

**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.

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**RESOURCES**

**APB RESOURCES BERHAD**

(Company No. 564838-V)  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**PART A**

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

**PART B**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO ENABLE APB RESOURCES BERHAD TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL**

**AND**

**IN CONJUNCTION WITH THE SPECIAL BUSINESS  
AT THE NINTH ANNUAL GENERAL MEETING**

The notice of the Ninth (9th) Annual General Meeting ("AGM") to be held at Multipurpose Hall (Card Room), Royal Selangor Club, Dataran Merdeka, Jalan Raja, 50704 Kuala Lumpur on Wednesday, 23 March 2011 at time stated below or at any adjournment thereof together with the Form of Proxy are enclosed in the 2010 Annual Report.

The Form of Proxy should be completed and lodged at the Registered Office of the Company at D12, Tingkat 1, Plaza Pekeliling, No. 2 Jalan Tun Razak, 50400 Kuala Lumpur on or before the time and date indicated below should you be unable to attend the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Monday, 21 March 2011 at 10.00 a.m.  
Date and time of AGM : Wednesday, 23 March 2011 at 10.00 a.m.

This Circular is dated 28 February 2011

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act, 1965 as may be amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“AMC”	: Amalgamated Metal Corporation (M) Sdn Bhd (Company No. 80429-P)
“APB” or the “Company”	: APB Resources Berhad (Company No. 564838-V)
“APB Group” or the “Group”	: APB and its subsidiary companies
“APB Share(s)” or “Share(s)”	: Ordinary share(s) of RM1.00 each in APB
“Audit Committee”	: The audit committee established and appointed by the Board pursuant to Chapter 15, Part C of the Listing Requirements
“Board”	: The Board of Directors of APB
“Bursa Securities”	: Bursa Malaysia Securities Berhad (Company No. 635998-W)
“Code”	: Malaysian Code on Take-Overs and Mergers, 2010, as amended from time to time and any re-enactment thereof
“EJ”	: Era Julung Sdn Bhd (Company No. 561466-K)
“EPS”	: Earnings per share
“Finned Tubes”	: Finned Tubes Malaysia Sdn Bhd (Company No. 747549-H)
“ICPS”	: 5.5% irredeemable convertible preference shares 2004/2009 of RM1.00 each in APB
“Ikram Pintas”	: Ikram Pintas Sdn Bhd (Company No. 542766-K)
“Landas Fikir”	: Landas Fikir Sdn Bhd (Company No. 742991-V)
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 31 January 2011, being the latest practicable date prior to the printing and despatch of this Circular
“Market Day(s)”	: Any day on which Bursa Securities is open for trading of securities
“NA”	: Net assets
“NDT”	: Non-destructive testing
“NTA”	: Net tangible assets
“Peng Fah Engineering”	: Peng Fah Engineering Sdn Bhd (Company No. 54784-P)
“Persons Connected”	: Persons deemed to be connected with a Director or major shareholder pursuant to Section 122A of the Companies Act

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**DEFINITIONS (Cont'd)**

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“Prescan”	:	Prescan Sdn Bhd (Company No. 169056-V)
“Proposals”	:	The Proposed RRPT Renewal and Proposed Share Buy-Back Renewal, collectively
“Proposed RRPT Renewal”	:	Proposed renewal of shareholders’ mandate for the APB Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operation and are in the ordinary course of business of the APB Group
“Proposed Share Buy-Back Renewal”	:	Proposed renewal of shareholders’ mandate to enable APB to purchase up to ten percent (10%) of its issued and paid-up share capital at any point in time
“Purchased Shares”	:	APB Shares purchased pursuant to the Proposed Share Buy-Back Renewal
“Related Party(ies)”	:	A director, major shareholder or person connected with such director or major shareholder. For the purpose of this definition, “director” and “major shareholder” shall have the meanings given in paragraph 10.02 of the Listing Requirements
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“RRPT”	:	Recurrent Related Party Transactions
“SC”	:	Securities Commission
“Transacting Parties”	:	The company or companies transacting with the APB Group for which the Proposed RRPT Renewal is sought
“TTS Engineering”	:	TTS Engineering Sdn Bhd (Company No. 141028-U)
“TTS Enterprise”	:	TTS Enterprise Sdn Bhd (Company No. 105289-V)
“TTS Insu-Write”	:	TTS Insu-Write Services Sdn Bhd (Company No. 214986-M)
“TTS Resources”	:	TTS Resources Sdn Bhd (Company No. 242504-W)
“TTS Transport”	:	TTS Transport Sdn Bhd (Company No. 36620-K)
“Validity Period”	:	The period commencing from the conclusion of the Company’s forthcoming AGM to the date of the next AGM to be held in 2012
“VWAP”	:	Volume weighted average market price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**PART A**

**LETTER TO THE SHAREHOLDERS OF APB IN RELATION TO THE PROPOSED RRPT  
RENEWAL**



**RESOURCES**

**APB RESOURCES BERHAD**

(Company No. 564838-V)

(Incorporated in Malaysia)

**Registered Office:**

D12, Tingkat 1  
Plaza Pekeliling  
No. 2 Jalan Tun Razak  
50400 Kuala Lumpur

28 February 2011

**Directors:**

Yap Kow @ Yap Kim Fah (Chairman / Managing Director)  
Tan Teng Khuan (Chief Operating Officer / Executive Director)  
Gan Chin Boon (Executive Director)  
Lim Hong Liang (Non-Independent Non-Executive Director)  
Yap Kau @ Yap Yeow Ho (Non-Independent Non-Executive Director)  
Chua Eng Seng (Independent Non-Executive Director)  
Johari Low bin Abdullah @ Low Han Hing (Independent Non-Executive Director)  
Mak Fong Ching (Independent Non-Executive Director)  
Muhayuddin bin Musa (Independent Non-Executive Director)  
Yap Swee Sang (Alternate Director to Yap Kow @ Yap Kim Fah)  
Yap Puhui Lin (Alternate Director to Yap Kau @ Yap Yeow Ho)

**To the Shareholders of APB Resources Berhad**

Dear Sir/Madam,

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

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**1. INTRODUCTION**

At the Eighth AGM of the Company held on 25 February 2010, the Board had obtained the shareholders' mandate to allow APB Group to enter into Recurrent Related Party Transactions as set out in the Circular to Shareholders of APB dated 2 February 2010. The aforesaid authorisation for the shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming Ninth AGM of the Company scheduled to be held on 23 March 2011.

