



## ASIAN PAC HOLDINGS BERHAD (129-T)

### ADDENDUM TO CIRCULAR TO SHAREHOLDERS DATED 29 AUGUST 2018

Arising from the Rights Issue with Warrants, exemption was granted to Mr Mah Sau Cheong and person acting in concert with him, namely, Chin Lai Kuen (“PAC”) from the obligation to undertake a mandatory take-over offer for all the ordinary APHB Shares, convertible securities and new APHB shares to be issued pursuant to the conversion of ICULS and/or the exercise of the Warrants not held by Mr Mah Sau Cheong or his PAC (“Exemption”)

Pursuant to the Malaysian Code on Take-Overs and Mergers 2016 and the Rules on Take-Overs, Mergers and Compulsory Acquisitions, the Company would like to disclose the following:

**1. The details of the Exemption granted, including the duration for which the Exemption has been granted.**

On 26 January 2017, Mr. Mah Sau Cheong and his spouse, Ms. Chin Lai Kuen had submitted an application to the Securities Commission (“SC”) for the Exemption from the obligation to undertake a mandatory take-over offer for all the ordinary shares of RM0.20 each in APHB, convertible securities and new APHB Shares to be issued pursuant to the conversion of ICULS and/or the exercise of the Warrants not held by Mr. Mah Sau Cheong and his spouse, Ms. Chin Lai Kuen, pursuant to Section 219 of the Capital Market and Services Act 2007 and Paragraph 4.08 (1)(C) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued on 15 August 2016.

On 14 February 2017, the SC had granted the approval on the Exemption and the duration for the Exemption granted is from 26 May 2017 to 25 May 2022.

**2. The number and percentage of voting shares or voting rights and the conversion or subscription rights or options in APHB held by Mr. Mah Sau Cheong and Ms. Chin Lai Kuen as at LPD prior to the disclosure are as below:**

	As at LPD			
	No. of APHB Shares	%	No. of ICULS	No. of Warrants
Mah Sau Cheong	182,068,669	17.60	RM58,800,411	117,600,822
Chin Lai Kuen	5,260,000	0.51	-	-
<b>Total</b>	<b>187,328,669</b>	<b>18.11</b>	<b>RM58,800,411</b>	<b>117,600,822</b>

**3. The maximum potential voting shares or voting rights of Mr. Mah Sau Cheong and Ms. Chin Lai Kuen in APHB, if only Mr. Mah Sau Cheong and Ms. Chin Lai Kuen (but not other holders) exercise the conversion or subscription rights or options in full are as below:**

	Maximum Potential	
	No. of Asian Pac Shares	%
Mah Sau Cheong	593,671,546	36.96
Chin Lai Kuen	5,260,000	0.33
<b>Total</b>	<b>598,931,546</b>	<b>37.29</b>

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

**If you are in any doubt as to the course of action you should take, please consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent professional adviser immediately.**

The Notice of Extraordinary General Meeting ("EGM") of Asian Pac Holdings Berhad ("APHB" or "the Company") together with the Form of Proxy are enclosed in this Circular.

Bursa Malaysia Securities Berhad 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.



## **ASIAN PAC HOLDINGS BERHAD**

(Company No: 129-T)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS  
IN RELATION TO THE  
PROPOSED ACQUISITION BY BH BUILDERS SDN BHD,  
A WHOLLY-OWNED SUBSIDIARY OF ASIAN PAC HOLDINGS BERHAD OF  
FIVE (5) PARCELS OF LEASEHOLD LANDS HELD UNDER  
HS(D) 54784 PT NO. 12813, HS(D) 54785 PT NO. 12814, HS(D) 54786 PT NO. 12815,  
HS(D) 54787 PT NO. 12816 AND HS(D) 54788 PT NO. 12817 IN  
MUKIM PETALING, DAERAH PETALING, NEGERI SELANGOR  
MEASURING APPROXIMATELY 74 ACRES IN TOTAL FROM  
JIWA MURNI SDN BHD FOR A  
TOTAL CASH CONSIDERATION OF RM300 MILLION**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of EGM of the Company to be held at Banyan Room, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 21 September 2018 at 11.00 a.m. or immediately after the conclusion or adjournment of the 100<sup>th</sup> Annual General Meeting which will be held at the same venue on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, together with the Proxy Form, are enclosed with this Circular.

The Proxy Form should be lodged at the registered office at 12<sup>th</sup> Floor, Menara SMI, No. 6, Lorong P Ramlee, 50250 Kuala Lumpur no later than forty eight (48) hours before the time appointed for holding the EGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you wish to do so.

This Circular is dated 29 August 2018

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## DEFINITIONS

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The following definitions shall apply throughout this Circular unless the context requires otherwise:

Act	:	The Companies Act 2016, as amended from time to time and any re-enactment thereof
APHB or the Company	:	Asian Pac Holdings Berhad
APHB Group or the Group	:	APHB and its subsidiary companies
Board	:	Board of Directors of APHB
Bursa Securities	:	Bursa Malaysia Securities Berhad
Consideration or Purchase Consideration	:	The purchase consideration for the Lands of RM300 million in cash pursuant to the SPA
Deed Poll	:	The deed poll executed by APHB dated 10 April 2017 to constitute the Warrants and to govern the rights of holders of the Warrants
EGM	:	Extraordinary General Meeting
EPS	:	Earnings per share
FYE	:	Financial year(s) ended
ICULS(s)	:	APHB's 5-year 3% irredeemable convertible unsecured loan stock(s) 2017/2022 constituted by the Trust Deed. Each ICULS entitles the registered holder of ICULS to convert into five (5) new ordinary shares in APHB at any time during the conversion period and at the conversion price
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	1 August 2018, being the latest practical date prior to the issuance of this Circular
LTD	:	24 May 2018, being the last trading day prior to the announcement of the Proposed Acquisition
MI	:	Minority interest
NA	:	Net assets
Lands	:	The five (5) parcels of leasehold lands expiring on 2 August 2090 held under HS(D) 54784 PT No. 12813, HS(D) 54785 PT No. 12814, HS(D) 54786 PT No. 12815, HS(D) 54787 PT No. 12816 and HS(D) 54788 PT No. 12817 in Mukim Petaling, Daerah Petaling, Negeri Selangor measuring approximately 74 acres in total
Proposed Acquisition	:	Proposed acquisition by the Purchaser of the Lands from the Vendor for a purchase consideration of RM300 million in cash
Purchaser or BHB	:	BH Builders Sdn Bhd, a wholly-owned subsidiary of APHB
RM and sen	:	Ringgit Malaysia and sen respectively
Rights Issue with Warrants	:	Renounceable rights issue of 99,256,461 ICULS issued at RM1.00 each on the basis of 1 ICULS for every 10 ordinary shares in APHB held by the entitled shareholders with 198,512,922 free new detachable warrants issued on the basis of 2 warrants for each ICULS subscribed

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**DEFINITIONS (Cont'd.)**

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SPA	:	Conditional sale and purchase agreement dated 25 May 2018 entered into between the Vendor and the Purchaser for the Proposed Acquisition
Substantial Shareholder	:	A person who has an interest or interests in one or more voting shares in a company and the total number of those voting shares, is not less than 5% of the total number of voting shares in the company. For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act
Trust Deed	:	Trust deed executed between APHB and the trustee acting for the benefit of the ICULS holders dated 12 April 2017 constituting the ICULS
Trustee	:	RHB Trustee Berhad
Valuation Report	:	The valuation report on the Lands issued by the Valuer dated 6 July 2018
Valuer	:	Knight Frank Malaysia Sdn Bhd, an independent registered valuer
Vendor or JMSB	:	Jiwa Murni Sdn Bhd
Warrant(s)	:	APHB’s warrant(s) 2017/2022 constituted by the Deed Poll. Each warrant entitles the registered holder of warrant to subscribe for one (1) new ordinary share in APHB at any time during the exercise period and at the exercise price subject to adjustment in accordance with the provision of the Deed Poll

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**NOTICE OF EGM****ENCLOSED****PROXY FORM****ENCLOSED**



## ASIAN PAC HOLDINGS BERHAD

(Company No: 129-T)  
(Incorporated in Malaysia)

### Registered Office:-

12<sup>th</sup> Floor, Menara SMI  
No. 6, Lorong P. Ramlee  
50250 Kuala Lumpur

29 August 2018

### Board of Directors:-

Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas (*Chairman/Independent Non-Executive Director*)  
Dato' Mustapha Bin Buang (*Managing Director*)  
Ms Soon Dee Hwee (*Independent Non-Executive Director*)  
Ms Tan Siew Poh (*Non-Independent Non-Executive Director*)  
Dr Yu Tat Loong (*Executive Director*)

### To: Our Shareholders

Dear Sir/Madam

**PROPOSED ACQUISITION BY BH BUILDERS SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF ASIAN PAC HOLDINGS BERHAD OF FIVE (5) PARCELS OF LEASEHOLD LANDS HELD UNDER HS(D) 54784 PT NO. 12813, HS(D) 54785 PT NO. 12814, HS(D) 54786 PT NO. 12815, HS(D) 54787 PT NO. 12816 AND HS(D) 54788 PT NO. 12817 IN MUKIM PETALING, DAERAH PETALING, NEGERI SELANGOR MEASURING APPROXIMATELY 74 ACRES IN TOTAL FROM JIWA MURNI SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM300 MILLION**

