, the provision of any laws or requirements of the Articles of Association of the Company or the Listing Requirements such as the determination of major shareholdings, takeovers, notices, the requisition of meetings, the quorum for meetings and the results of a vote on resolution(s) at meetings.

Where the Directors intend to retain the Shares so purchased as Treasury Shares, cancel shares, or both, an appropriate announcement will be made to Bursa Securities as and when the purchase or cancellation of shares is executed. In the event that the Company ceases to hold all or any part of such shares as a result of the above actions, the Company may further purchase and/or hold such additional number of Shares (in aggregate with the shares then still held by the Company) which shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being quoted on Bursa Securities.

If the Board decides to retain the shares so purchased as Treasury Shares, it may distribute the Treasury Shares as dividends to the shareholders and/or resell the shares so purchased on Bursa Securities and utilize the proceeds for any feasible investment opportunity arising in the future, or as working capital. The treatment of the shares so purchased and held as Treasury Shares, whether distributed as dividends, resold on Bursa Securities or cancelled by the Company, will in turn depend on the availability of the Retained Earnings and Share Premium of the Company.

In the event that the Company decides to resell the Treasury Shares, the Company will be required to release an announcement on the day of the resale providing details of the description of the Shares resold, the number of shares resold, the resale price of each shares resold or, where relevant, the highest and lowest resale price, and the total consideration received.

In the event that the Company decides to cancel the Treasury Shares, the Company must release an announcement on the day the cancellation is made providing details of the number of Treasury Shares cancelled, the date of cancellation and the outstanding and paid-up capital of the Company after the cancellation. 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.

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.

3. RATIONALE FOR THE PROPOSED SHARE BUY BACK

The Proposed Share Buy Back is intended to achieve the following objectives :-

- a) As part of its overall capital management strategy, the decrease in share capital arising from the Proposed Share Buy Back will generally improve, all else being equal, the AP Land Group EPS.
- b) The positive impact from the improvement in the EPS arising from the Proposed Share Buy Back may potentially be reflected in the market price of AP Land Shares.
- c) The shares to be purchased may be held by AP Land as Treasury Shares and subsequently redistributed as share dividends to its shareholders.
- d) Treasury Shares held may also be resold on the market in the event of potential capital gain to be realised by AP Land from the sale.

4. **POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY BACK**

4.1 **Potential 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.

4.2 **Potential 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 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.

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 :-

5.1 **Share Capital**

The effects of a purchase of the Company's own shares on its share capital will depend on whether the AP Land Shares so purchased are cancelled or retained as Treasury Shares. The Proposed Share Buy Back will result in a reduction of the issued and paid-up share capital of the Company if the AP Land Shares so purchased are cancelled. However, the Proposed Share Buy Back will not have any effects on the issued and paid-up ordinary share capital of AP Land if all the shares purchased are to be retained as Treasury Shares, re-sold or distributed to its shareholders. The proforma effects of the Proposed Share Buy Back on the share capital of AP Land are set out below :-

| | <u>No. of shares of</u> <u>RM1.00 each</u> | <u>RM</u> |
|--|---|-----------------------|
| Existing issued and paid-up share capital as at 26 May 2009 | 710,341,402 | 710,341,402.00 |
| No. of Shares reduced (Assuming the Shares so purchased are fully cancelled) | (71,034,140) | (71,034,140.00) |
| Issued and paid-up ordinary share capital upon completion of the Proposed Share Buy Back | <u>639,307,262</u> | <u>639,307,262.00</u> |

5.2 Earnings

The effects of the Proposed Share Buy Back on the earnings of AP Land Group are dependent on the number of AP Land Shares purchased and the purchase price(s) of the AP Land shares wherein the amount spent would represent an opportunity loss to generate interest savings and/or alternative investment income to the Group.

In the event that the AP Land Shares purchased are cancelled, the decrease in issued and paid-up ordinary share capital arising from the Proposed Share Buy Back will generally improve, all else being equal, AP Land Group EPS.

In the event that the shares purchased are treated as Treasury Shares, the extent of the effects on the EPS of AP Land Group will depend on the selling price and number of Treasury Shares resold.

5.3 NA

The effects of the Proposed Share Buy Back on the NA of AP Land Group will depend on the purchase price for such AP Land Shares and whether the AP Land Shares purchased are cancelled or retained as Treasury Shares. The effects on the NA of AP Land Group pursuant to the Proposed Share Buy Back depend on the following :-

i. AP Land Shares purchased under the Proposed Share Buy Back are subsequently cancelled

If the AP Land shares are cancelled, the Proposed Share Buy Back will increase the NA per AP Land Share if the purchase price per AP Land share is lower than the NA per AP Land Share at the relevant point in time and vice-versa.

ii. AP Land Shares purchased under the Proposed Share Buy Back are retained as Treasury Shares and subsequently resold

The AP Land shares that are kept as Treasury Shares would increase the NA of AP Land Group should it later be resold at a price higher than the purchase price and vice versa. The quantum of the increase in NA would depend on the actual selling price and the number of the Treasury Shares resold.

5.4 Dividends

The Proposed Share Buy Back is not expected to have any impact on the dividend policy of the Board of AP Land as future dividends to be declared by AP Land would depend on, amongst others, the profitability and cashflow position of AP Land Group.