On 14 February 2011, the Board announced its intention to seek shareholders' approval for the Proposed RRPT Renewal.

The purpose of this Circular is to provide you with the relevant information on the Proposed RRPT Renewal and to seek your approval for the resolution to be tabled at the forthcoming AGM of the Company. The Notice of the AGM and the Form of Proxy are enclosed in the 2010 Annual Report.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RRPT RENEWAL AT THE FORTHCOMING AGM OF THE COMPANY.**

## **2. DETAILS OF THE PROPOSED RRPT RENEWAL**

### **2.1 Background information**

APB is an investment holding company, while the principal activities of its subsidiary companies are in fabrication of specialised design and manufacturing of engineering equipment for the oil, gas, oleo chemical, petrochemical and power industries, and provision of NDT services and other related services which include ultrasonic flaw detection, pipeline radiographic inspection utilising remote control crawlers, positive material identification and magnetic particle inspection.

The subsidiary companies of APB and their respective principal activities as at the LPD are as follows:

<b>Name of company</b>	<b>Date/ place of incorporation</b>	<b>Issued and paid-up share capital (RM)</b>	<b>Effective interest (%)</b>	<b>Principal activity</b>
<b><i>Subsidiaries of APB</i></b>				
EJ	12.10.2001/ Malaysia	45,638,085	100	Investment holding
Landas Fikir	03.08.2006/ Malaysia	2	100	Dormant
<b><i>Subsidiaries of EJ</i></b>				
AMC	28.01.1982/ Malaysia	3,000,000	100	Fabrication of specialised design and manufacturing of engineering equipment
Prescan	10.03.1988/ Malaysia	1,600,000	100	Provision of non-destructive testing services and other related services
<b><i>Subsidiary of AMC</i></b>				
Finned Tubes	15.09.2006/ Malaysia	2,000,000	100	Fabrication of finned tubes

APB and its subsidiary companies have from time to time, entered into various RRPTs. Pursuant to Paragraph 10.09 (1) of the Listing Requirements, APB is required to make an immediate announcement of such RRPTs where:-

- (i) the consideration, value of assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (ii) the percentage ratios of such RRPT is 1% or more,

whichever is the higher.

In addition, paragraph 10.08 of the Listing Requirements states that:-

- (i) where any one of the percentage ratios of a related party transaction is 5% or more, a listed issuer must issue a circular to its shareholders, obtain specific shareholders' approval for the transaction in general meeting and appoint an independent adviser; and
- (ii) where any one of the percentage ratios is 25% or more, in addition to the foregoing, a listed issuer must also appoint a main adviser.

However, pursuant to paragraph 10.09 of the Listing Requirements, APB is allowed to seek a mandate from its shareholders to enter into RRPTs on terms not more favourable to the Related Party than those generally available to the public.

## **2.2 Validity period of the Proposed RRPT Renewal**

The Proposed RRPT Renewal will take effect from the date of the passing of the Ordinary Resolution proposed at the forthcoming AGM and shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by resolution passed by the shareholders of APB in general meeting,

whichever is the earlier.

The Proposed RRPT Renewal is subject to annual renewal and as such, approval of the shareholders for a renewal of the shareholders' mandate will be sought at each subsequent AGM of the Company. The aggregate value of the RRPTs conducted pursuant to the Proposed RRPT Renewal during the financial year shall be disclosed in APB's annual report. During the period for which such mandate is in force, the requirements of paragraph 10.08 of the Listing Requirements shall not apply to the RRPTs which are comprised in the mandate.

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## 2.3 Class of Related Parties

The Proposed RRPT Renewal involves the following classes of Related Parties:-

Transacting Parties	Principal activity	Date of incorporation	Issued and paid-up share capital (RM)	Period of business relationship with APB Group
Peng Fah Engineering <sup>(1)</sup>	Manufacturing, welding and engineering works	05.02.1980	500,000	> than 10 years
TTS Transport <sup>(2)</sup>	Provision of transportation	15.12.1977	2,000,000	> than 10 years
TTS Insu-Write <sup>(2)</sup>	Insurance agent	02.04.1991	100,002	> than 10 years
TTS Engineering <sup>(2)</sup>	Provision of fabrication works	13.06.1985	1,200,002	> than 10 years
TTS Enterprise <sup>(2)</sup>	Trading, servicing and repairing of vehicle parts and accessories	13.08.1983	200,000	> than 10 years

**Notes:-**

- (1) Mr. Yap Kow @ Yap Kim Fah is the major shareholder.  
 (2) These are subsidiary companies of TTS Resources, a shareholder of APB, which is controlled by Mr. Yap Kow @ Yap Kim Fah and Mr. Yap Kau @ Yap Yeow Ho.

The interests of Mr. Yap Kow @ Yap Kim Fah and Mr. Yap Kau @ Yap Yeow Ho as at the LPD in the Transacting Parties, are as follows:

	Yap Kow @ Yap Kim Fah	Yap Kau @ Yap Yeow Ho
Peng Fah Engineering	55.80%	-
TTS Resources	67.33%	32.67%

The interested Related Parties and their direct and indirect interests in APB as at the LPD, are as follows:

Interested Related Parties	Shareholding in APB				Nature of interest
	Direct		Indirect		
Yap Kow @ Yap Kim Fah	12,939,404	11.67%	35,993,215	32.47%	Major shareholder and Director of APB. Deemed interested by virtue of his shareholdings in Ikram Pintas and TTS Resources.
Yap Kau @ Yap Yeow Ho	33,000	0.03%	5,137,215	4.63%	
TTS Resources	5,117,215	4.62%	-	-	Shareholder of APB.
Ikram Pintas	30,876,000	27.86%	-	-	Major shareholder of APB. Deemed interested as Yap Kow @ Yap Kim Fah is the major shareholder of Ikram Pintas.