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### 1. INTRODUCTION

On 25 May 2018, the Board had announced that its wholly-owned subsidiary, BHB had on the same date entered into the SPA with the Vendor for the Proposed Acquisition of the Lands for a total cash consideration of RM300 million.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED ACQUISITION. WE WILL BE SEEKING YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ACQUISITION TO BE TABLED AT OUR FORTHCOMING EGM.**

## 2. DETAILS OF THE PROPOSED ACQUISITION

The Proposed Acquisition involves the acquisition by BHB of the Lands from JMSB for a total cash consideration of RM300 million. The details of the Proposed Acquisition are as follows:-

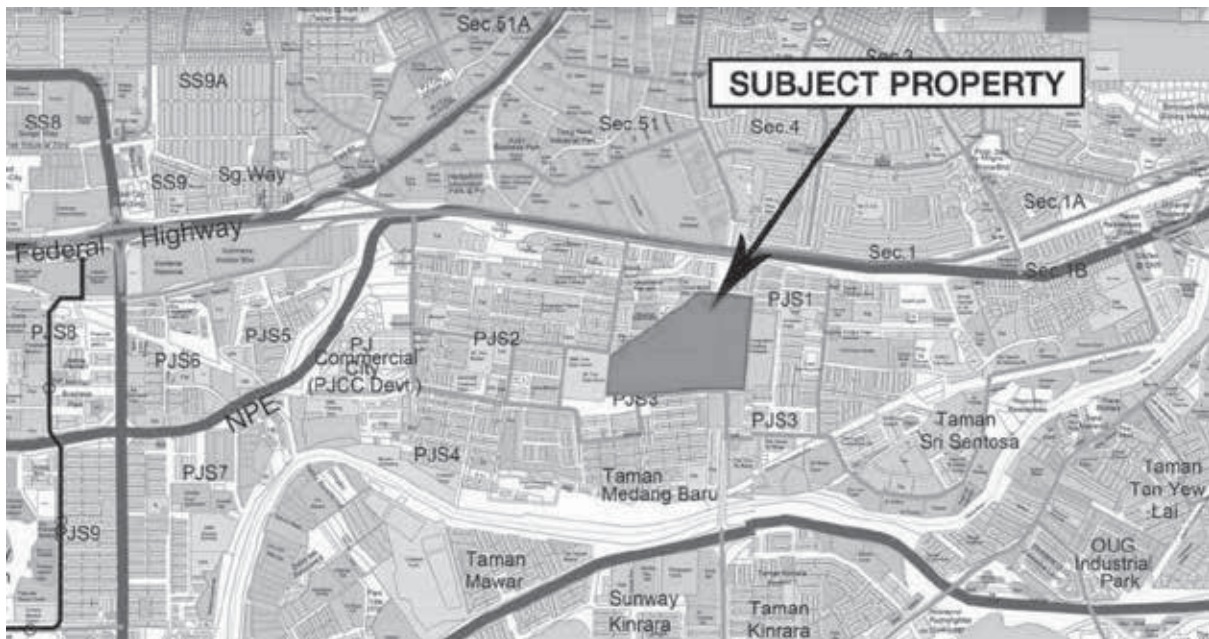
### 2.1 Information on the Lands

Legal description	: Five (5) parcels of leasehold lands expiring on 2 August 2090 held under HS(D) 54784 PT No. 12813, HS(D) 54785 PT No. 12814, HS(D) 54786 PT No. 12815, HS(D) 54787 PT No. 12816 and HS(D) 54788 PT No. 12817 in Mukim Petaling, Daerah Petaling, Negeri Selangor
Mukim/ District/ State	: Mukim and District of Petaling, Selangor Darul Ehsan
Locality	: Located along Jalan Maju Jaya 1/1, 58200 Petaling Jaya, Selangor Darul Ehsan
Type of property	: Five parcels of residential land
Tenure	: Leasehold interests for a term of 99 years expiring on 2 August 2090 (remaining lease of about 72 years)
Registered proprietor	: The Vendor
Category of land use	: “Bangunan”
Express Condition	: “Bangunan kediaman”
Restriction-In-Interest	: “Tanah yang diberi milik ini tidak boleh dipindah milik, dipajak atau digadaikan melainkan dengan kebenaran Pihak Berkuasa Negeri”

Provisional land area	:	<table><tr><th colspan="2"></th><th>Provisional Land Area</th></tr><tr><th>Lot No.</th><th>Title No.</th><th>(Acres)</th></tr><tr><td>PT 12813</td><td>HSD 54784</td><td>14.00</td></tr><tr><td>PT 12814</td><td>HSD 54785</td><td>15.00</td></tr><tr><td>PT 12815</td><td>HSD 54786</td><td>15.00</td></tr><tr><td>PT 12816</td><td>HSD 54787</td><td>15.00</td></tr><tr><td>PT 12817</td><td>HSD 54788</td><td>15.00</td></tr><tr><td colspan="2"><b>Total</b></td><td><b>74.00</b></td></tr></table>			Provisional Land Area	Lot No.	Title No.	(Acres)	PT 12813	HSD 54784	14.00	PT 12814	HSD 54785	15.00	PT 12815	HSD 54786	15.00	PT 12816	HSD 54787	15.00	PT 12817	HSD 54788	15.00	<b>Total</b>		<b>74.00</b>
		Provisional Land Area																								
Lot No.	Title No.	(Acres)																								
PT 12813	HSD 54784	14.00																								
PT 12814	HSD 54785	15.00																								
PT 12815	HSD 54786	15.00																								
PT 12816	HSD 54787	15.00																								
PT 12817	HSD 54788	15.00																								
<b>Total</b>		<b>74.00</b>																								

Encumbrance	: Charged to OCBC Bank (Malaysia) Berhad vide Presentation No. 33263/2016, registered on 20 April 2016
Endorsement	: A private caveat has been lodged twice by Lagenda Kencana Sdn Bhd; in respect of all titles (which have since been withdrawn on 13 June 2018).
Existing and proposed use	: The Lands are currently vacant and are proposed to be zoned for mixed commercial use in future vide the “Draf Rancangan Kawasan Khas Zon Perancangan PJU 1, PJU 2, SS & PJS Petaling Jaya – Pelan Gunatanah Tahun 2020”.
Date of valuation	: 7 June 2018
Market value	: RM286,000,000





The Lands are sited along the southern (left) side of Lebuhraya Baru Pantai (“NPE Highway”) and northern (right) side of Lebuhraya Shah Alam (“KESAS”), travelling from Taman OUG towards Bandar Sunway. The Kuala Lumpur city centre is located approximately 10 kilometres due north-east of the Lands.

The Lands fronts onto Jalan Maju Jaya 1/1 and is easily accessible from Kuala Lumpur city centre via Jalan Syed Putra, NPE Highway, exiting onto Jalan Maju 1/1 leading towards the Lands, all being well-maintained metalled roads.

The Lands are located within a mixed neighbourhood amongst others, such as Taman Medan Baru, Taman Petaling Utama, 1120 Park Avenue Condominium and Desa Perangsang Apartment. The nearest commercial area is located merely 150 metres due north-east of the Lands. In addition, the Lands are situated within close proximity to established amenities such as the Matahari Mall, Klinik Kesihatan Taman Medan and various schools.

*(Source : Valuation Report)*

Further details of the Lands are contained in the Valuation Certificate in Appendix I of this Circular.

The Land is expected to be developed into a mixed development pursuant to the “Draf Rancangan Kawasan Khas Zon Perancangan PJU 1, PJU 2, SS & PJS Petaling Jaya – Pelan Gunatanah Tahun 2010” as the Lands currently are located within an area zoned for mixed residential use with a condition of not more than 30% of commercial activities is permitted. Under “Pelan Gunatanah Tahun 2020”, the future zoning of the subject property will be zoned for mixed commercial use.

The Land will be part of the APHB Group’s landbank for development over the next ten to twelve years. APHB anticipates that the Proposed Acquisition will contribute an estimated RM3.8 billion gross development value to the Group in future. Nonetheless, the details of the development plan (such as the total development cost, the expected profits to be derived, the dates of approval for development, etc), source of funding for the development costs and execution time frame of the development plans is subject to authorities’ approval and will only be finalised by the APHB Group at a later stage. Barring unforeseen circumstances, APHB anticipates that development of the Lands will commence from the year 2020 onwards. It is APHB’s current intention to develop the Lands for sale in line with APHB’s property development activities. Depending on the financial resources available, APHB will fund the development via a hybrid of internally generated funds and project financing and borrowings.



## **2.2 Basis of Arriving at the Consideration**

The Purchase Consideration for the Lands was arrived at on a “willing buyer willing seller” basis after taking into consideration the prospect of the Lands in view of its strategic location within the vicinity of Kuala Lumpur, the development potential as well as the deferred payment terms.

The Lands have an indicative market value of RM286 million as appraised by the Valuer on 6 July 2018, a firm of independent registered valuer. The market valuation was arrived at using the Comparison Approach by comparing the Lands with the sales of similar properties that have been transacted in the open market. In arriving at the opinion of value, some adjustments were made for differences, which inter alia, included prevailing market condition, location/establishment, accessibility, shape, terrain/level, size, tenure, category of land use, benefit of planning approval, density, adverse feature and other relevant factor. For the purposes of the valuation exercise, the material date of valuation is 7 June 2018. Based on the indicative market value arrived at by the Valuer, the Purchase Consideration represents a premium of RM14 million or 4.90% over the market value of RM286 million.