5.5 Working capital

The Proposed Share Buy Back will reduce the working capital of AP Land Group, the quantum of which will depend on the purchase price of the AP Land Shares and the number of AP Land Shares so purchased. However, the Company believes that the Proposed Share Buy Back will not have any material effect on the working capital of AP Land Group.

5.6 Substantial Shareholders and Directors' Shareholdings in AP Land

For illustrative purposes, assuming that AP Land purchase 71,034,140 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 and/or Major Shareholders are as follows :-

- i) The number of Shares held by the Directors based on the Register of Directors' Shareholdings of AP Land as at 26 May 2009 are as follows :-

| Name | As at 26 May 2009 (After excluding 32,059,000 Treasury Shares) | | | | After the Proposed Share Buy Back assuming that all the 71,034,140 Shares so purchased are cancelled | | | |
|--|---|------|------------------------------|------------|--|------|------------------------------|------------|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % |
| LGTat ^{*iii} (Executive Chairman) | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| Dato' Hj. Badri Bin Haji Masri | - | - | - | - | - | - | - | - |
| Soong Kwong Heng | - | - | - | - | - | - | - | - |
| Azlan Bin Hussain | - | - | - | - | - | - | - | - |
| LGTeong ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| Woon Siew Choo | 119,800 | 0.02 | - | - | 119,800 | 0.02 | - | - |
| LSMing | 887,000 | 0.13 | ^{*iv} 25,000 | negligible | 887,000 | 0.14 | ^{*iv} 25,000 | negligible |
| Wee Beng Sang | 45,000 | 0.01 | - | - | 45,000 | 0.01 | - | - |

- ii) The number of Shares held by the existing Major Shareholders of AP Land based on the Register of Substantial Shareholdings as at 26 May 2009 and by the Persons Connected with the Directors as disclosed by the Directors as at 26 May 2009 are as follows:-

| Name | As at 26 May 2009 (After excluding 32,059,000 Treasury Shares) | | | | After the Proposed Share Buy Back, assuming that all the 71,034,140 Shares so purchased are cancelled | | | |
|------------------------------|---|-------|------------------------------|------------|--|-------|------------------------------|------------|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % | No. of shares of RMI.00 each | % |
| #LYCC | 205,945,447 | 30.36 | - | - | 205,945,447 | 32.21 | - | - |
| #SHSB ⁱⁱ | - | - | 207,945,447 | 30.65 | - | - | 207,945,447 | 32.53 |
| #LYSR ^{*ii} | 22,500,000 | 3.32 | 207,945,447 | 30.65 | 22,500,000 | 3.52 | 207,945,447 | 32.53 |
| #SSI ^{*i} | 2,000,000 | 0.29 | 205,945,447 | 30.36 | 2,000,000 | 0.32 | 205,945,447 | 32.21 |
| #LCS ^{*ii} | - | - | 207,945,447 | 30.65 | - | - | 207,945,447 | 32.53 |
| #LCH ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| #LGTat ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| #LGTeong ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| #LGSoon ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |
| #LGSoon ^{*iii} | - | - | ^{*iv} 23,100 | negligible | - | - | ^{*iv} 23,100 | negligible |
| #Tan Sri Low ^{*iii} | - | - | 230,445,447 | 33.97 | - | - | 230,445,447 | 36.05 |

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 *Interest in shares held by spouse by virtue of Section 134(12)(c) of the Companies Act, 1965.*

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.

6. PUBLIC SHAREHOLDING SPREAD OF AP LAND

According to the Record of Depositors maintained by Bursa Malaysia Depository Sdn Bhd and based on the Register of Substantial Shareholders, the public shareholding spread of the Company was 65.86% with 35,093 shareholders (after netting off the Treasury Shares of 32,059,000 shares) as at 26 May 2009. Assuming AP Land purchases up to 10% of its issued and paid-up ordinary share capital from the public and all the purchased AP Land shares are cancelled, the public shareholding spread would be reduced to 63.77%.

7. IMPLICATIONS OF THE CODE

The Code requires a person, together with persons acting in concert with him, holding more than 33% but less than 50% of the voting shares of the Company and who as a result of a purchase by the Company of its own voting shares, increase his holding in any period of six (6) months by more than 2% of the voting shares of the Company to undertake a mandatory offer on the balance of the shares not already owned.

Assuming that the quantum of AP Land Shares purchased under the Proposed Share Buy Back is 71,034,140 based on 10% of the issued and paid-up share capital of AP Land as at 26 May 2009, then the proposal would have the effect of increasing the collective percentage shareholdings of LYCC, LYSR, LCH, LCS, SHSB, SSI, Tan Sri Low, LGTat, LGTeong, LSMing and LGSoon (collectively called “the Parties Acting In Concert”) to 36.18%.

As at 26 May 2009, the equity interest of Parties Acting In Concert has exceeded 33% as a result of the Share Buy Back exercise. In view of this, the Parties Acting In Concert would only be required to undertake a Mandatory Offer under Practice Note 2.3(4) of the Code, should the Parties Acting In Concert’s equity interest increase by more than 2% in any six (6) months as a result of the exercise of the Proposed Share Buy Back.