## 2.4 Nature of the RRPT

The details of the RRPTs and their estimated values for which approval is being sought at the forthcoming AGM pursuant to the Proposed RRPT Renewal are set out as follows:-

Companies within the APB Group transacting with the Transacting Parties ("The Recipient")	Nature of transaction	Transacting Parties ("The Providers")	Interested Related Party	Estimated value of transactions from the date of AGM to the date of next AGM <sup>(1)</sup> (RM)
<b>Renewal of Shareholders' Mandate for RRPT</b>				
AMC	Rental of factory premise:- <ul style="list-style-type: none"> <li>• Payable at RM25,000 per month for 87,120 square feet factory premise at No. 46 (Lot 539), Jalan TUDM, Kampung Baru Subang, Seksyen U6, 40150 Shah Alam;</li> <li>• Rental is payable on a monthly basis; and</li> <li>• Tenure of the agreement is for a period of 1 year.</li> </ul>	Peng Fah Engineering	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> </ul>	300,000
AMC	Provision of transportation services for inbound and outbound forwarding.	TTS Transport	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> <li>• Yap Kau @ Yap Yeow Ho</li> <li>• TTS Resources</li> </ul>	2,000,000
AMC	Provision of insurance coverage for all types - general, all risk, fire, burglary, public liability, workmen compensation, marine and cargo.	TTS Insu-Write	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> <li>• Yap Kau @ Yap Yeow Ho</li> <li>• TTS Resources</li> </ul>	500,000

<b>Companies within the APB Group transacting with the Transacting Parties (“The Recipient”)</b>	<b>Nature of transaction</b>	<b>Transacting Parties (“The Providers”)</b>	<b>Interested Related Party</b>	<b>Estimated value of transactions from the date of AGM to the date of next AGM<sup>(1)</sup> (RM)</b>
AMC	Rental of factory premise:- <ul style="list-style-type: none"> <li>• Payable at RM25,000 per month for 82,750 square feet factory premise at Lot 3485, Batu 3 ½, Jalan Gambang, 25150 Kuantan, Pahang;</li> <li>• Rental is payable on a monthly basis; and</li> <li>• Tenure of the agreement is for a period of 1 year.</li> </ul>	TTS Engineering	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> <li>• Yap Kau @ Yap Yeow Ho</li> <li>• TTS Resources</li> </ul>	300,000
AMC	Provision of minor fabrication works.	TTS Engineering	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> <li>• Yap Kau @ Yap Yeow Ho</li> <li>• TTS Resources</li> </ul>	500,000
AMC	Provision of maintenance on lorries and welding machines.	TTS Enterprise	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> <li>• Yap Kau @ Yap Yeow Ho</li> <li>• TTS Resources</li> </ul>	100,000
AMC	Rental of factory premise:- <ul style="list-style-type: none"> <li>• Payable at RM9,000 per month for 8,081 square metre factory premise at No. 90, Lot 198, Jalan TUDM, Kampung Baru Subang, Seksyen U6, 40150 Shah Alam;</li> <li>• Rental is payable on a monthly basis; and</li> <li>• Tenure of the agreement is for a period of 1 year.</li> </ul>	Peng Fah Engineering	<ul style="list-style-type: none"> <li>• Yap Kow @ Yap Kim Fah</li> </ul>	108,000

**Note:-**

(1) *The estimated values of RRPT from the date of the forthcoming AGM to the date of next AGM are based on historical records and/or management estimates. Due to the nature of transactions, the actual may vary from the estimated values disclosed.*

Actual value of RRPT transacted from the date of existing mandate was obtained on 25 February 2010 being the date for APB's eighth (8<sup>th</sup>) AGM up to the LPD being 31 January 2011 against the estimated value of RRPT as disclosed in the preceding year's Circular to Shareholders dated 2 February 2010, are as follows:-

Companies within the APB Group transacting with the Transacting Parties ("The Recipient")	Transacting Parties ("The Providers")	Estimated value of transactions as per Circular to Shareholders dated 2 February 2010 ("Estimated Value") (RM)	Actual value of transactions from 25 February 2010 to 31 January 2011 ("Actual Value") (RM)
AMC	Peng Fah Engineering	300,000	300,000
AMC	TTS Transport	2,000,000	535,237
AMC	TTS Insu-Write	500,000	194,621
AMC	TTS Engineering	300,000	175,000
AMC	TTS Engineering	500,000	52,434
AMC	TTS Enterprise	100,000	24,339
AMC	Peng Fah Engineering	108,000	108,000

## 2.5 Review Procedures for the Recurrent Transactions

The following review and approval procedures are in place to ensure that RRPT are undertaken on an arms-length basis and on commercial terms consistent with the APB Group's usual business practices and policies, which are no more favourable to the Transacting Parties than those extended to third parties/public and, are not detrimental to APB's minority shareholders:

- (a) All companies within the Group have been informed of the definition of Related Party and the review procedures applicable to all RRPT with Related Parties;
- (b) All companies within the Group shall only enter into RRPT after taking into account the pricing, level of service, quality of product as compared to market prices and industry standards. Any RRPT entered into shall be treated and processed on normal commercial terms consistent with the Company's usual business practices and policies and will not be detrimental to the minority shareholders;
- (c) All companies within the Group are guided by a set of rules and policies with regard to new RRPT to be entered into. The main rules and policies include, among others, the following:
  - (i) Certain documentations such as quotations from several sources other than the Related Party must be obtained prior to Related Party's products and/or services are rendered to or from the Group. This is to ensure that the transactions are based on prices which are competitive in comparison with the prevailing market prices, and on rental, the tenure and renewal of rental and maintenance services provided that are similar to the commercial terms for transaction with the public, which depend on the demand and supply of the products and services;
  - (ii) Where a Related Party is engaged for its services, proper documentation shall be prepared such as agreement, contract and letter of engagement to govern the services, which would be reviewed from time to time (normally within 2 years); and