The Board of APHB are of the view that the premium of RM14 million is justifiable as the deferred payments terms of the Proposed Acquisition allow an interest savings which would otherwise be incurred if the APHB Group had needed to drawdown on borrowing facilities.

In addition, the Purchase Consideration is to be paid over the next 78 months in stages as detailed in Section 2.3.1 below. Taking into consideration the deferred consideration and the time value of money, the present value of the purchase consideration to account for the time value of money based on the weighted average cost of capital of APHB of 4.5% (as extracted from Bloomberg) is RM264.05 million. Based on the indicative market value arrived at by the Valuer, the present value of the Purchase Consideration represents an effective discount of RM21.95 million or 7.67% to the market value of RM286 million.

## **2.3 Salient Terms of the SPA**

Salient terms of the SPA include, amongst others, the followings:-

### **2.3.1 Terms of Payment**

The Purchase Consideration for the Lands shall be paid in two (2) tranches in the following manner:-

- (i) The first tranche of RM150,000,000 (“First Tranche Payment”); and
- (ii) The second tranche of RM150,000,000 (“Second Tranche Payment”).

In connection with the First Tranche Payment:-

- (a) An amount of RM30,000,000 is to be paid upon signing of the SPA, to the Vendor’s solicitors as stakeholders which shall then be released to the Vendor upon fulfilment of the conditions precedent of 2.3.2 (i) and (ii) below (*which was paid on 25 May 2018*);
- (b) Within 12 months from the date of the SPA and subject to all conditions precedent of the SPA having been fulfilled, an amount of RM30,000,000 is payable to the Vendor’s solicitors as stakeholders.

The said amount shall then be released by the Vendor’s solicitors to the Vendor subject to retention of sum to be utilised as part of the redemption amount (pertaining to the loan to which the Lands are secured) as well as for any outgoings in relation to the Lands; and

- (c) Within 18 months from the date of the SPA and subject to all conditions precedent of the SPA having been fulfilled, an amount of RM90,000,000 is payable to the Vendor's solicitors as stakeholders.

The said amount shall then be first utilised towards payment of the balance redemption amount (which shall be determined at the time therein) and thereafter the balance, to the Vendor upon the delivery of vacant possession of the Lands which shall be free from encumbrances to BHB as legal and beneficial owner of the Lands.

In connection with the Second Tranche Payment:-

With all conditions precedents having been met as well as the delivery of vacant possession of the Lands free from encumbrances to BHB which is the legal and beneficial owner of the Lands as mentioned above, BHB shall pay the Second Tranche Payment in five (5) instalments as per the payment schedule as follows:-

<b>Second Tranche Payment</b>	<b>Instalment Amount (RM'Million)</b>
36 months from SPA date	30
48 months from SPA date	30
60 months from SPA date	30
72 months from SPA date	30
78 months from SPA date	30
<b>Total</b>	<b>150</b>

A Corporate Guarantee from APHB in favour of the Vendor will be provided as security for the performance of the Second Tranche Payment.

### **2.3.2 Conditions Precedent**

The SPA shall be conditional upon the fulfilment of the following:

- (i) Vendor to deliver the written approval from its creditors for the following within three (3) months from the date of SPA or at such longer period as may be agreed by the Purchaser:
  - (a) the disposal of the Lands by the Vendor to BHB under the terms of the SPA; and
  - (b) the termination of all agreements including all rights, interests and benefits of all third parties in connection with the Lands.  
("Creditors Approval")
- (ii) Following the Creditors Approval, the delivery of the members' resolution of the Vendor authorising, inter alia, the disposal of the Lands to BHB
- (iii) Satisfactory outcome from the due diligence review conducted by BHB on all matters pertaining to the Vendor within two (2) months from the date of SPA.
- (iv) If applicable, the approval of the members of APHB in general meeting within five (5) months from the date of SPA.
- (v) If applicable, the approval of Economic Planning Unit ("EPU") pursuant to the EPU Guideline within six (6) months from the date of SPA.
- (vi) Vendor having obtained the written consent from the State Authority approving the transfer of the Lands to BHB without any condition which will materially and/or adversely affect BHB within nine (9) months from the date of SPA or at such longer period which shall be mutually agreed by the Vendor and the Purchaser ("State Consent").

#### **2.3.3 Termination of SPA**

The SPA shall terminate if the Conditions Precedent are not fulfilled or BHB defaults in the payment of the First Tranche Payment or the Vendor defaults or fails to complete the SPA, in which event, all monies paid towards the Purchase Consideration shall be refunded to BHB and if applicable, the parties in default shall pay to the other party the agreed liquidated damages.

#### **2.3.4 Completion Date**

Completion of the sale and purchase of the Lands shall take place on the date of full payment of First Tranche Payment which is approximately 18 months from SPA date whereupon BHB shall become the legal and beneficial owner of the Lands.

#### **2.4 Liabilities to be Assumed**

BHB will not assume any liabilities including contingent liabilities and guarantees arising from the Proposed Acquisition.

#### **2.5 Estimated Financial Commitments**

Save for the Purchase Consideration and the future project development costs for the Lands to be financed by APHB Group (the exact quantum of which is dependent on the development plan which have yet to be determined at this juncture), the Board does not foresee any additional financial commitment arising from the Proposed Acquisition.

#### **2.6 Source of Funding**

The Purchase Consideration is expected to be funded via by bank borrowings and/or internal generated funds. The deferred payment terms for the Proposed Acquisition will allow a longer timeframe for the APHB Group to raise the funds required.

#### **2.7 Estimated Timeframe for Completion**

Barring any unforeseen circumstances, the Proposed Acquisition is expected to be completed in the fourth quarter of 2019.

### **3. INFORMATION ON THE PURCHASER**

BHB, a wholly-owned subsidiary of APHB, is a private limited company incorporated in Malaysia on 22 March 1974, with share capital of RM110,000,000 comprising 110,000,000 ordinary shares. The company is principally involved in investment holding, property investment and development, and renting out retail properties.

As at the LPD, the directors of BHB are Tan Sri Dato' Seri Hj Megat Najmuddin Bin Datuk Seri Dr Hj Megat Khas, Dato' Mustapha Bin Buang and Dr. Yu Tat Loong.

#### 4. INFORMATION ON THE VENDOR

JMSB is a private limited company incorporated in Malaysia on 28 August 1978, with share capital of RM1,750,000 comprising 1,750,000 ordinary shares. The company is principally involved in property development.

Based on information provided by the Vendor, the directors of JMSB and their interests in JMSB as at LPD are as follows:-

Shareholdings of JMSB	Direct Interest		Indirect Interest *	
	RM	%	RM	%
<b><u>Director</u></b>				
Mohamad Izri Bin Ayob	-	-	-	-
Syaiful Azuar Bin Japari	-	-	-	-
<b><u>Substantial Shareholder</u></b>				
Bee Hin Holdings Sdn Bhd	1,750,000	100%	-	-

JMSB is a wholly owned subsidiary of Bee Hin Holdings Sdn Bhd. Bee Hin Holdings Sdn Bhd is in the process of liquidation. Bee Hin Holdings Sdn Bhd is a private limited company incorporated in Malaysia on 19 September 1979, with share capital of RM20,769,700 comprising 20,769,700 ordinary shares. The company was principally involved in investment holding prior to its liquidation. The directors of Bee Hin Holdings Sdn Bhd and their interests in the company prior to its liquidation are as follows:-

Shareholdings of Bee Hin Holdings Sdn Bhd	Direct Interest		Indirect Interest *	
	RM	%	RM	%
<b><u>Director</u></b>				
Bahador Shah Bin Md Isa, Dato'	-	-	-	-
Mohamad Izri Bin Ayob	-	-	-	-
<b><u>Substantial Shareholder</u></b>				
Kuala Lumpur Industries Holdings Bhd	20,769,700	100%	-	-

#### 5. RATIONALE FOR THE PROPOSED ACQUISITION

The Proposed Acquisition will provide a good opportunity for APHB Group to acquire land of a substantial size in a strategic location within the vicinity of Kuala Lumpur, thus enabling the Group to commence the planning and development works expediently whilst the deferred payment terms for the Purchase Consideration will enable the Group to reduce an immediate cash outflow.

The sizable Lands will fit a wider mix of products when being developed. Furthermore, the Lands are easily accessible via major highways like NPE Highway and KESAS. The strategic location with good connectivity within the Klang Valley is expected to augur well for future development thus enhancing the prospects and earnings of the Group in the future.

## **6. ECONOMIC AND INDUSTRY OUTLOOK**

The economic and property market outlook are set out below:

### **6.1 Economic Outlook**

The Malaysian economy grew 5.4% in the first quarter of 2018. Growth was supported by steady domestic demand, which expanded 4.1%, in particular, the private sector expenditure. Private consumption grew 6.9% supported by steady employment and low inflation rate. Consumer spending was mainly in food & non-alcoholic beverages segment, constituting 21.2% of overall consumer spending, followed by housing, water, electricity, gas and other fuels, and communication segments.

*(Source : Malaysian Economy First Quarter 2018, Ministry of Finance)*

The Malaysian economy expanded at a slower pace of 4.5% in the second quarter of 2018 (1Q 2018: 5.4%). On the supply side, major economic sectors, notably the services and manufacturing sectors, remained supportive of growth. Growth in the services sector was sustained during the quarter, driven primarily by the wholesale and retail trade sub-sector arising from increased household spending following the zerorisation of the GST rate. Growth in the finance and insurance sub-sector was driven by continued strength in lending activity. The manufacturing sector grew at a more moderate pace supported by continued strength in the electronics and electrical, consumer- and construction-related clusters. Growth in the construction sector continued to moderate in the second quarter.