It is the intention of the Company to implement the Proposed Share Buy Back in a manner that will not result in any of the shareholders of AP Land having to undertake a Mandatory Offer pursuant to the Code.

8. PURCHASES MADE IN THE PREVIOUS TWELVE (12) MONTHS

The information on purchase made by the Company of its own shares made is set out below :-

| Date | No. of AP Land Shares purchased | Unit Cost (RM) | | | * Total Consideration Paid (RM) |
|-------------|---------------------------------|----------------|---------|---------|---------------------------------|
| | | Minimum | Maximum | Average | |
| 2008 | | RM | RM | RM | |
| May | 627,400 | 0.330 | 0.340 | 0.340 | 213,277.24 |
| June | 1,012,500 | 0.285 | 0.300 | 0.294 | 297,619.92 |
| July | 5,123,800 | 0.295 | 0.300 | 0.301 | 1,542,902.93 |
| August | 2,455,000 | 0.300 | 0.300 | 0.301 | 739,808.95 |

| Date | No. of AP Land Shares purchased | Unit Cost (RM) | | | * Total Consideration Paid (RM) |
|-----------|---------------------------------|----------------|---------------|---------------|---------------------------------|
| | | Minimum RM | Maximum RM | Average RM | |
| September | 2,985,100 | 0.300 | 0.335 | 0.322 | 960,467.57 |
| October | 2,734,100 | 0.285 | 0.330 | 0.300 | 819,253.79 |

* Inclusive of transaction costs.

9. *TREASURY SHARES, RESALE OF TREASURY SHARES AND CANCELLATION OF TREASURY SHARES*

As at 26 May 2009, the total number of shares purchased by the Company is 32,059,000 shares and these shares are presently held as Treasury Shares.

The Company has neither made any resale nor any cancellation of its Treasury Shares during the past twelve (12) months.

10. *DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS*

Save for the inadvertent increase in the percentage shareholding and/or voting rights of the shareholders of the Company as a consequence of the Proposed Share Buy Back as shown in Section 5.6, 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.

11. *DIRECTORS' RECOMMENDATION*

The Directors having considered all aspects of the Proposed Share Buy Back are of the opinion that the Proposed Share Buy Back is in the best interest of the Company and accordingly they recommend that you vote in favour of the Ordinary Resolution for the renewal of the authorisation for the Proposed Share Buy Back to be tabled at the forthcoming EGM.

12. *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 48th AGM to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan on Thursday, 25 June 2009 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution to give effect to the Proposed Share Buy Back referred to in this Circular dated 3 June 2009.

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 49th Floor, Empire Tower, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur 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. However, such attendance shall automatically revoke the authority granted to the proxy.

13. APPROVAL REQUIRED

The Proposed Share Buy Back is subject to the approval of the shareholders of AP Land at the EGM to be convened.

14. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of

ASIA PACIFIC LAND BERHAD

Dato' Hj. Badri Bin Haji Masri
Independent Non-Executive Director

PART B

**LETTER TO THE SHAREHOLDERS IN RELATION TO THE
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**



AP LAND

ASIA PACIFIC LAND BERHAD

(Company No. 4069-K)

(Incorporated in Malaysia)

Registered Office :-

49th Floor, Empire Tower
City Square Centre
Jalan Tun Razak
50400 Kuala Lumpur

3 June 2009

Board of Directors:-

Mr Low Gee Tat @ Gene Low (*Executive Chairman*)
Dato' Hj. Badri Bin Haji Masri (*Independent Non-Executive Director*)
Mr Soong Kwong Heng (*Independent Non-Executive Director*)
Encik Azlan Bin Hussain (*Independent Non-Executive Director*)
Mr Low Gee Teong (*Joint Managing Director*)
Mdm Low Su Ming (*Joint Managing Director*)
Mdm Woon Siew Choo (*Executive Director*)
Mr Wee Beng Sang (*Executive Director*)

To :- The Shareholders of AP Land

Dear Sir/Madam,

PART B - PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

AP Land had obtained from its shareholders at an Extraordinary General Meeting held on 26 June 2008, 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 4 June 2008, will expire at the conclusion of the forthcoming 48th AGM of the Company.

On 11 May 2009, 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 renew the existing Recurrent Related Party Transactions or enter into new proposed RRPT at an EGM of the Company to be held immediately following the conclusion of the 48th 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. 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 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.

3. PRINCIPAL ACTIVITIES OF AP LAND GROUP

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

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

- i) Building Contractor
- ii) Property Investment and Management
- iii) Investment Holding
- iv) Property Development
- v) Golf Course Operation
- vi) Provision of Property Maintenance Services
- vii) Educational Institution
- viii) Cultivation of Oil Palm

The Directors are seeking a mandate from the shareholders of AP Land for the AP Land Group, in its normal course of business, to renew the existing Recurrent Related Party Transactions or enter into proposed RRPT with any classes of Related Parties as set out in Section 4 provided such transactions are made at arms' length, 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 employees of the Group and are not to the detriment of the minority shareholders.