- (iii) An interested director and/or shareholder is required to abstain from negotiations and from deliberating and voting on a proposal to enter into a Recurrent Transaction;
- (d) A list of RRPT will be circulated to the Audit Committee for review to ensure that the transactions entered into are on arms-length basis, based on commercial terms and are not more favourable to the related party than those generally available to the public and, are not detrimental to APB's minority shareholders;
- (e) The Audit Committee will review all aspects of the RRPTs amounting to more than RM10,000 entered into to ensure that the relevant approvals have been obtained and that the transactions are conducted at arms-length basis. Where the RRPT is below RM10,000, it will be reviewed and approved by the General Manager and Head of the respective subsidiary companies;
- (f) The Audit Committee will also review conflict of interest situations that may arise within the APB Group as a result of the RRPT;
- (g) Such reviews will be conducted on a quarterly basis together with the review of quarterly results, or such other frequency as the Audit Committee may consider appropriate;
- (h) If a member of the Audit Committee has an interest in the RRPT, he will abstain from any decision making by the Audit Committee in respect of such transactions;
- (i) The annual internal audit plan will incorporate a review of all RRPT in its corporate governance audit to ensure that the review procedures in respect of such transactions are adhered to; and
- (j) The Audit Committee will report its review of all RRPT to the Board.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities. In the event that such quotation or comparative pricing cannot be obtained, the Board and the Audit Committee will rely on their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency or services to be provided or required to ensure the RRPT is not detrimental to the APB Group.

## **2.6 Statement from the Audit Committee**

The Audit Committee of the Company has seen and reviewed the procedures mentioned in **Section 2.5** above and is of the view that the said procedures for the RRPTs as well as the annual review to be made by the Audit Committee in relation thereto, are sufficient to ensure that the RRPTs will be made at arm's length and in accordance with the Company's normal commercial terms and are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The Group has in place adequate procedures and process to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes are reviewed on a yearly basis or whenever the need arises.

### **3. RATIONALE AND BENEFITS OF THE PROPOSED RRPT RENEWAL**

The RRPT entered or to be entered into by the APB Group are all in the ordinary course of business. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time. These transactions may be constrained by the time-sensitive nature and confidentiality of the same may render it impractical to seek shareholders' approval on a case by case basis before entering into such related party transactions. Therefore, the Board is seeking the shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements to allow the Group to enter into such RRPTs, details of which are set out in this Circular.

Consequently, this will eliminate the need to make regular announcements to Bursa Securities and to convene separate general meetings to seek shareholders' approval as and when the need arises. Also, it would substantially reduce administrative time, inconvenience and expenses associated with the making of such announcements and the convening of such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the APB Group.

The APB Group has a long-standing business relationship with the Transacting Parties. The Transacting Parties are reliable suppliers of goods and services required by the APB Group for its business. The goods and services provided by the Transacting Parties are in the view of the Board and Audit Committee priced competitively and all transactions between the APB Group and the Transacting Parties are carried out on an arms-length basis.

Although the APB Group also sources from third parties, the APB Group proposes to seek shareholders' mandate as the close co-operation with the Transacting Parties is in the view of the Board expected to continue to be of benefit to the APB Group.

### **4. FINANCIAL EFFECTS OF THE PROPOSED RRPT RENEWAL**

The Proposed RRPT Renewal will not have any financial effect on the issued and paid-up share capital, earnings, net assets, substantial shareholders' shareholdings and dividend policy of the APB Group.

### **5. APPROVAL REQUIRED**

The Proposed RRPT Renewal is conditional upon the approval of the shareholders of APB being obtained at the forthcoming AGM.

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## 6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect shareholdings of the interested directors and major shareholders in APB as at the LPD are as follow:-

	Existing as at the LPD			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
<b>Interested Directors</b>				
Yap Kow @ Yap Kim Fah	12,939,404	11.67	35,993,215 <sup>(1)</sup>	32.47
Yap Kau @ Yap Yeow Ho	33,000	0.03	5,137,215 <sup>(2)</sup>	4.63
<b>Interested substantial shareholders</b>				
Ikram Pintas	30,876,000	27.86	-	-
Yap Kow @ Yap Kim Fah	12,939,404	11.67	35,993,215 <sup>(1)</sup>	32.47
<b>Interested shareholder</b>				
TTS Resources	5,117,215	4.62	-	-

**Notes:-**

(1) Deemed interested by virtue of his shareholdings in Ikram Pintas and TTS Resources.

(2) Deemed interested by virtue of his shareholdings in TTS Resources and his daughter's shareholding in APB.

The interested director and major shareholder namely Yap Kow @ Yap Kim Fah, and interested director and shareholder namely Yap Kau @ Yap Yeow Ho, have abstained and will continue to abstain from all Board deliberations and voting in respect of the RRPT in which they have an interest as detailed in **Section 2.4** of this Circular. Such interested directors and/or major shareholder will also abstain from voting in respect of their shareholdings on the resolution approving the Proposed RRPT Renewal at the forthcoming AGM.

The interested major shareholder namely Ikram Pintas and the interested shareholder namely TTS Resources, will abstain from voting in respect of their shareholdings on the resolution approving the Proposed RRPT Renewal at the forthcoming AGM.

Where applicable, the above interested Directors and/or major shareholders have also undertaken to ensure that the persons connected to them will abstain from voting in respect of their shareholdings on the resolution pertaining to the Proposed RRPT Renewal at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders or any persons connected with the Directors and/or Major Shareholders has any interest, direct or indirect, in the Proposed RRPT Renewal.