Headline inflation, as measured by the annual percentage change in the Consumer Price Index (CPI), declined to 1.3% in the second quarter of 2018 (1Q 2018: 1.8%). The lower inflation outcome mainly reflected the zerorisation of the GST rate. The impact from the GST zerorisation, however, was offset by higher transport inflation. Nevertheless, the fixed RON95 petrol price has helped to contain further increases in fuel inflation during the quarter.

The Malaysian economy is expected to remain on a steady growth path in 2018. Going forward, growth is expected to be broadly sustained, supported mainly by private sector spending. Greater certainty in domestic policy in the coming months is expected to provide support to growth prospects. Malaysia's macroeconomic fundamentals remain strong, and thus provide the country with the requisite buffers to effectively manage potential shocks to the economy.

*(Source : Quarterly Bulletin, Second Quarter 2018, Bank Negara Malaysia)*

### **6.2 Malaysian Property Market Outlook**

Malaysia recorded a total of 311,824 transactions valued at RM139.84 billion in 2017. Amid weak property market sentiment, these figures reflected a 2.7% and 3.8% contraction in the volume and value of property transactions respectively when compared to the corresponding period of 2016.

The residential sub-sector, which continued to remain dominant with a 62.4% share of total transacted volume weakened, posting a 4.1% decline in the number of sales. Interestingly, despite the lower transacted volume, the 49.0% share in total transacted value was 4.4% higher than 2016. As for the commercial sub-sector, both volume and value of transactions declined by 6.7% and 29.2% respectively. A total of 22,162 commercial properties valued at RM25.44 billion changed hands in 2017 (2016: 23,745 transactions valued at RM35.94 billion).

Meanwhile, the development land sub-sector registered a total 18,953 transactions with corresponding value of RM20.78 billion (2016: 18,918 transactions valued at RM17.49 billion); displaying a slight growth of 0.2% in volume and 18.8% increase in value. The average value per (development land) transaction was analysed to RM1,096,641 in 2017, reflecting a 18.6% increase from RM924,592 per transaction recorded in 2016.

*(Source : Valuation Report)*

Banks continued to extend loans for the purchase of residential property to eligible borrowers, including to first-time house buyers. Outstanding loans extended by banks for house financing were sustained at 8.9% on an annual basis in 1st quarter 2018 (4Q 2017: 8.9%). Loan approval rates for houses priced below RM500,000 stood at 71.5%, with most major states recording housing loans approval rates above 70%. The overall debt repayment capacity of households is expected to remain sound, supported by sustained wage growth as a result of favourable labour market conditions. Aggregate household financial assets and liquid financial assets continued to be adequate at 2.1 and 1.5 times of debt, respectively. However, banks remained cautious in extending lending to these segments as reflected in the lower loan approval rates for the construction and purchase of such properties of 62% and 71.3% respectively in 1st quarter 2018 because of the oversupply situation in the office space and shopping complex segment continued to persist despite some pickup in rental rates for selected shopping complexes in choice locations.

(Source : *Quarterly Bulletin, First Quarter 2018, Bank Negara Malaysia*)

Growth in the construction sector continued to moderate in the second quarter. In the residential and non-residential sub-sectors, growth continued to decline. The development partly reflected the significant number of unsold residential properties and oversupply of office spaces and shopping complexes. In Malaysia, houses are now less affordable across most parts of the nation. The deterioration in housing affordability is largely attributed to supply-demand mismatches and slower income growth. The undersupply of affordable homes is also exacerbated by the fact that recent housing launches were skewed towards the higher-end property segment, which are out of reach for many Malaysians.

(Source : *Quarterly Bulletin, Second Quarter 2018, Bank Negara Malaysia*)

### 6.3 Selangor Property Market Outlook

The following table sets out the volume and value of property transactions according to property sub-sector in Selangor:-

Property Sub-Sector	Volume (No. of Units)			Value (RM Million)		
	2015	2016	2017	2015	2016	2017
Residential	57,827	48,879	47,551	24,868.55	21,933.66	22,584.47
Commercial	7,472	5,604	5,154	6,894.38	5,985.41	6,612.06
Industrial	2,037	1,638	1,957	5,589.58	5,891.39	6,168.90
Agriculture	4,524	4,112	4,160	2,245.67	3,229.96	1,152.53
Development land	3,043	2,727	2,678	7,554.67	3,634.70	4,016.67
Others	2	2	0	1.02	30.09	0.00
<b>Total</b>	<b>74,905</b>	<b>62,959</b>	<b>61,500</b>	<b>47,153.87</b>	<b>40,705.22</b>	<b>40,534.63</b>

(Source: NAPIC)

Similar to the national trend, the Selangor property market performance was also lacklustre in 2017, registering lower volume and value of transactions. The residential sub-sector, which dominated market activities, accounted for 77.3% and 55.7% share of volume and value of transactions respectively. The commercial sub-sector registered a decline of 8.0% in transacted volume although the value of transactions was higher by 10.5%. As for the development land sub-sector, the volume of transactions was also lowered marginally by - 1.8% while the value of transactions saw an increase of 10.5%.

In 2017, a total of 47,551 properties worth RM22.58 billion changed hands in Selangor. District Petaling, wherein the Lands lies, recorded the highest volume of transactions with 15,645 units or 32.9% share and corresponding value of RM9.81 billion. This is followed by District Hulu Langat with 9,693 units or 20.4% valued at RM4.11 billion and Klang with 7,522 units valued at RM3.07 billion.

In terms of supply of residential property, the total residential stock in Selangor stood at 1,494,222 units as of 2017. The bulk of supply is contributed by the 2 to 3-storey terraced category with 458,144 units or 30.7% share of total supply. This is followed by the condominium/ apartment category with 339,724 units or 22.7%. Meanwhile, with respect to the demand of residential property in Selangor, the terraced category recorded the highest volume of transactions of 20,472 units within the residential sub-sector, with corresponding transacted value of RM10,879.51 million. This is followed by the condominium/ apartment category with 8,839 transacted units valued at RM3,246.87 million.

*(Source : Valuation Report)*

#### **6.4 Prospects of the Lands**

The Lands are located within an area zoned for mixed residential use with condition of “zon bercampur kediaman ini membenarkan aktiviti perdagangan dijalankan tidak melebihi 30%” vide the “Draf Rancangan Kawasan Khas Zon Perancangan PJU 1, PJU 2, SS & PJS Petaling Jaya – Pelan Gunatanah Tahun 2010”. Under “Pelan Gunatanah Tahun 2020”, the future zoning of the subject property will be zoned for mixed commercial use. *(Source: Valuation Report)*

The Board of APHB views that the Lands’ strategic location and easy access to major highways make it a suitable site for mixed development and will serve as valuable land bank for the Group’s property division. The Lands have road frontages and are easily accessible from the Kuala Lumpur city centre via major roads. The immediate and surrounding vicinity is developed with residential and commercial mix.

### **7. RISK FACTORS**

Some of the risk factors (which may not be exhaustive) pertaining to the Proposed Acquisition are as follows:

#### **7.1. Non-completion of the Proposed Acquisition**

If the Proposed Acquisition is not completed, the APHB Group will not achieve the objectives and benefits of the Proposed Acquisition, as disclosed in Section 5 above. In the event the default of the SPA is on the part of the Purchaser whereby the Purchaser defaults in the payment of the First Tranche Payment, the 10% of the Purchase Consideration amounting to RM30 million shall be forfeited by the Vendor as agreed liquidated damages. In the event the default of the SPA is on the part of the Vendor, the Purchaser is entitled to a remedy of specific performance of the SPA or the Vendor shall at the Purchaser’s sole discretion, either refund all monies paid by the Purchaser and shall further pay a sum of 10% of the Purchase Consideration amounting to RM30 million as agreed liquidated damages to the Purchaser. Notwithstanding this, APHB shall endeavour to ensure that the Proposed Acquisition is completed in accordance with the terms and conditions of the SPA.

#### **7.2. Compulsory acquisition by the Government**

The Malaysian Government has the power to compulsorily acquire any land in Malaysia pursuant to the provisions of the applicable legislation including the Land Acquisition Act, 1960. In such event, the amount of compensation to be awarded is based on the market value of the property and is assessed on the basis prescribed in the Land Acquisition Act, 1960 and other relevant laws. If the Lands or part of the Lands are compulsorily acquired by the Malaysian Government at a point in time when the market value of the Lands is lower than the Purchase Consideration, the compulsory acquisition could adversely affect the value of the Lands and have a negative effect on the financials of the APHB Group. Should such circumstances arise, the APHB Group shall endeavour to seek a fair compensation from the Malaysian Government based on its purchase consideration.



Should the compulsory acquisition take place before the Completion Date of the SPA, whichever is the earlier, BHB can either proceed with the Proposed Acquisition and all compensation paid shall be to the Purchaser or terminate the SPA. The Board will assess the options available in such event and opt for a suitable option in the interest of the APHB Group. In the event of the Purchaser desiring to terminate the SPA, the Purchaser shall notify the Vendor of the same and all monies paid towards the Purchase Consideration shall be refunded to the Purchaser.