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 :-

| <i>No.</i> | <i>Class of related party</i> | <i>Related Parties</i> | <i>Principal Activities</i> |
|------------|-------------------------------|------------------------|--|
| 1. | II | LYCC | Building contractor and property investment |
| 2. | II | LYSR | Investment holding, property investment and management |

| <i>No.</i> | <i>Class of related party</i> | <i>Related Parties</i> | <i>Principal Activities</i> |
|------------|-------------------------------|------------------------|--|
| 3. | II | SSI | Property investment and housing developer |
| 4. | III | BTPASB | Maintenance, servicing and repair of plant and machinery, equipment and motor vehicles |
| 5. | III | IJD | Property investment and development |
| 6. | III | PFM | Provision of legal services |
| 7. | III | APA | Agriculture & investment holding |

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 19 to 21 of this Circular.

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 |
| APL Development Sdn Bhd (formerly known as Aman City Hotel Sdn Bhd) (“APLD”) | 25.04.1974 | RM2,500,001 | 100 | Property development |
| Bakti Dinamik Sdn Bhd (“BDSB”) | 05.01.1999 | RM2,500,001 | 100 | Property development and investment holding |
| City Square Properties Sdn Bhd (“CSP”) | 08.07.1980 | RM500,000 | 100 | Investment holding |
| Esprit Projects Sdn Bhd (“EPSB”) | 11.07.1995 | RM2,500,001 | 100 | Property development |
| Hotel Fair Lane Holdings Sdn Bhd (“HFLH”) | 20.07.1995 | RM2,500,001 | 100 | Investment holding and property development |
| Island Bay Resorts Sdn Bhd (“IBR”) | 13.04.1965 | RM19,840,000 | 100 | Investment holding, property investment and development |
| Khas Cergas Sdn Bhd (“KCSB”) | 17.02.1996 | RM500,000 | 70 | Educational Institution |
| Rawang Lakes Sdn Bhd (“RLSB”) | 10.09.1985 | RM2,500,001 | 100 | Property development and building contractor |

- b) The types of existing Recurrent Related Party Transactions and proposed RRPT which will be entered into and/or contemplated between the AP Land Group and Related Parties in relation to the provision or procurement of products and services by the AP Land Group to or from related parties are tabulated as follows :-

(i) Existing Recurrent Related Party Transactions

| | <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</i> <i>(RM)</i> | <i>++ Interested Directors, Major Shareholders and Persons Connected with them</i> |
|----|--|--|--|---|--|
| 1. | <p>Renting of office space, storage space, located at the following address from a related party :</p> <p>Lot 468-6D 2nd Floor, 3rd Mile, Jalan Ipoh 51200 Kuala Lumpur</p> <p>Area : 4,400 square feet</p> <p>Rental per month : RM13,200</p> | RLSB | SSI | 158,400 <i>(Note 1)</i> | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 2. | Procurement of legal services from a related party | CSP | PFM | <i>(Note 2)</i> | Cheng Mai |
| 3. | Supply of nursery products and landscaping to a related party | RLSB | IJD | 275,000 | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 4. | 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 APLD | All classes of related parties | <i>(Note 3)</i> | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 5. | <p>Letting of workshop building at Bandar Tasik Puteri, Rawang, Selangor to a related party</p> <p>Area : 8,710 square feet</p> <p>Rental per month : RM4,500</p> | RLSB | BTPASB | 54,000 <i>(Note 1)</i> | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |

(i) Existing Recurrent Related Party Transactions (cont'd)

| | <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</i> <i>(RM)</i> | <i>++ Interested Directors, Major Shareholders and Persons Connected with them</i> |
|----|---|--|--|---|--|
| 6. | 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 | BTPASB | (Note 4) | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 7. | Renting of business premises at the following address from a related party :- <u>Academic Block</u> No. 22, 24, 26, 28, 30, 32, 34, 36, 38, 40, Jalan Hijau 5/4, Bandar Tasik Puteri, 48020 Rawang, Selangor Area : 57,901 square feet Rental per month : RM43,425.75 <u>Administrative Block</u> No. 37, 39, Jalan Hijau 5/3, Bandar Tasik Puteri, 48020 Rawang, Selangor Area : 14,619 square feet Rental per month : RM10,964.25 | KCSB | IJD | 652,680 (Note 1) | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |

(ii) Proposed New Recurrent Related Party Transactions

| | <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. | Renting of business premises at the following address from a related party : Lot 468-7B & 7C (1 st Floor) and Lot 468-7D & E (2 nd Floor), 3 rd Mile, Jalan Ipoh, 51200 Kuala Lumpur Area : 17,600 square feet Rental per month : RM48,400 | KCSB | SSI | 580,800 (Note 1) | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 2. | Renting of office premises at the following address from a related party : 468-16, Batu 3, Jalan Ipoh, 51200 51200 Kuala Lumpur Area : 37,071 square feet Rental per month : RM129,748.50 | AP Land | SSI | 1,556,982 (Note 1) | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |
| 3. | Letting of vacant land located at Block 23, Bandar Tasik Puteri, Rawang to a related party Area : 43 acres Rental per month : RM2,150 | EPSB | APA | 25,800 (Note 1) | TSDSLYC, LGTat, LGTeong, LSMing and LGSoon |