## 7. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed RRPT Renewal, the Board (save for Yap Kow @ Yap Kim Fah and Yap Kau @ Yap Yeow Ho, who are deemed interested in the Proposed RRPT Renewal and have abstained from giving any opinion in respect of the Proposed RRPT Renewal) is of the opinion that the Proposed RRPT Renewal is in the best interest of APB and its shareholders.

Accordingly, the Board, (save for Yap Kow @ Yap Kim Fah and Yap Kau @ Yap Yeow Ho, who have abstained from making a recommendation on the Proposed RRPT Renewal), recommend that you vote in favour of the resolution pertaining to the Proposed RRPT Renewal to be tabled at the forthcoming AGM.

## **8. AGM**

The Ninth (9<sup>th</sup>) AGM of APB, the notice and an extract of the resolutions in relation to the Proposed RRPT Renewal are set out in the 2010 Annual Report, will be held at Multipurpose Hall (Card Room), Royal Selangor Club, Dataran Merdeka, Jalan Raja, 50704 Kuala Lumpur on Wednesday, 23 March 2011 at 10.00 a.m. or adjournment (as the case may be) thereof for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed RRPT Renewal contained herein. If you are unable to attend and vote in person at the AGM, you should complete and return the Form of Proxy in accordance with the instructions therein to the Registered Office of the Company at D12, Tingkat 1, Plaza Pekeliling, No. 2 Jalan Tun Razak, 50400 Kuala Lumpur, as soon as possible and in any event not later than 48 hours before the time fixed for the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

## **9. FURTHER INFORMATION**

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

Yours faithfully,  
For and on behalf of  
**APB RESOURCES BERHAD**

**MAK FONG CHING**  
Independent Non-Executive Director



**PART B**

**LETTER TO THE SHAREHOLDERS OF APB IN RELATION TO THE PROPOSED SHARE  
BUY-BACK RENEWAL**



**RESOURCES**

**APB RESOURCES BERHAD**

(Company No. 564838-V)  
(Incorporated in Malaysia)

**Registered Office:**

D12, Tingkat 1  
Plaza Pekeliling  
No. 2 Jalan Tun Razak  
50400 Kuala Lumpur

28 February 2011

**Directors:**

Yap Kow @ Yap Kim Fah (Chairman / Managing Director)  
Tan Teng Khuan (Chief Operating Officer / Executive Director)  
Gan Chin Boon (Executive Director)  
Lim Hong Liang (Non-Independent Non-Executive Director)  
Yap Kau @ Yap Yeow Ho (Non-Independent Non-Executive Director)  
Chua Eng Seng (Independent Non-Executive Director)  
Johari Low bin Abdullah @ Low Han Hing (Independent Non-Executive Director)  
Mak Fong Ching (Independent Non-Executive Director)  
Muhayuddin bin Musa (Independent Non-Executive Director)  
Yap Swee Sang (Alternate Director to Yap Kow @ Yap Kim Fah)  
Yap Puhui Lin (Alternate Director to Yap Kau @ Yap Yeow Ho)

**To the Shareholders of APB Resources Berhad**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO ENABLE APB RESOURCES BERHAD TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL**

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**1. INTRODUCTION**

On 14 February 2011, the Board announced the Company's intention to seek a renewal of shareholders' mandate from its shareholders to enable the Company to purchase up to ten percent (10%) of its issued and paid-up share capital at any point of time, pursuant to Section 67A of the Act, Listing Requirements and any prevailing laws, rules, regulations and guidelines issued by the relevant authorities at the time of purchase.

The purpose of this Circular is to provide you with the relevant information on the Proposed Share Buy-Back Renewal and to seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming AGM of the Company. The Notice of the AGM and the Form of Proxy are enclosed in the 2010 Annual Report.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED SHARE BUY-BACK RENEWAL AT THE FORTHCOMING AGM OF THE COMPANY.**

## 2. DETAILS OF THE PROPOSED SHARE BUY-BACK RENEWAL

### 2.1 Quantum

As the authority for the Company to purchase its own shares will expire upon the forthcoming AGM of the Company, the Company wishes to seek a renewal of mandate from its shareholders for the Company to purchase up to 10% of its issued and paid-up share capital of the Company at any point in time. The purchase of APB's own shares will be carried out through Bursa Securities via stockbroker(s) to be appointed by APB.

As at the LPD, the issued and paid-up share capital of the Company is RM112,875,002 comprising 112,875,002 APB Shares. The Proposed Share Buy-Back Renewal will allow APB to purchase or hold any of its own shares as treasury shares in aggregate not more than ten percent (10%) of the issued and paid-up share capital, as follow:-

	No. of Shares
Based on the issued and paid-up share capital of the Company of 112,875,002 Shares and no resale or distribution of 2,030,200 treasury shares prior to the implementation of the Proposed Share Buy-Back Renewal	9,257,300

The Listing Requirements stipulate that a listed issuer must ensure that the proposed purchase of its own shares is made wholly out of retained profits and/or the share premium account of the listed company.

The maximum amount of funds to be utilised by the Company for the Proposed Share Buy-Back Renewal will not exceed the Company's retained profits and/or share premium. Based on the Company's latest available audited financial statements as at 30 September 2010, the retained profits stood at RM4,989,608 and there was no share premium reserve at that date.

### 2.2 Duration and funding

The shareholders' mandate for the Proposed Share Buy-Back Renewal will be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back Renewal at the forthcoming AGM until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting,

whichever occurs first.

Any APB Shares to be bought by APB pursuant to the Proposed Share Buy-Back Renewal will be first funded from internally generated funds and/or funded by external borrowings, if so required. At the moment, the Company does not have any external borrowings for such purpose. In the event that the Company intends to purchase its own shares using external borrowings, the Board shall ensure that the Company shall have sufficient funds to repay the external borrowings and interest expense and that the repayment would not have any material effect on the cash flow of the Company.

The actual amount of internal funds and/or external borrowings to be utilised will depend on, amongst others, the available internally generated funds, actual number of APB Shares to be purchased and other relevant cost factors at the time of purchase(s).