### **7.3. Business Risks**

The future development of the Lands is dependent on the risks inherent in the property development industry which the Group is principally involved in. The business risks may include competition from other property developers in acquiring strategically located land banks at viable prices, fluctuation in interest rate and high real property gain tax which may affect consumers' demand across various types of properties, shortage of raw material and labour, stringent housing loan approval process, removal of developer interest bearing scheme, and other changes on economic, social and political conditions. Any adverse change in such conditions may have an adverse material effect on the Group.

The Lands being ex-mining land is also filled up with unknown materials and waste with reports of a presence of hydrogen sulphide which may affect the viability of the Lands. In this respect, the Company expects to carry out remediation works for the Lands in order to reduce and remove contamination and pollution to levels which meet development standard. The Company had sought the review and confirmation of a geographical consultant which has noted that the requirement needed to develop the Lands is well within the local construction expertise and design capacity in dealing with the necessary work required and to ensure that the health and environmental standard consistent with good international standard is achieved.

Upon obtaining the necessary development approvals, the Company expects to realise and unlock the value of the Lands in the future.

### **7.4. Financing Risks**

The dependence on financing will create additional expenditure and cash outflow requirements for APHB in the future. The financing costs will also be dependent on the fluctuation of interest rates which APHB will incur pursuant to the borrowings.

However, APHB will continuously monitor its gearing level and ensure that it will have sufficient funds to repay such borrowings as and when they are due. The financing requirements are also mitigated by the deferred payment terms of the Proposed Acquisition, thereby greatly reducing the immediate need to obtain financing for the Proposed Acquisition and possibly allowing the Company to generate revenue from the Lands to finance the later payments.

## 8. EFFECTS OF THE PROPOSED ACQUISITION

### 8.1. Share Capital and Shareholdings of Substantial Shareholders

The Proposed Acquisition does not have any effect on the share capital and substantial shareholders' shareholdings in APHB as the Purchase Consideration is to be satisfied wholly in cash and does not involve any issuance of shares in APHB.

### 8.2. Earnings and EPS

The Proposed Acquisition is not expected to materially affect the earnings and EPS of the APHB Group for the financial year ending 31 March 2019 as the Proposed Acquisition is expected to be completed in the fourth quarter of 2019. It will increase the APHB Group's landbank and is expected to contribute positively to the future earnings of APHB.

### 8.3. NA and gearing

The proforma effects of the Proposed Acquisition on the NA and gearing of APHB based on the audited financial statements for the financial year ended 31 March 2018 are set out below:-

	<b>Audited as at 31 March 2018 RM'000</b>	<b>After the Proposed Acquisition RM'000</b>
Share capital	209,943	209,943
Other reserves	79,797	79,797
Retained earnings	701,550	701,365 <sup>#</sup>
Non-controlling interests	-	-
Shareholders' funds	991,290	991,105
Net assets per share	96 sen	96 sen
Total borrowings	341,939	581,939 <sup>*</sup>
Gearing	0.35 times	0.59 times

Notes:

<sup>#</sup> The total estimated expenses in relation to the Proposed Acquisition amounts to approximately RM9.50 million. These expenses include stamp duties relating to the memorandum of transfer of the Lands of approximately RM9.0 million, and other costs, such as professional fees, regulatory fees, printing and advertising costs of approximately RM0.50 million. Approximately RM9.3 million will be capitalized as land cost as such expenses are directly attributable to the Proposed Acquisition, whilst the remaining estimated expenses of RM185,000 will be charged to retained earnings.

<sup>\*</sup> Assuming 80% of the Purchase Consideration which is equivalent to RM240 million is funded through borrowings.

## **9. APPROVALS REQUIRED**

The Proposed Acquisition is conditional upon approvals being obtained from the following:-

- (i) the Creditors' Approval by the Vendor (to be obtained);
- (ii) The shareholders of the Vendor authorising the disposal of the Lands (to be obtained);
- (iii) the shareholders of APHB at the forthcoming extraordinary general meeting; and
- (iv) the relevant State Consent to transfer the Lands from the Vendor to BHB.

The Proposed Acquisition is not conditional upon any other corporate exercises being undertaken by APHB.

## **10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED**

None of the Directors and/or major shareholders of APHB and/or persons connected to them have any interest, direct or indirect, in relation to the Proposed Acquisition.

## **11. PROPOSALS ANNOUNCED BUT PENDING IMPLEMENTATION**

Save for the Proposed Acquisition, the Company has not announced any corporate exercise/scheme which has yet to be completed as at the date of this Circular.

## **12. DIRECTORS' RECOMMENDATION**

The Board of Directors of APHB, after taking into consideration the various aspects of the Proposed Acquisition (including but not limited to the rationale, the valuation of the Lands, the Consideration, the terms and condition as well as the financial effects of the Proposed Acquisition) is of the opinion that the Proposed Acquisition is in the best interest of APHB. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Acquisition to be tabled at our forthcoming EGM.

## **13. TENTATIVE TIMETABLE FOR THE PROPOSED ACQUISITION**

Barring any unforeseen circumstances and subject to the fulfilment of all conditions precedent set out in Section 2.3.2 above, the Proposed Acquisition is expected to be completed in the fourth quarter of 2019. The tentative timetable in relation to the Proposed Acquisition is as follows:

<b>Tentative Date</b>	<b>Event</b>
End May 2019	- Fulfilment of all conditions precedent for the SPA
End November 2019	- Completion of the Proposed Acquisition

The relevant announcements on the progress of the Proposed Acquisition will be made in due course.

#### **14. EGM**

Our EGM will be held at Banyan Room, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara, 60000 Kuala Lumpur on Friday, 21 September 2018, at 11.00 a.m. or immediately after the conclusion or adjournment of the 100<sup>th</sup> Annual General Meeting which will be held at the same venue on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution on the Proposed Acquisition. The Notice of EGM is enclosed in this Circular.

If you are unable to attend and vote in person at our EGM, please complete, sign and return the enclosed Proxy Form, in accordance with the instructions printed on it, so as to arrive at 12<sup>th</sup> Floor, Menara SMI, No. 6, Lorong P Ramlee, 50250 Kuala Lumpur as soon as possible and in any event no less than forty eight (48) hours before the time set for our EGM or at any adjournment thereof. You may still attend and vote in person at the EGM if you wish to do so, even after you have completed and returned the Proxy Form.

#### **15. FURTHER INFORMATION**

You are requested to refer to the enclosed appendices for further information.

Yours faithfully  
For and on behalf of the Board of  
**ASIAN PAC HOLDINGS BERHAD**

**TAN SRI DATO' SERI HJ MEGAT NAJMUDDIN BIN DATUK SERI DR HJ MEGAT KHAS**  
Chairman/Independent Non- Executive Director

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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY  
KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018**


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**PRIVATE & CONFIDENTIAL**

Asian Pac Holdings Berhad  
12<sup>th</sup> Floor, Menara SMI  
No. 6, Lorong P. Ramlee  
50250 Kuala Lumpur

Date: 29<sup>th</sup> August 2018

Reference No.: V/COR/18/0039/tyw

Dear Sir / Madam,

**VALUATION CERTIFICATE FOR LOT NOS. PT 12813 – PT 12817 (INCLUSIVE) HELD UNDER TITLE NOS. HSD 54784 – HSD 54788 (INCLUSIVE) RESPECTIVELY; ALL HELD UNDER MUKIM AND DISTRICT OF PETALING, SELANGOR DARUL EHSAN (HEREINAFTER REFERRED TO AS THE "SUBJECT PROPERTY")**

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We were instructed by BH Builders Sdn Bhd, a wholly-owned subsidiary of Asian Pac Holdings Berhad (hereinafter referred to as the Client) for our firm to provide to ascertain the Market Value of the legal interest in the Subject Property stated herein (hereinafter referred to as the Subject Property).

This Valuation Certificate is prepared for inclusion in the Circular to unitholders of Asian Pac Holdings Berhad pursuant to the Submission to Bursa Malaysia Securities Berhad in relation to the proposed acquisition of the subject property by BH Builders Sdn Bhd, a wholly-owned subsidiary of Asian Pac Holdings Berhad.

The Valuation was prepared in conformity with the Asset Valuation Guidelines issued by the Securities Commission Malaysia and the Malaysian Valuation Standards published by the Board of Valuers, Appraisers, Estate Agents and Property Managers, Malaysia.

This Valuation Certificate is prepared in accordance with the general principles adopted and limiting conditions as enclosed at the end of our formal Valuation Report. For all intents and purposes, this Valuation Certificate should be read in conjunction with our formal Valuation Report.

The basis of valuation adopted is the **Market Value** which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

**WE WERE SPECIFICALLY INSTRUCTED BY THE CLIENT TO ASCERTAIN THE MARKET VALUE OF THE SUBJECT PROPERTY AS A PARCEL OF VACANT RESIDENTIAL LAND, TO EXCLUDE ALL EXISTING BUILDINGS / STRUCTURES CONSTRUCTED THEREON.**

**"IF ANY PARTY WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTIONS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON ASSUMPTIONS THAT ARE NOT YET OR FULLY REALISED".**

Accordingly, we have conducted the site inspection on 7<sup>th</sup> June 2018 and adopted the date of inspection as our material date of valuation.

Brief description of the Subject Property is attached overleaf.