Notes :-

- # The values are merely estimates for the validity period of the Proposed Shareholders' Mandate based on the transactions of the previous period or estimated budgets provided in respect of the validity period of the Proposed Shareholders' Mandate. Due to the nature or the frequency or volume of the transactions, the actual value of transactions may vary from the estimated values disclosed above.
- ++ The relationships of the interested Directors, Major Shareholders and Persons Connected with them with the AP Land Group are stated on pages 19 to 21 of this Circular.
- 1. 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 period does not exceed 3 years which does not involve a payment of rental on a lump sum basis.
- 2. Legal fees will only be incurred when the firm is engaged to provide legal services.
- 3. 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 Shareholders or any Persons Connected with them who may wish to purchase the properties which have been launched for sale by the development companies provided that the transactions do not exceed 10% of any one of the percentage ratios pursuant to Paragraph 4.3(a) of PN 12/2001 of the Listing Requirements.
- 4. The plant and machinery and motor vehicles are located primarily at Bandar Tasik Puteri ("BTP") development site, in the Mukim of Rawang, Selangor. The cost of service, maintenance and repair will depend on the cost of labour and spare parts and the frequency of repair, servicing and maintenance works, level of development activities carried out at BTP and charges incurred as and when services are procured. The total cost may exceed RM1,000,000.

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 and renting of business premises, workshop, storage space 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 legal services, repair, servicing and maintenance services 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.

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 Proposed 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.

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 assets of the AP Land Group.

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.

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.

11. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The Directors of the Company, LGTat, LGTeong and LSMing are therefore deemed interested in the Recurrent Related Party Transactions as set out in Section 5(b) of Part 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 TSDSLYC, 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 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.

The direct and indirect interests of interested Directors, interested Major Shareholders and the Persons Connected with them in the AP Land Group as at 26 May 2009 are disclosed as follows :-

| Name | As at 26 May 2009 (After excluding 32,059,000 Treasury Shares) | | | |
|---|---|-------|---------------------------------|------------|
| | Direct | | Indirect | |
| | No. of shares of RM1.00 each | % | No. of shares of RM1.00 each | % |
| Low Yat Construction Company Sdn. Bhd. ("LYCC") ^{*1} | 205,945,447 | 30.36 | - | - |
| Low Yat And Sons Realty Sdn. Bhd. ("LYSR") ^{*2} | 22,500,000 | 3.32 | 207,945,447 | 30.65 |
| Sem Siong Industries Sdn. Bhd. ("SSI") ^{*3} | 2,000,000 | 0.29 | 205,945,447 | 30.36 |
| Selangor Holdings Sdn. Bhd. ("SHSB") ^{*4} | - | - | 207,945,447 | 30.65 |
| Low Chuan Securities Sdn. Bhd. ("LCS") ^{*5} | - | - | 207,945,447 | 30.65 |
| Low Chuan Holdings Sdn. Bhd. ("LCH") ^{*6} | - | - | 230,445,447 | 33.97 |
| Tan Sri Datuk Seri Low Yow Chuan ^{*7} | - | - | 230,445,447 | 33.97 |
| Low Gee Tat ^{*8} | - | - | 230,445,447 | 33.97 |
| Low Gee Teong ^{*9} | - | - | 230,445,447 | 33.97 |
| Low Gee Soon ^{*10} | - | - | 230,445,447 | 33.97 |
| Low Gee Soon ^{*10} | - | - | ^{*16} 23,100 | Negligible |
| Low Su Ming ^{*11} | 887,000 | 0.13 | ^{*16} 25,000 | Negligible |
| Indah Jaya Development Sdn. Bhd. ("IJD") ^{*12} | - | - | - | - |
| BTP Automachinery Sdn. Bhd. ("BTPASB") ^{*13} | - | - | - | - |
| Puthuchery Firoz & Mai ("PFM") ^{*14} | - | - | - | - |
| Asia Pacific Agriculture Sdn. Bhd. ("APA") ^{*15} | - | - | - | - |

Notes :