### **2.3 Ranking and treatment of the Purchased Shares**

Pursuant to Section 67A of the Act, the Directors may deal with the Purchased Shares in either of the following manner:-

- (a) cancel the Purchased Shares; or
- (b) retain the Purchased Shares as treasury shares held by the Company; or
- (c) retain part of the Purchased Shares as treasury shares and cancel the remainder.

The Purchased Shares held as treasury shares may be distributed to the shareholders of APB as share dividends, resold on Bursa Securities in accordance with the relevant rules of Bursa Securities, subsequently cancelled or any combination of the three. The Company may have the opportunity to realise capital gains if these shares, held as treasury shares, are resold on Bursa Securities at a price higher than the purchase price. The decision whether to retain the Purchased Shares as treasury shares, or to cancel the APB Shares purchased or a combination of both, will be made by the Board at the appropriate time.

In the event that the Purchased Shares are held as treasury shares, the rights attached to these shares in relation to voting, dividends and participation in any other distribution or otherwise are suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

### **2.4 Pricing**

Pursuant to Paragraph 12.18 of the Listing Requirements, APB may only purchase its own shares at a price which is not more than fifteen percent (15%) above the VWAP of the APB Shares for the five (5) Market Days immediately preceding the date of the purchase(s).

In the case of a resale of treasury shares, if any, the Company may resell the treasury shares on the Bursa Securities at:-

- (a) a price which is not less than the VWAP for the APB Shares for the five (5) Market Days immediately prior to the resale; or
- (b) a discounted price of not more than five percent (5%) to the VWAP for the APB Shares for the five (5) Market Days immediately prior to the resale provided that:-
  - (i) the resale takes place no earlier than thirty (30) days from the date of purchase; and
  - (ii) the resale price is not less than the cost of purchase of the APB Shares being resold.

As at the LPD, the public shareholding spread of APB stood at 43,670,204 APB Shares representing 39.40% in the hands of 2,488 public shareholders holding not less than 100 APB Shares each. The public shareholding spread of APB will reduce as a result of the Proposed Share Buy-Back Renewal, assuming all purchased APB Shares are purchased from the market from public shareholders, as follows:-

	<b>Before the Proposed Share Buy-Back Renewal</b>	<b>After the Proposed Share Buy-Back Renewal</b>
Assuming no resale or distribution of 2,030,200 treasury shares prior to the implementation of the Proposed Share Buy-Back Renewal	39.40%	33.88%

Pursuant to Paragraph 12.14 of the Listing Requirements, APB must not purchase its own shares on the Bursa Securities if that purchase(s) will result in the Company being in breach the 25% public shareholding spread.

In view of the above, APB will take necessary measures to ensure that the aforesaid public shareholding spread is met and maintained at all times (including, among others, only purchasing such number of APB Shares under the Proposed Share Buy-Back Renewal to maintain at least 25% public shareholding spread).

## **2.5 Implication of the Code**

The Proposed Share Buy-Back Renewal may result in substantial shareholder(s) and/or parties acting-in-concert with it incurring a mandatory take-over offer under the Code. Therefore, should APB wish to purchase its own shares which would result in substantial shareholder(s) and/or parties acting-in-concert with it incurring a mandatory take-over offer obligation under the Code, an exemption under Practice Note 2.9.1 of the Code would be sought from the SC, subject to certain conditions as set out in the Practice Note being met, since the increase in their shareholding is inadvertent and is a result of the action that is outside their direct participation.

Based on the current shareholding as at the LPD, Ikram Pintas by itself holds 30,876,000 APB Shares representing 27.86% of the issued and paid-up share capital of APB. Further, Ikram Pintas, together with parties acting-in-concert with it (namely Yap Kow @ Yap Kim Fah, Tan Teng Khuan, Gan Chin Boon, Lim Hong Liang, Yap Kau @ Yap Yeow Ho, Yap Swee Sang, Yap Puhui Lin, TTS Resources, Rare Prestige Sdn Bhd, Cheong Boon Yu, Lim Lye Hock and Danau Restu Sdn Bhd) collectively own 61,542,156 APB Shares representing 55.52% of the issued and paid-up share capital of APB. In view of the above, Ikram Pintas, either by itself or together with parties acting-in-concert with it, will be required to make a mandatory take-over offer should APB purchases its own shares pursuant to the Proposed Share Buy-Back Renewal such that Ikram Pintas and parties acting-in-concert with it increases their total shareholdings in APB by more than 2% in a six (6) month period unless an exemption under Practice Note 2.9.1 has been granted beforehand by the SC.

In the event the Company purchases its own shares which would result in the substantial shareholders and/or parties acting-in-concert with them triggering a mandatory offer obligation under the Code, approval would be sought from the SC for exemption under Practice Note 2.9.1 of the Code before the purchase is made.

SC had vide its letter dated 18 March 2009 approved an exemption under Practise Note 2.9.1 of the Code upon the mandatory conversion of ICPS into APB Shares.

## **2.6 Potential advantages and disadvantages of the Proposed Share Buy-Back Renewal**

The potential advantages of the Proposed Share Buy-Back Renewal to the Company and its shareholders are:-

- (a) if the purchased APB Shares are cancelled, the EPS of APB Group will be enhanced and shareholders are likely to enjoy an increase in the value of their investment in the Company;
- (a) the Company's share capital base will be reduced pursuant to the Proposed Share Buy-Back Renewal, which may increase the likelihood of a higher dividend rate being declared in the future; and
- (c) if the purchased APB Shares are retained as treasury shares, it will provide the Board with an option to sell the purchased APB Shares at a higher price and therefore make an exceptional gain for the Company. Alternatively, the purchased APB Shares can be distributed as share dividends to shareholders and provide a reward to the shareholders of the Company.