**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**



**IDENTIFICATION OF PROPERTY**

<b>Legal Description</b>	Lot Nos. PT 12813 – PT 12817 (inclusive) held under Title Nos. HSD 54784 – HSD 54788 (inclusive) respectively; all held under Mukim and District of Petaling, Selangor Darul Ehsan.
<b>Type of Property</b>	Five parcels of residential land.
<b>Locality</b>	Located along Jalan Maju Jaya 1/1, 58200 Petaling Jaya, Selangor Darul Ehsan.
<b>Title Particulars</b>	The following table outlines the title particulars of the Subject Property.

**Summary of Title Particulars**

<b>Legal Description:</b>	Lot Nos. PT 12813 – PT 12817 (inclusive) held under Title Nos. HSD 54784 – HSD 54788 (inclusive) respectively; all held under Mukim and District of Petaling, Selangor Darul Ehsan.	
<b>Provisional Land Area</b>	PT 12813	56,655.984 square metres (14 acres)
	PT 12814	60,702.84 square metres (15 acres)
	PT 12815	60,702.84 square metres (15 acres)
	PT 12816	60,702.84 square metres (15 acres)
	PT 12817	60,702.84 square metres (15 acres)
<b>Tenure:</b>	Leasehold interests for a term of 99 years expiring on 2 <sup>nd</sup> August 2090 (remaining lease of about 72 years); in respect of all titles.	
<b>Registered Proprietor:</b>	Jiwa Murni Sdn Bhd; in respect of all titles.	
<b>Category of Land Use:</b>	'Bangunan'; in respect of all titles.	
<b>Express Condition:</b>	'Bangunan kediaman'; in respect of all titles.	
<b>Restriction-In-Interest:</b>	'Tanah yang diberi milik ini tidak boleh dipindah milik, dipajak atau digadai melainkan dengan kebenaran Pihak Berkuasa Negeri'; in respect of all titles.	
<b>Encumbrance:</b>	Charged to OCBC Bank (Malaysia) Berhad vide Presentation No. 33263/2016, registered on 20 <sup>th</sup> April 2016; in respect of all titles.	
<b>Endorsement:</b>	<ul style="list-style-type: none"> <li>i. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 57645/2000, registered on 15<sup>th</sup> December 2000 in respect of PT 12813, PT 12814, PT 12815, PT 12816 and PT 12817.</li> <li>ii. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 18087/2007, registered on 11<sup>th</sup> May 2007 in respect of PT 12813.</li> <li>iii. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 18091/2007, registered on 11<sup>th</sup> May 2007 in respect of PT 12814.</li> <li>iv. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 18089/2007, registered on 11<sup>th</sup> May 2007 in respect of PT 12815.</li> <li>v. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 18092/2007, registered on 11<sup>th</sup> May 2007 in respect of PT 12816.</li> </ul>	

**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY  
KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**



**PROPERTY DESCRIPTION (CONT'D)**

- vi. Private caveat has been lodged by Lagenda Kencana Sdn Bhd vide Presentation No. 18093/2007, registered on 11<sup>th</sup> May 2007 in respect of PT 12817.

- Note 1 Based on the Certified Plan Nos. PA 231270, PA 231271 and PA 231272 we note that Lot Nos. PT 12813 – PT 12817 (inclusive) will be re-designated as Lot Nos. 76049 – 76053 (inclusive) respectively, having a total surveyed land area of 30.009 hectares (74.15 acres).
- Note 2 Pursuant to a copy of the Sale and Purchase Agreement dated 25<sup>th</sup> May 2018 made between Jiwa Murni Sdn Bhd (the 'Vendor') and BH Builders Sdn Bhd (the 'Purchaser'), we noted that the subject property was transacted for the consideration of RM300,000,000 subject to terms and conditions stated therein.
- Note 3 We have been informed by the Client that total approximate area for earth drain is about 2,700 square metres traversing across Lot PT 12816 (Lot 76052) and Lot PT 12817 (Lot 76053); whilst the total approximate area for monsoon drain is about 1,700 square metres traversing across Lot PT 12813 (Lot 76049), Lot PT 12815 (Lot 76051) and Lot PT 12817 (Lot 76053). The areas for earth and monsoon drain are considered non-developable areas and to be reserved for such purposes. For the purpose of this Report and Valuation, we have adopted a net land area of about 295,689.55 square metres in our valuation.
- Note 4 In our assessment, we have valued the subject property on the basis of free from encumbrances. We further noted in the Sales and Purchase Agreement (SPA) that Jiwa Murni Sdn Bhd (Vendor) will deliver vacant possession of the lands which shall be free from encumbrances to BH Builders Sdn Bhd (Purchaser) as legal and beneficial owner of the lands.

Further, it is stated under the clause 5.4.1 of the SPA wherein upon execution of the SPA, a duly executed withdrawal of caveat form by the Developer (defined as Lagenda Kencana Sdn Bhd in Page 1 Note 4 of the SPA) together with the registration fee thereof, would have been delivered to the Purchaser. Upon receipt thereof, the Purchaser's Solicitors are authorised to present the Developer's Withdrawal Caveat for registration immediately after the date of the SPA.

**Surveyed Land Area**

Lot No.	Surveyed Land Area	
	Hectares	Acres
76049 (PT 12813)	5.677	14.03
76050 (PT 12814)	6.083	15.03
76051 (PT 12815)	6.083	15.03
76052 (PT 12816)	6.083	15.03
76053 (PT 12817)	6.083	15.03
<b>Total</b>	<b>30.009</b>	<b>74.15</b>



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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY  
KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**


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**PROPERTY DESCRIPTION (CONT'D)**
**Location**

The subject property is sited along the southern (left) side of Lebuhraya Baru Pantai (NPE) and northern (right) side of Lebuhraya Shah Alam (KESAS), travelling from Taman OUG towards Bandar Sunway. The Kuala Lumpur city centre is located approximately 10 kilometres due north-east of the subject property.

The subject property fronts onto Jalan Maju Jaya 1/1 and is easily accessible from the Kuala Lumpur city centre via Jalan Syed Putra, Lebuhraya Baru Pantai, exiting onto Jalan Maju Jaya 1/1 leading towards the subject property, all being well-maintained metalled roads.

**Site Description**

Based on Annual Report of "Kajian Penilaian Pencemaran Persekitaran Dan Geoteknikal Di Kawasan Tasik Lombong PJS3, Taman Sri Manja, Petaling Jaya" prepared by Majlis Bandaraya Petaling Jaya (MBPJ) and Unit Perundingan Universiti Malaya dated May 2007, we note that the subject property was previously part of an ex-mining lake measuring in total about 114 acres. Based on the report, the subject property used to be an ex-mining lake with a depth of more than 150 metres and also known as an unofficial and unregulated dumpsite. After filling up of the ex-mining lake with unknown materials / wastes, the report noted that there were presence of hydrogen sulphide (H<sub>2</sub>S) and the toxic gas was being released at certain location of the subject property in the past.

Based on "Laporan Pemantauan Gas Hydrogen Sulfida di PJS3 Taman Seri Manja, Petaling Jaya" prepared by Majlis Bandaraya Petaling Jaya (MBPJ) dated May 2015, it was noted that the presence of the hydrogen sulphide gas was considered to be at a much lower level that can be detected by human from the years 2013 to 2015.

In addition, based on the conclusions and recommendations in the report dated May 2007, it was recommended that any developer who undertakes construction works / development on the subject property must ensure the construction process is properly supervised by a qualified engineering consultant and adhere to acceptable procedures and strictly in accordance with established standards. The developer should put in place and carry out necessary remediation works for the subject property in order to reduce / remove contamination and pollution to levels which are low enough for development purposes.

Accordingly, the condition as stated in the report dated May 2007 was considered in our valuation process. In reflecting the fact the land is filled/ reclaimed ex-mining lake, we have included a downward adjustment of 20% in our valuation workings.

As of the date of valuation, we have been provided with the latest consultant reports on soil investigations / studies dated 8<sup>th</sup> February 2018 and an environmental pollution assessment report dated May 2007 and subsequent report dated May 2015.

Based on the brief summary report prepared by Jurutera Rekacekap Sdn Bhd, it is noted that various method of soil treatment can be carried out such as dynamic compaction and stone column where no major structure will be situated. As for proposed high-rise buildings with heavy load, hand dug caissons may be feasible.

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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY  
KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**


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**PROPERTY DESCRIPTION (CONT'D)**

**Site Description (Cont'd)** Based on the brief summary letter prepared by Geotechnical Consulting, it is noted that any construction / development on the subject property to account for the obstruction, deterioration and settlement caused by the fill debris. It is further noted that additional attention needed to be given to appropriate handling of biodegradable debris fill.

We further noted from the abovementioned letter where it indicated the requirement needed to develop the subject property is well within the local construction expertise and design capacity in dealing with the necessary work require in this area and to ensure that the health and environmental standard consistent with good international standard is achieved.

We shall not be held liable for any losses or damages (monetary or otherwise) by any party relying on the Valuation if the result of such environmental pollution assessment, groundwater and soil investigations / studies indicate an unstable soil structure with high levels of contamination and pollution rendering the subject property with limited use for development and our Valuation is subject to this limitation.

The subject site consists of five parcels of contiguous residential land and when combined, forms a regular shape with a total title land area of about 299,467.344 square metres (74.00 acres); bordered by Jalan Maju Jaya 10 to its immediate north-east, Jalan PJS 2/1 to its immediate east and Jalan Sri Manja to its immediate south.