- *1 *LYCC is a major shareholder of AP Land.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LYSR, LCS, LCH and SSI are deemed to have substantial interest in the shares of LYCC by virtue of Section 6A of the Act.
The directors of LYCC are Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon.
The immediate holding company of LYCC is SHSB*
- *2 *LYSR is a deemed major shareholder of AP Land.
LYSR is regarded as the holding company of SSI, SHSB, LCS, LYCC and IJD.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LCS and SHSB are deemed to have substantial interest in the shares of LYSR by virtue of Section 6A of the Act.
The directors of LYSR are Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat and Low Gee Teong.
The immediate holding company of LYSR is LCH.*
- *3 *SSI is a deemed major shareholder of AP Land.
SSI has a substantial interest in the shares of LYCC by virtue of Section 6A of the Act.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LYSR, LCH and SHSB are deemed to have substantial interest in the shares of SSI by virtue of Section 6A of the Act.
The directors of SSI are Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon.
The immediate holding company of SSI is LCS.*
- *4 *SHSB is a deemed major shareholder of AP Land.
SHSB is the immediate holding company of LYCC.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LCH, SSI and LYSR are deemed to have substantial interest in the shares of SHSB by virtue of Section 6A of the Act.
The directors of SHSB are Tan Sri Datuk Seri 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 immediate holding company of SSI.
LCS has a substantial interest in the shares of LYCC by virtue of Section 6A of the Act.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, LCH, SHSB and LYSR are deemed to have substantial interest in the shares of LCS by virtue of Section 6A of the Act.
The directors of LCS are Tan Sri Datuk Seri 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 regarded as the ultimate holding company of SSI, SHSB, LCS, LYSR, LYCC and IJD.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong, Low Gee Soon, SHSB and SSI are deemed to have substantial interest in the shares of LCH by virtue of Section 6A of the Act.
The directors of LCH are Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Su Ming and Low Gee Soon.
LCH is the immediate holding company of LYSR.*
- *7 *Tan Sri Datuk Seri Low Yow Chuan (“TSDSLYC”) is the Group Adviser and deemed major shareholder of AP Land.
TSDSLYC is deemed to have substantial interest in the shares of LYCC, LYSR, SSI, LCH, SHSB, IJD and LCS by virtue of Section 6A of the Act.
TSDSLYC is a director of LYSR, LYCC, SSI, LCH, LCS and SHSB.
TSDSLYC is the father of Low Gee Tat, Low Gee Teong, Low Su Ming and Low Gee Soon*
- *8 *Low Gee Tat (“LGTat”) is the Executive Chairman and deemed major shareholder of AP Land.
LGTat is deemed to have substantial interest in the shares of LYCC, LYSR, LCS, LCH, SHSB, IJD and SSI by virtue of Section 6A of the Act.
LGTat is a major shareholder of LCH and APA and a director of LYSR, LYCC, LCH, APA and SSI.
LGTat is the brother of Low Gee Teong, Low Su Ming and Low Gee Soon and the son of Tan Sri Datuk Seri Low Yow Chuan.*
- *9 *Low Gee Teong (“LGTeong”) is the Joint Managing Director and deemed major shareholder of AP Land.
LGTeong is deemed to have substantial interest in the shares of LYCC, LYSR, LCH, LCS, SHSB, IJD and SSI by virtue of Section 6A of the Act.
LGTeong is a major shareholder of SHSB, LYCC and APA and a director of IJD, LYSR, LYCC, SSI, SHSB and LCS.
LGTeong is the brother of Low Gee Tat, Low Su Ming and Low Gee Soon and the son of Tan Sri Datuk Seri Low Yow Chuan .*

Notes (cont'd) :

- *10 *Low Gee Soon (“LGSoon”) is a deemed major shareholder of AP Land and he is a director of certain subsidiary companies in AP Land Group.
LGSoon is deemed to have substantial interest in the shares of LYCC, LYSR, IJD, SSI, LCH, LCS and SHSB by virtue of Section 6A of the Act.
LGSoon is a major shareholder of LCS and BTPASB and a director of BTPASB, IJD, LYCC, SSI, APA, LCS, LCH and SHSB.
LGSoon is the brother of Low Gee Tat, Low Gee Teong and Low Su Ming and the son of Tan Sri Datuk Seri Low Yow Chuan.*
- *11 *Low Su Ming (“LSMing”) is the Joint Managing Director and a shareholder of AP Land.
LSMing is a director of IJD, LYCC, SSI, SHSB, LCS and LCH.
LSMing is the sister of Low Gee Tat, Low Gee Teong and Low Gee Soon and the daughter of Tan Sri Datuk Seri Low Yow Chuan.*
- *12 *Indah Jaya Development Sdn Bhd (“IJD”) is a subsidiary company of LYSR.
Tan Sri Datuk Seri Low Yow Chuan, Low Gee Tat, Low Gee Teong and Low Gee Soon are deemed to 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 *BTP Automachinery Sdn Bhd (“BTPASB”) is a company in which Low Gee Soon is a director and major shareholder.*
- *14 *PFM is a firm in which Low Gee Soon’s spouse is a partner.*
- *15 *Asia Pacific Agriculture Sdn Bhd (“APA”) is a company in which Low Gee Tat and Low Gee Soon are directors.
The substantial shareholders of APA are Low Gee Tat and Low Gee Teong.*
- *16 *Interest in shares held by spouse by virtue of Section 134(12)(c) of the Companies Act, 1965.*

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 26 May 2009.

12. DIRECTORS' RECOMMENDATION

The Directors having considered all aspects of the Proposed Shareholders' Mandate are of the opinion the Recurrent Related Party Transactions are fair and reasonable to the Company and that the Proposed Shareholders' Mandate 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 for the Proposed Shareholders' Mandate to be tabled at the forthcoming EGM.

13. 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 48th AGM to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan on Thursday, 25 June 2009 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the Ordinary Resolution to give effect to the Proposed Shareholders' Mandate referred to in Part B of this Circular dated 3 June 2009.

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 49th Floor, Empire Tower, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur 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. However, such attendance shall automatically revoke the authority granted to the proxy.