The potential disadvantages of the Proposed Share Buy-Back Renewal to the Company and its shareholders are:-

- (a) as the Proposed Share Buy-Back Renewal can only be made out of retained profits and the share premium reserves, it may reduce the financial resources available for distribution to the shareholders of the Company in the foreseeable future;
- (b) resultant opportunity costs for the Company as better investment opportunities may be foregone in the future with the reduction in financial resources of APB Group available upon implementation of the Proposed Share Buy-Back Renewal; and
- (c) deprive the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back Renewal. Further, if the Proposed Share Buy-Back Renewal is financed via bank borrowings, the Group shall have to service interest obligations.

The Proposed Share Buy-Back Renewal, however, is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in-depth consideration of the financial resources of APB which need to be balanced against investment opportunities and other proposals that can enhance value for its shareholders. The Board in exercising any decision on the Proposed Share Buy-Back Renewal will be mindful of the interest of the Company and of its shareholders.

## **2.7 Purchase of APB Shares and resale of treasury shares made in the previous twelve (12) months**

For the financial year ended 30 September 2010, the Company has not acquired any ordinary share. The Company has not resold, cancelled and/or distributed any treasury shares as dividends in the previous twelve (12) months preceding the date of this Circular.

### **3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK RENEWAL**

The Proposed Share Buy-Back Renewal would enable the Company to purchase its own shares from the open market to capitalise on market inefficiencies and to act in the best interest of the Company. The Proposed Share Buy-Back Renewal, if implemented, may stabilise the supply and demand of APB Shares, which may subsequently have a favourable effect on the market price for APB Shares.

Any shares purchased under the Proposed Share Buy-Back Renewal, whether to be held as treasury shares or subsequently cancelled, will effectively reduce the number of APB Shares carrying voting and participation rights. Therefore, the shareholders of the Company may enjoy an increase in the value of their investment in APB due to the increase in its EPS.

The purchased APB Shares could be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising potential gain without affecting the total issued and paid-up share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company.

The Proposed Share Buy-Back Renewal is not expected to have any potential material disadvantage to the Company and its shareholders, and it will only be exercised after due consideration of the financial resources of the APB Group and any resultant impact on the shareholders of the Company. The Board, in exercising any decision to buy-back any APB Shares, will be mindful of the interests of the Company and its shareholders.

### **4. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK RENEWAL**

The financial effects of the Proposed Share Buy-Back Renewal shown below are based on the assumption that APB will have adequate retained earnings and/or share premium account to undertake the Proposed Share Buy-Back Renewal up to the maximum of ten percent (10%) of its issued and paid-up share capital. The actual quantum of shares purchased under the Proposed Share Buy-Back Renewal may be limited to the availability of the above-mentioned reserves.

The proforma effects of the Proposed Share Buy-Back Renewal based on the following scenario are set out below:-

**Scenario:** (Assuming no resale or distribution of 2,030,200 treasury share)

#### **4.1 Share Capital**

The Proposed Share Buy-Back Renewal will have no effect on the issued and paid-up capital of APB if the purchased APB Shares are retained in full as treasury shares, resold or distributed as dividends to shareholders.

However, in the event the purchased APB Shares are cancelled, the issued and paid-up share capital will decrease by the number of shares cancelled. For illustrative purposes only, assuming that the maximum number of APB Shares are purchased and cancelled under the Proposed Share Buy-Back Renewal, the effect on the issued and paid-up share capital of the Company is set out below.

The actual quantum of shares purchased under the Proposed Share Buy-Back Renewal may be limited to the availability of the retained earnings and/or share premium account of APB.

	<b>Scenario No. of APB Shares</b>
Issued and paid-up share capital as at the LPD	112,875,002
<b>Less</b> : Treasury shares	(2,030,200)
<b>Less</b> : Maximum number of shares purchased pursuant to the Proposed Share Buy-Back Renewal <sup>(1)</sup>	110,844,802 <sup>(2)</sup> (9,257,300)
<b>Resultant issued and paid-up share capital</b>	<b>101,587,502</b>

**Notes:-**

(1) Assuming cancellation of all the APB Shares purchased.

(2) 10% of the issued and paid-up share capital less treasury shares of 2,030,200.

#### 4.2 NA

The effect of the Proposed Share Buy-Back Renewal on the NA per Share of the Group will depend on the number of APB Shares purchased, the purchase price(s) of the APB Shares, the effective cost of funding and the treatment of the APB Shares purchased.

If all the Purchased Shares are cancelled, the Proposed Share Buy-Back Renewal will reduce the NA per Share if the purchase price per Purchased Share exceeds the NA per Share at the relevant point in time, and vice versa.

#### 4.3 Gearing

The Proposed Share Buy-Back Renewal is not expected to have any material effect on the Company's gearing.

#### 4.4 Working Capital

The Proposed Share Buy-Back Renewal will reduce funds available for working capital purposes of the Company, the quantum of which depends on the purchase price(s) of the APB Shares, the actual number of purchased APB Shares and any associated costs incurred in making the purchase.

#### 4.5 Earnings and EPS

The effects of the Proposed Share Buy-Back Renewal on the earnings and EPS of the APB Group will depend on the purchase price(s) of the APB Shares, the number of APB Shares purchased and the effective funding cost of APB Group. The effective reduction in the issued and paid-up share capital of the Company pursuant to the Proposed Share Buy-Back Renewal will, generally, all else being equal, have a positive impact on the consolidated EPS of the Company.

#### 4.6 Dividend

Barring any unforeseen circumstances, the Proposed Share Buy-Back Renewal is not expected to have any effect on the Group's dividend policy. The decision to declare and pay dividends in the future would depend on the performance, cash flow position and financing requirements of the APB Group. The Board may also have the option to distribute future dividends in the form of the treasury shares purchased pursuant to the Proposed Share buy-Back Renewal.