The terrain of the subject site is generally categorized as flat with some portions having minor undulation; with its site boundaries not demarcated with any form of perimeter fencing. At the date of inspection, we note that the site is partially cleared and partially covered with heavy undergrowth; minor part of its area which has been erected with building structures meant for warehouse and accommodation purposes. For the purpose of this Valuation, we have excluded the aforesaid building structures. Presently, the existing access to the subject site is via Jalan Maju Jaya 1/1.

Based on the Certified Plan Nos. PA 231270, PA 231271 and PA 231272 we note that Lot Nos. PT 12813 – PT 12817 (inclusive) will be re-designated as Lot Nos. 76049 – 76053 (inclusive) respectively; having a total surveyed land area of 30.009 hectares (74.15 acres).

Based on the contour plan bearing Plan No. 316/C/SEL/99/AE1 prepared by Ukur Perdana, we note that there is a monsoon drain and earth drain traversing across Lot PT 12813 (Lot 76049), Lot PT 12815 (Lot 76051) and Lot PT 12817 (Lot 76053).at western boundary and Lot PT 12816 (Lot 76052) and Lot PT 12817 (Lot 76053) at north-eastern boundary respectively.

We have been informed by the Client that total approximate area for earth drain is about 2,700 square metres traversing across Lot PT 12816 (Lot 76052) and Lot PT 12817 (Lot 76053); whilst the total approximate area for monsoon drain is about 1,700 square metres traversing across Lot PT 12813 (Lot 76049), Lot PT 12815 (Lot 76051) and Lot PT 12817 (Lot 76053). The areas for earth and monsoon drain are considered non-developable areas and to be reserved for such purposes. For the purpose of this Report and Valuation, we have adopted a net land area of about 295,689.55 square metres in our valuation."



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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**


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**MARKET VALUE**

<b>Site Description (Cont'd)</b>	<p>We further noted that part of the northern portion of Lot 76052 (Lot PT 12816) is being used as metal scrap area and erected with temporary structures.</p> <p>AS AT THE DATE OF INSPECTION, WE NOTED THAT THERE ARE SEVERAL TEMPORARY STRUCTURES ERECTED ON LOT 76052 (LOT PT 12816). WE WERE SPECIFICALLY INSTRUCTED BY THE CLIENT TO ASCERTAIN THE MARKET VALUE OF THE SUBJECT PROPERTY AS A PARCEL OF VACANT RESIDENTIAL LAND, TO EXCLUDE ALL THESE TEMPORARY STRUCTURES ERECTED THEREON.</p> <p>"IF ANY PARTY WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTIONS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON ASSUMPTIONS THAT ARE NOT YET OR FULLY REALISED"</p> <p>It is noted that the abovementioned temporary structures only take up a minor portion of the Lot 76052 (Lot PT 12816) land area. Therefore, the removal cost for the temporary structures are immaterial and our valuation will be based on the abovementioned assumption.</p> <p>We have not conducted any boundary checks, however, we assume that the dimensions correspond with those shown in the title document and relevant plans. As our inspection was done specifically for the purpose of this valuation, it is advised that any parties interested in the subject property for any other reasons whatsoever conduct their own inspection to confirm the relevant site details and engage the services of a qualified Land Surveyor to determine the boundaries if so required.</p>
<b>Planning</b>	<p>Vide the "Draf Rancangan Kawasan Khas Zon Perancangan PJU 1, PJU 2, SS &amp; PJS Petaling Jaya – Pelan Gunatanah Tahun 2010", we noted that the subject property is currently located within an area zoned for mixed residential use with condition of "zon bercampur kediaman ini membenarkan aktiviti perdagangan dijalankan tidak melebihi 30%".</p> <p>We further note that under "Pelan Gunatanah Tahun 2020" that the future zoning of the subject property will be zoned for mixed commercial use.</p>
<b>Basis of Valuation</b>	<p>The basis of valuation adopted is the <b>Market Value</b> which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".</p>
<b>Valuation Methodology</b>	<p>In assessing the Market Value of the Subject Property where no submission has been made as yet to secure development approval from relevant authorities, we have considered the <b>Comparison Method</b> of Valuation as the only preferred method of valuation.</p> <p>This approach considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. In general, a property being valued (Subject Property) is compared with sales of similar properties that have been transacted in the open market. Listings and offerings may also be considered.</p>

**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**



**MARKET VALUE (CONT'D)**

In absence of definite, detailed and approved development plans, the Residual Method is very much a theoretical methodology where the finer details of the hypothetical end product and estimated building costs are much more difficult to determine with precision. Merely relying on master planning, proposed developments, zoning or other planning controls are theoretical in nature as the Residual Method reliability depends on the confidence placed on the Gross Development Value and Gross Development Cost computations. Without proper detailed development plans, the Residual Method requires so many assumptions and estimation regarding the hypothetical improvements that the end result is very speculative and subjective.

Using the Comparison Approach, we have identified and analyzed the recent transactions of development land sales in the immediate and surrounding vicinity of the Subject Property:-

**Sales Comparison and Analysis of Land Transactions**

	Comparable 1	Comparable 2	Comparable 3
<b>Legal Description</b>	Lot PT 82697 held under Title No. HSD 316361, Mukim and District of Petaling, Selangor Darul Ehsan	Lot 3443 held under Title No. GRN 44783, Mukim and District of Ulu Langat, Selangor Darul Ehsan	Lot PT 80704 held under Title No. HSM 31374, Mukim and District of Petaling, Selangor Darul Ehsan
<b>Locality</b>	Located along Persiaran Lestari Perdana, Lestari Perdana, Selangor	Located off Persiaran Hijauan Residen 2, Batu 9 Cheras, Selangor	Located along Jalan Cemara, Taman Bukit Serdang, Selangor
<b>Property Type</b>	A parcel of commercial land	A parcel of development land with residential potential	A parcel of residential land
<b>Tenure</b>	Leasehold interest for a term of 99 years, expiring on 4 <sup>th</sup> September 2112	Interest in perpetuity	Interest in perpetuity
<b>Land Area</b>	32,280.26 square metres (347,461.81 square feet)	169,082 square metres (1,819,983.43 square feet)	87,620 square metres (727,855.59 square feet)
<b>Consideration</b>	RM63,000,000	RM145,594,944	RM80,000,000
<b>Analysis</b>	RM1,951.66 per square metre (RM 181.31 per square foot)	RM861.09 per square metre (RM80.00 per square foot)	RM1,183.08 per square metre (RM109.91 per square foot)
<b>Date of Transaction</b>	26 <sup>th</sup> July 2017	9 <sup>th</sup> October 2015	13 <sup>th</sup> April 2015
<b>Vendor</b>	Stratmont Development Sdn Bhd	Glomac Maju Sdn Bhd	SM Fortuneville Sdn Bhd
<b>Purchaser</b>	Utah Aspirasi Sdn Bhd	Perbadanan PR1MA Malaysia	Hayat Abadi Sdn Bhd
<b>Source</b>	Bursa Malaysia Securities Berhad / Circular dated 26 <sup>th</sup> July 2017	Bursa Malaysia Securities Berhad / Circular dated 12 <sup>th</sup> October 2015	Jabatan Penilaian dan Perkhidmatan Harta (JPPH)
<b>Planning</b>	Located within an area zoned for commercial use; with a permissible plot ratio of 1:4	Located within an area zoned for residential use; with a permissible density of 25 unit per acre	Located within an area zoned for residential use; with a permissible density of 24 unit per acre
<b>Adjustment</b>	General adjustments are made for prevailing market condition, location, accessibility, shape, land area, tenure, terrain, zoning, planning approval, category of land use and adverse feature.		
<b>Effective Adjusted Value</b>	RM90.66 per square foot	RM92.40 per square foot	RM86.56 per square foot



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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**


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**MARKET VALUE (CONT'D)**
**Valuation Rationale**

It is noted that there are a couple of commercial and residential land sales that have been transacted recently within the larger locality of the subject property. However, we did not use these recent land sales transactions as our comparables, because they are not directly comparable with the Subject Property in terms of land use, zoning, planning requirements and development potential.

Despite the fact that the Subject Property is located within Petaling Jaya, its exact location of PJS 1 and Taman Medan is known to accommodate low and medium cost properties. As a result, the development potential of the Subject Property may be limited to such development components upon launch.

In addition, we also noted that the title search results of some the recently transacted land sales recorded in Jabatan Penilaian dan Perkhidmatan Harta (JPPH) revealed that the titles have not been registered under the new purchaser names. We have disregard such sales evidences where ownership transfer have not been perfected. We have also excluded land transactions involving parties / landowners that are currently reported to be embroiled in controversies such as Dewan Bandaraya Kuala Lumpur (DBKL) and SRC International Sdn Bhd (subsidiary of 1MDB).

After detailed analysis and investigation of all available land transactions, we have decided that the three comparables used in our valuation are the best comparables to compare against the Subject Property. Based on the comparative analysis, we note that the analysed values of the three comparables are RM91 per square foot, RM92 per square foot and RM87 per square foot for Comparable 1, 2 and 3 respectively.

In reconciling our opinion of Market Value, we have adopted the average value of the three comparables in our Valuation as fair representation of the Subject Property because there is no best direct comparable that can represent the characteristic and similarities of the Subject Property. The average land value derived from the three comparables is RM90 per square foot.

Having regard to the foregoing, we have adopted the value of about RM90 per square foot (RM286,000,000) in our Valuation as a fair representation.