14. APPROVAL REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of AP Land at the EGM to be convened.

15. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of
ASIA PACIFIC LAND BERHAD

Dato' Hj. Badri Bin Haji Masri
Independent Non-Executive Director

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 26 May 2009 (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) A conditional Shares Sale & Purchase and Subscription of New Shares Agreement dated 27 November 2007 ("the CSSPA") was entered into between its wholly-owned subsidiary, Asian Agriculture Holdings Pte Ltd ("AAH") (formerly known as Mount Pleasure Investment Pte Ltd) and Halim Jawan and Rubiyanto to acquire 190 shares of Indonesian Rupiah ("Rp.") 1,000,000 each (or 95% equity interest) in PT. Tunas Prima Sejahtera for a total cash consideration of Rp. 190,000,000 and subscription for new shares of 47,310 shares with a total nominal value of Rp. 47,310,000,000.
- (ii) A State Owned Land Lease Transfer Agreement dated 5 December 2007 was entered into between its wholly-owned subsidiary, Changshu Platinum Landmark Limited and the National Land Resources Bureau, China after it succeeded in a tender for a piece of land in Changshu, China measuring approximately 65,421 square metres for a total purchase consideration of RMB99,112,815 (approximately RM46 million).
- (iii) A conditional Shares Sale & Purchase and Subscription of New Shares Agreement dated 11 January 2008 ("the CSSPA") was entered into between its wholly-owned subsidiary, Pacific Agriculture Holdings Pte Ltd and Halim Jawan and Rubiyanto to acquire 190 shares of Rp. 1,000,000 each (or 95% equity interest) in PT. Tunas Sejati Abadi for a total cash consideration of Rp. 190,000,000 and subscription for new shares of 37,810 shares with a total nominal value of Rp. 37,810,000,000.
- (iv) A conditional Sale of Business Agreement dated 11 January 2008 was entered into between its wholly-owned subsidiary, Khas Cergas Sdn Bhd and Dynamic Master (M) Sdn Bhd ("DMSB") for the purchase of a business from DMSB known as Victoria International College in Klang and Victoria International College (Kuala Lumpur) in Kuala Lumpur ("collectively known as Victoria International College") as a going concern including all its assets, rights, title, interest, licences and approvals in relation and/or incidental thereto for a total purchase consideration of RM2,500,000.
- (v) A Contract For Sales of Real Estate dated 17 March 2008 was entered into between the Company and Tancho Investments, an exempted company incorporated in the territory of the Cayman Islands for the acquisition of a piece of land in Hokkaido, Japan measuring approximately 3,082 square metres for a total purchase consideration of JPY 579,500,000 (approximately RM18.9 million based on an exchange rate of RM3.26 per JPY 100).
- (vi) A Mutual Termination Agreement dated 31 March 2008 was entered into between its wholly-owned subsidiary, Island Bay Resorts Sdn Bhd ("IBR") and IJM Properties Sdn Bhd ("IJMP") to terminate the Joint Venture (Development) Agreement executed on 23 January 2006 for the proposed 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.

- (vii) A Sale and Purchase Agreement dated 11 June 2008 was entered into between the Company and Atlantic Heritage (M) Sdn Bhd for the acquisition of four (4) pieces of land held under Lot Nos. 592, 333, 332 and 591, Seksyen 0067, Bandar and Daerah Kuala Lumpur, Wilayah Persekutuan for a total purchase consideration of RM15.3 million.
- (viii) A Sale and Purchase Agreement dated 20 August 2008 was entered into between Bakti Dinamik Sdn Bhd (“BDSB”), a wholly-owned subsidiary of the Company and Yau Woh Sdn Bhd for the acquisition of one (1) piece of land held under Lot 335, Seksyen 0067, Bandar and Daerah Kuala Lumpur, Wilayah Persekutuan for a total purchase consideration of RM3.6 million.
- (ix) A Sale and Purchase Agreement dated 29 August 2008 was entered into between BDSB and Two Friends Sdn Bhd for the acquisition of one (1) piece of land held under Lot 844, Seksyen 0067, Bandar and Daerah Kuala Lumpur, Wilayah Persekutuan for a total purchase consideration of RM4.2 million.
- (x) A Sale and Purchase Agreement dated 23 September 2008 was entered into between Island Bay Resorts Sdn Bhd, a wholly-owned subsidiary of the Company and United Overseas Bank (Malaysia) Berhad for the acquisition of one (1) piece of land held under Geran No. 11116, Lot 87, Seksyen 2, Bandar Batu Ferringhi, Daerah Timur Laut, Pulau Pinang for a total purchase consideration of RM6.0 million.
- (xi) A Sale and Purchase Agreement dated 17 February 2009 was entered into between BDSB and Grand Damansara Sdn Bhd for the acquisition of a freehold land held under Lot 685, Seksyen 0067, Bandar and Daerah Kuala Lumpur, Wilayah Persekutuan for a total purchase consideration of RM10.0 million.

3. MATERIAL LITIGATION

Save as disclosed below, AP Land and its subsidiaries as at 26 May 2009 (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 1st Defendant”), Setegap Berhad (“the 2nd Defendant”) and The Universal Builders Sdn Bhd (“the 3rd Defendant”) (collectively called “the Defendants”)
[Kuala Lumpur High Court Suit No. S7(S1)-22-499-98]

The above suit was 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 were claiming for special and general damages against the Defendants for more than RM125 million.

At the mention of the above case on 14th March, 2008, the matter was withdrawn against the 3rd Defendant with no order as to costs and the Court fixed 2nd May, 2008 for mention in respect of the 1st and 2nd Defendants. On 2nd May, 2008, the 1st and 2nd Defendants have both agreed to a withdrawal of the above matter with no order as to costs and no liberty to file afresh whereby our solicitors have duly recorded the same before Yang Arif Dato Aziah.