#### 4.7 Directors' and Substantial Shareholders' Shareholding

The effects on the Directors' and substantial shareholders' shareholding based on the Company's Register of Directors and Register of Substantial Shareholders as at the LPD are as follows:-

**Scenario:** (Assuming no resale or distribution of 2,030,200 treasury share)

	(I)				(II)			
	As at the LPD				After the Proposed Share Buy-Back Renewal^			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>
<b>Directors</b>								
Yap Kow @ Yap Kim Fah	12,939,404	11.67	35,993,215 <sup>(1)</sup>	32.47	12,939,404	12.74	35,993,215 <sup>(1)</sup>	35.43
Tan Teng Khuan	244,095	0.22	-	-	244,095	0.24	-	-
Gan Chin Boon	925,157	0.83	-	-	925,157	0.91	-	-
Lim Hong Liang	9,659,345	8.71	616,569 <sup>(2)</sup>	0.56	9,659,345	9.51	616,569 <sup>(2)</sup>	0.61
Yap Kau @ Yap Yeow Ho	33,000	0.03	5,137,215 <sup>(3)</sup>	4.63	33,000	0.03	5,137,215 <sup>(3)</sup>	5.06
Mak Fong Ching	-	-	-	-	-	-	-	-
Johari Low bin Abdullah @ Low Han Hing	-	-	-	-	-	-	-	-
Chua Eng Seng	-	-	-	-	-	-	-	-
Muhayuddin bin Musa	1	*	-	-	1	*	-	-
<b><u>Alternate Directors</u></b>								
Yap Swee Sang	-	-	-	-	-	-	-	-
Yap Puhui Lin	163,200	0.15	-	-	163,200	0.16	-	-

Substantial shareholders	(I)				(II)			
	As at the LPD				After the Proposed Share Buy-Back Renewal <sup>^</sup>			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>	No. of Shares	% <sup>@</sup>
Ikram Pintas	30,876,000	27.86	-	-	30,876,000	30.39	-	-
Yap Kow @ Yap Kim Fah	12,939,404	11.67	35,993,215 <sup>(1)</sup>	32.47	12,939,404	12.74	35,993,215 <sup>(1)</sup>	35.43
Lim Hong Liang	9,659,345	8.71	616,569 <sup>(2)</sup>	0.56	9,659,345	9.51	616,569 <sup>(2)</sup>	0.61
Lembaga Tabung Haji	8,850,300	7.98	-	-	8,850,300	8.71	-	-
Aspirasi Jitu Sdn Bhd	5,645,007	5.09	-	-	5,645,007	5.56	-	-

**Notes:-**

@ Excluding treasury shares of 2,030,200.

<sup>^</sup> Based on the maximum number of APB Shares that may be purchased.

\* Negligible.

(1) Deemed interested by virtue of his shareholdings in Ikram Pintas and TTS Resources.

(2) Deemed interested by virtue of his shareholdings in Rare Prestige Sdn Bhd.

(3) Deemed interested by virtue of his shareholdings in TTS Resources and his daughter's shareholding in APB.

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## 5. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of APB Shares as traded on the Main Market for the last twelve (12) months from February 2010 to January 2011 are as follows:-

	High RM	Low RM
<b>2011</b>		
January	1.18	0.95
<b>2010</b>		
February	1.25	1.19
March	1.20	1.08
April	1.22	1.11
May	1.22	1.03
June	1.15	1.03
July	1.15	1.00
August	1.15	1.00
September	1.08	1.00
October	1.02	0.94
November	0.99	0.92
December	1.00	0.93

The last transacted price of APB Shares on 11 February 2011, being the last day on which APB Shares were traded, prior to the date of announcement of the Proposed Share Buy-Back Renewal, was RM1.00.

The last transacted price of APB Shares on 21 February 2011, being the latest practicable date prior to the printing of this Circular, was RM0.99.

*(Source: Bloomberg)*

## 6. APPROVAL REQUIRED

The Proposed Share Buy-Back Renewal is conditional upon the approval of the shareholders of APB being obtained at the forthcoming AGM.

## 7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and major shareholders of APB or Persons Connected have any interest, direct or indirect, in the Proposed Share Buy-Back Renewal or resale of the treasury shares (if any in the future).

## 8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Share Buy-Back Renewal is of the opinion that the Proposed Share Buy-Back Renewal is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming AGM.

**9. AGM**

The Ninth (9<sup>th</sup>) AGM of APB, the notice and an extract of the resolution in relation to the Proposed Share Buy-Back Renewal are set out in the 2010 Annual Report, will be held at [Multipurpose Hall (Card Room), Royal Selangor Club, Dataran Merdeka, Jalan Raja, 50704 Kuala Lumpur] on Wednesday, 23 March 2011 at 10.00 a.m. or adjournment (as the case may be) thereof for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Share buy-Back Renewal contained herein. If you are unable to attend and vote in person at the AGM, you should complete and return the Form of Proxy in accordance with the instructions therein to the Registered Office of the Company at D12, Tingkat 1, Plaza Pekeliling, No. 2 Jalan Tun Razak, 50400 Kuala Lumpur, as soon as possible and in any event not later than 48 hours before the time fixed for the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

**10. FURTHER INFORMATION**

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

Yours faithfully,  
For and on behalf of  
**APB RESOURCES BERHAD**

**MAK FONG CHING**  
Independent Non-Executive Director

**FURTHER INFORMATION****1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after having made all reasonable enquiries, 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.

**2. MATERIAL CONTRACTS**

There are no other material contracts (not being contracts entered into in the ordinary course of business) that has been entered by APB and/or its subsidiaries during the two (2) years immediately preceding the date of this Circular.

**3. MATERIAL LITIGATION**

The APB Group is not engaged in any material litigation, claims or arbitration, either as plaintiff, defendant, appellant or respondent, and at the date of this Circular and the Board do not have any knowledge of any proceedings, pending or threatened, against the APB Group or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the APB Group.

**4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of the Company at D12, Tingkat 1, Plaza Pekeliling, No. 2 Jalan Tun Razak, 50400 Kuala Lumpur, during normal business hours from Mondays to Fridays but excluding public holidays for the period commencing from the date of this Circular to the date of the forthcoming AGM:

- (a) Memorandum and Articles of Association of APB; and
- (b) The audited consolidated financial statements of the APB Group for the last two (2) financial years ended 30 September 2009 and 2010.

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