**Note:** It is our opinion that the temporary structures erected on Lot 76052 (Lot PT 12816) can be easily demolished and removed with minimal costs and it does not materially affect the Market Value of the Subject Property.

We wish to draw attention that the titles of the subject property carry restriction-in-interests as stated earlier. In this regard, our valuation is on the basis that written consent from the relevant authority in respect of the aforesaid restriction-in-interests will not be unreasonably withheld.

**AS AT THE DATE OF INSPECTION, WE NOTED THAT THERE ARE SEVERAL TEMPORARY STRUCTURES ERECTED ON LOT 76052 (LOT PT 12816). WE WERE SPECIFICALLY INSTRUCTED BY THE CLIENT TO ASCERTAIN THE MARKET VALUE OF THE SUBJECT PROPERTY AS A PARCEL OF VACANT RESIDENTIAL LAND, TO EXCLUDE ALL THESE TEMPORARY STRUCTURES ERECTED THEREON.**

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**VALUATION CERTIFICATE IN RESPECT TO THE VALUATION OF THE LANDS PREPARED BY  
KNIGHT FRANK MALAYSIA SDN BHD DATED 29 AUGUST 2018 (CONT'D.)**



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**MARKET VALUE (CONT'D)**

"IF ANY PARTY WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTIONS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON ASSUMPTIONS THAT ARE NOT YET OR FULLY REALISED".

Having regard to the foregoing, our opinion of the **Market Value** of the unexpired 99-year leasehold interests (remaining unexpired terms of about 72 years) in the subject property as a vacant residential land, with vacant possession and and subject to the *basis and assumptions stated herein* and the individual titles being free from all encumbrances [including the existing charges to OCBC Bank (Malaysia) Berhad], good, marketable and registrable, as at 7<sup>th</sup> June 2018 is **RM286,000,000** (Ringgit Malaysia Two Hundred and Eighty Six Million Only).

For and on behalf of  
**KNIGHT FRANK MALAYSIA SDN BHD**  
(signed and sealed by)

  
**JUSTIN CHEE TING HWANG**  
Registered Valuer, V-774  
MRICS, MRISM, MPEPS, A Fin  
CTH/tyw



Date: 29<sup>th</sup> August 2018

Note: The above valuation is peer reviewed by  
Knight Frank Malaysia Sdn Bhd (Head  
Office), Mr. Chong Teck Seng (Registered  
Valuer, V-331)

Note: Please note that this certificate shall only be valid  
provided always that a signature of our authorised  
signatory and an official seal have been affixed hereto.

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of APHB have seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular (save for information relating to the Vendor). They confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

Information on the Vendor in this Circular was based on public record and information provided by the Vendor. The only responsibility of our Directors is to ensure that such information is accurately reproduced in this Circular.

**2. CONSENT AND DECLARATION OF CONFLICT OF INTEREST**

The Valuer of the Lands, Knight Frank Malaysia Sdn Bhd has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name, certificate and all references to them in the form and context in which they appear.

Knight Frank Malaysia Sdn Bhd confirms that there is no situation of conflict of interest or potential conflict of interest in its capacity as the Valuer for the Lands.

**3. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**

As at LPD, there are no material commitment and contingent liabilities incurred or known to be incurred by APHB Group which, upon becoming due or enforceable, may have a material impact on the financial position of APHB Group.

**4. MATERIAL CONTRACTS**

Save for the following, the APHB Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) during the past 2 years immediately preceding the date of this Circular:-

- (i) The Trust Deed dated 12 April 2017 constituting the ICULS issued pursuant to the Rights Issue with Warrants;
- (ii) The Deed Poll dated 10 April 2017 constituting the Warrants issued pursuant to the Rights Issue with Warrants; and
- (iii) The SPA.



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**FURTHER INFORMATION (CONT'D)**

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**5. MATERIAL LITIGATION**

APHB and its subsidiary companies are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, or any material claims against the Company or its subsidiary companies, or material arbitration proceedings, which have a material effect on the business or financial position of the Company or its subsidiary companies and the Board does not know of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially affect the business or financial position of the Company or its subsidiary companies.

Based on information provided by JMSB, there are no material litigation, claims or arbitration involving the Lands.

**6. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 12<sup>th</sup> Floor, Menara SMI, No. 6, Lorong P Ramlee, 50250 Kuala Lumpur during business hours on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:-

- (i) the Memorandum and Articles of Association of APHB;
- (ii) the audited consolidated financial statements of APHB for the past 2 financial years ended 31 March 2017 and 2018;
- (iii) the SPA;
- (iv) the Valuation Report and the Valuation Certificate in respect of the Lands prepared by the Valuer dated 6 July 2018 and 29 August 2018 respectively; and
- (v) the Letter of Consent and Declaration referred to in Section 2 above.



# ASIAN PAC HOLDINGS BERHAD

(Company No: 129-T)  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Asian Pac Holdings Berhad (“**APHB**” or “**the Company**”) will be held at Banyan Room, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 21 September 2018 at 11.00 a.m. or immediately after the conclusion or adjournment of the 100<sup>th</sup> Annual General Meeting which will be held at the same venue on the same day at 10.00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

### ORDINARY RESOLUTION

- **PROPOSED ACQUISITION BY BH BUILDERS SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF ASIAN PAC HOLDINGS BERHAD, OF FIVE (5) PARCELS OF LEASEHOLD LANDS HELD UNDER HS(D) 54784 PT NO. 12813, HS(D) 54785 PT NO. 12814, HS(D) 54786 PT NO. 12815, HS(D) 54787 PT NO. 12816 AND HS(D) 54788 PT NO. 12817 IN MUKIM PETALING, DAERAH PETALING, NEGERI SELANGOR MEASURING APPROXIMATELY 74 ACRES IN TOTAL FROM JIWA MURNI SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM300 MILLION**

“THAT approval be and is hereby given for BH Builders Sdn Bhd, a wholly-owned subsidiary of the Company, to acquire the five (5) parcels of leasehold lands held under HS(D) 54784 PT No. 12813, HS(D) 54785 PT No. 12814, HS(D) 54786 PT No. 12815, HS(D) 54787 PT No. 12816 and HS(D) 54788 PT No. 12817 in Mukim Petaling, Daerah Petaling, Negeri Selangor from Jiwa Murni Sdn Bhd for a total cash consideration of RM300 million pursuant to the terms and conditions stipulated in the conditional sale and purchase agreement entered into between BH Builders Sdn Bhd and Jiwa Murni Sdn Bhd on 25 May 2018 and all other supplemental thereto (“**Proposed Acquisition**”).

AND THAT the Directors of the Company be and are hereby authorized to do all acts, deeds, things and to execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company to give full effect to the Proposed Acquisition with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by any relevant authorities and to deal with all matters relating thereto or deemed necessary by the Directors, and to take all steps and do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition.”

### BY ORDER OF THE BOARD

**Chan Yoon Mun** (MAICSA 0927219)

**Ooi Mei Ying** (MAICSA 7051036)

Company Secretaries

Kuala Lumpur  
29 August 2018

### Notes:

1. **Members Entitled to Attend**  
In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the EGM or appoint proxy/proxies to attend and/or vote on his behalf.
2. **Appointment of Proxy**
  - (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than 2 proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company.
  - (b) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
  - (c) Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - (d) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
  - (e) An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his/her attorney and in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
  - (f) An instrument appointing a proxy must be deposited at the Registered Office of the Company at 12th Floor, Menara SMI, No. 6 Lorong P. Ramlee, 50250 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

# PROXY FORM

Extraordinary General Meeting



**ASIAN PAC HOLDINGS BERHAD** (129-T)

(Incorporated in Malaysia)

Registered Office:

12<sup>th</sup> Floor, Menara SMI,

No. 6, Lorong P. Ramlee, 50250 Kuala Lumpur

Tel : 03-2786 3388

Fax: 03-2786 3386

Number of shares held	
CDS Account No.	

I/We (Full Name) \_\_\_\_\_ (NRIC No./ Co. No. \_\_\_\_\_)

Tel No/Mobile No. \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ being a member/members of ASIAN PAC HOLDINGS BERHAD (Co. No. 129-T) do hereby appoint :-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
Address		No. of Shares:	%

and / or failing him/her

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
Address		No. of Shares:	%

or failing him, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Banyan Room, Level G, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 21 September 2018 at 11.00 a.m. or immediately after the conclusion or adjournment of the 100<sup>th</sup> Annual General Meeting which will be held at the same venue on the same day at 10.00 a.m., whichever is later, or any adjournment thereof.

Please indicate with an "X" in the space below how you wish your vote to be cast. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting on the resolution at his/their discretion.

RESOLUTION	FOR	AGAINST
PROPOSED ACQUISITION		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Member

## Notes:

### 1. Members Entitled To Attend

In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the EGM or appoint proxy/proxies to attend and/or vote on his behalf.

### 2. Appointment of Proxy

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (but not more than two 2 proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- An instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his/her attorney and in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- An instrument appointing a proxy must be deposited at the Registered Office of the Company at 12th Floor, Menara SMI, No. 6, Lorong P. Ramlee, 50250 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Fold this flap for sealing

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AFFIX  
STAMP

The Company Secretary

**ASIAN PAC HOLDINGS BERHAD**  
(Company No. 129-T)  
12th Floor, Menara SMI,  
No. 6, Lorong P. Ramlee,  
50250 Kuala Lumpur

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