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 Plaintiffs' application to amend the Statement of Claim which was fixed for hearing on 23 March 2009. On 23 March 2009, the Plaintiffs applied for withdrawal of the above appeal and the Court duly granted the withdrawal with cost to be taxed.

There was also a pending application by the Defendant to strike out our Second Suit under Enclosure 6 which was fixed for further mention on 14 May 2009. On 14 May 2009, the Plaintiffs applied for withdrawal of the Second Suit and the Court duly granted the withdrawal with costs to be taxed.

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 are of the opinion that the Plaintiffs' 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. On 11 August 2005, the Judge dismissed the Plaintiffs' appeal with costs.

The Plaintiffs' injunction applications and the Defendants' application to set aside the Plaintiffs' injunction respectively have been withdrawn and the Court has fixed 24 August 2009 for the Case Management.

Trial dates have been given for 5 to 8 July 2010.

Subject to the 2nd Defendant's ability to prove its counter claim, RLSB has a fair chance of success in its counter claim against the 1st Plaintiff.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the Registered Office of AP Land at 49th Floor, Empire Tower, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur 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 Financial Statements of AP Land for the three (3) financial years ended 31 December 2006, 31 December 2007, 31 December 2008 and the unaudited quarterly report on consolidated results for the 3 months ended 31 March 2009;
- (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.



AP LAND

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 48th Annual General Meeting of the Company to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan on Thursday, 25 June 2009 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 BY AP LAND TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY BACK")

"THAT, subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by the law, to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital, such purchases to be made through Bursa Securities and to take all such steps as necessary (including opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements, and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities from time to time subject further to the following:

- (i) the maximum aggregate number of ordinary shares of RM1.00 each in AP Land ("AP Land Shares") which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company, subject to the provisions of the Listing Requirements of Bursa Securities ("Listing Requirements") applicable to a company listed on the Main Board of the official list of Bursa Securities;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the AP Land Shares under the Proposed Share Buy Back shall not exceed the retained earnings and/or share premium account of the Company at the time of purchase. Based on the audited financial statements of AP Land for the financial year ended 31 December 2008, the audited accumulated losses and share premium account of the Company stood at RM198,375,808 and RM62,371,653 respectively;
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (a) The conclusion of the next annual general meeting ("AGM") of the Company, following the general meeting at which this resolution was passed at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority; or
 - (b) The expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) Revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the AP Land Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

and

- (iv) upon completion of the purchase(s) of the AP Land Shares by the Company, the Directors of the Company be and are hereby authorised in their absolute discretion to either:
 - (a) Cancel up to all the AP Land Shares so purchased; or
 - (b) Retain all the AP Land Shares so purchased as Treasury Shares for distribution as dividend to the shareholders of the Company and/or to resell the Treasury Shares subsequently on the Bursa Securities; or
 - (c) Retain part of the AP Land Shares so purchased as Treasury Shares and cancel the remainder or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the purchase(s) of the AP Land Shares with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the AP Land Shares.”

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 5(b)(i) and (ii) of Part B of the Circular to Shareholders dated 3 June 2009 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/or employees of the AP Land Group 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; or
- (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
CHAN KAM LYE (MAICSA No. 7009907)
TAN BEE LIAN (MAICSA No. 7009512)
Company Secretaries

Kuala Lumpur
3 June 2009

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 49th Floor, Empire Tower, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time for holding the meeting.*
3. *A member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.*
4. *A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.*
5. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
6. *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.*
7. *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.*



AP LAND

ASIA PACIFIC LAND BERHAD

(Company No. 4069-K)

(Incorporated in Malaysia)

FORM OF PROXY

I/We _____ NRIC No./Company No. _____
(FULL NAME AS PER NRIC/COMPANY NAME IN BLOCK CAPITALS) (NEW AND OLD NRIC NOS.)

of _____
(FULL ADDRESS)

being a member of ASIA PACIFIC LAND BERHAD hereby appoint Mr./Mrs./Ms. _____
_____ NRIC No. _____
(FULL NAME AS PER NRIC IN BLOCK CAPITALS) (NEW AND OLD NRIC NOS.)

of _____
(FULL ADDRESS)

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 48th Annual General Meeting of the Company to be held at Puteri Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, Kundang, 48000 Rawang, Selangor Darul Ehsan on Thursday, 25 June 2009 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.

| | ORDINARY RESOLUTIONS | FOR | AGAINST |
|--------------|--|------------|----------------|
| RESOLUTION 1 | PROPOSED SHARE BUY BACK | | |
| 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.

| No. of ordinary shares held | CDS Account No(s). |
|-----------------------------|--------------------|
| | |

Signed (and sealed) this _____ day of _____, 2009

Signature of Member/Common Seal

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 proxy form must be duly completed and deposited at the Registered Office of the Company at 49th Floor, Empire Tower, City Square Centre, Jalan Tun Razak, 50400 Kuala Lumpur not less than 48 hours before the time for holding the meeting.
3. A member is not precluded from attending the meeting in person after lodging the instrument of proxy, however, such attendance shall automatically revoke the authority granted to the proxy.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. 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.
7. 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.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
ASIA PACIFIC LAND BERHAD
49th Floor, Empire Tower
City Square Centre
Jalan Tun Razak
50400 Kuala Lumpur

1st fold here
