



ASIA PACIFIC LAND BERHAD (4069-K)
(INCORPORATED IN MALAYSIA)

PART A - EXPLANATORY NOTES PURSUANT TO FRS 134, PARAGRAPH 16

1 Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the reporting requirements as set out in Financial Reporting Standards ("FRS") No. 134- "Interim Financial Reporting" and paragraph 9.22 together with Part A, Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the audited statutory financial statements presented for the financial year ended 31 December 2009.

Adoption of New and Revised FRSs, IC Interpretations and Amendments

The accounting policies adopted by the Group in this interim financial report are consistent with those adopted in the financial statements for the year ended 31 December 2009 except for the adoption of the following new and revised FRSs, amendments and interpretations which were adopted by the Group with effect from 1 January 2010 described below:-

FRS 7, Financial Instruments: Disclosures.
FRS 8, Operating Segments.
FRS 101(revised), Presentation of Financial Statements.
FRS 123(revised), Borrowing Costs.
FRS 132(revised), Financial Instruments: Presentation.
FRS 139, Financial Instruments: Recognition and Measurement.
Amendments to FRS 1 and FRS 127: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
IC Interpretation 9, Reassessment of Embedded Derivatives.
IC Interpretation 10, Impairment and Interim Financial Reporting.
IC Interpretation 11, FRS 2, Group and Treasury Share Transactions.
IC Interpretation 13, Customer Loyalty Programmes.
IC Interpretation 14, FRS 119: The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction.
Amendments to FRS 2: Share-based Payment – Vesting Condition and Cancellation.
Amendments to FRS 139, FRS 7 and IC Interpretation
Amendment to FRS 108
Annual Improvements FRSs (2009)

The principal effects of the changes in presentation, changes in methods of computation and in accounting policies resulting from the adoption of the new and revised FRSs, IC Interpretations and Amendments are set out below:

a) *FRS 101(revised), Presentation of Financial Statements*

Prior to the adoption of the revised FRS 101, the components of the financial statements presented consisted of a balance sheet, an income statement, a statement of changes in equity, a cash flow statement and notes to the financial statements. With the adoption of the revised FRS 101, the components of the interim financial statements presented consist of a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows and notes to the financial statements.

The effects of the change in presentation are as follows:

The losses that were recognised directly in equity in the preceding year corresponding period are presented as components in other comprehensive loss in the statement of comprehensive income. The total comprehensive loss for preceding year corresponding period is presented separately and allocation is made to show the amount attributable to owners of the parent and to non-controlling interests. The effects on the comparatives to the Group on adoption of FRS 101 are as follows:



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1 Basis of Preparation (Cont'd)

a) FRS 101(revised), Presentation of Financial Statements (Cont'd)

For the period ended 31/03/2009	Income Statement As previously reported RM'000	Effects of adopting FRS101 RM'000	Statement of comprehensive income as restated RM'000
Loss for the period	(2,085)	-	(2,085)
Other comprehensive income	-	3,750	3,750
Total comprehensive (loss)/income	<u>(2,085)</u>	<u>3,750</u>	<u>1,665</u>
Total comprehensive (loss)/income attributable to:			
- Equity holders of the Company	(1,998)	3,750	1,752
- Non Controlling Interests	(87)	-	(87)
	<u>(2,085)</u>	<u>3,750</u>	<u>1,665</u>

b) Amendment to FRS 117, Leases

Prior to the adoption of the Amendment to FRS 117, leasehold land were treated as operating leases. The considerations paid were classified and presented as prepaid land lease payments in the statement of financial position. With the adoption of the Amendment to FRS 117, the classification of a leasehold land as a finance lease or an operating lease is based on the extent to which risks and rewards incident to ownership lie. In making this judgement, the management have concluded that land with an initial lease period of 50 years or more are finance leases because the present value of the minimum lease payments (i.e. the consideration paid or payable) is substantially equal to the fair value of the land. Accordingly, the Group has changed the classification of long leasehold land from operating leases to finance leases in the current quarter. This change in classification has no effect to the profit or loss of the current period ended 31 March 2010 or the comparative prior period. The effect of the reclassification to the comparative of the prior year's statement of financial position is as follows:

For the year ended 31/12/2009	As previously reported RM'000	Reclassi- fication RM'000	As Restated RM'000
Prepaid land lease payments	32,608	(31,806)	802
Reclassification to Property, Plant and Equipment	81,675	31,806	113,481
	<u>114,283</u>	<u>-</u>	<u>114,283</u>

c) FRS 139 - Financial instruments : Recognition and Measurement

FRS 139 sets out new requirements for the recognition and measurement of the Group's financial instruments. Financial instruments are recorded initially at fair value. Subsequent measurement of the financial instruments at the balance sheet reflects the designation of the financial instruments.

Financial assets

i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss comprise financial assets that are held for trading, including derivatives (except for a derivative that is a designated and effective hedging instrument) and financial assets that are specifically designated into this category upon initial recognition. Financial assets held for trading are derivatives (including separated embedded derivatives) or financial assets acquired principally for the purpose of selling in the near term.

Derivative that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with gains or losses recognised in the income statement.



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1 Basis of Preparation (Cont'd)

c) *FRS 139 - Financial instruments : Recognition and Measurement (Cont'd)*

ii) Held-to-maturity

Held-to-maturity investments category comprise debt instruments that are quoted in an active market and the Group or the Company has the positive intention and ability to hold to maturity.

Financial assets categorised as held-to-maturity investments are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss.

iii) Available-for-sale

Available-for-sale category comprises investment in equity and debt securities instruments that are not held for trading.

Investments in equity instruments that do not have quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less impairment loss. Other financial assets categorised as available-for-sale subsequently measured at their fair values with the gain or loss recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses arising from monetary items and gains and losses of hedged items attributable to hedge risks of fair value hedges which are recognised in profit or loss. On derecognition, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity into profit or loss. Interest calculated for a debt instrument using the effective interest method is recognised in profit or loss.

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment.

iv) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, receivables and cash and cash equivalents. Such financial assets less impairment losses, if any are carried at amortised cost using the effective interest rate method.

Financial guarantees classified as insurance contracts

Financial guarantees are accounted for as insurance contracts. Provision is recognised based on the Group's estimate of ultimate cost of settling all claims incurred but unpaid at the balance sheet date.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost other than those categories as fair value through profit or loss.

The adoption of FRS 139 does not have any significant impact on the loss for the financial period.

The change in accounting policies have been accounted prospectively in line with the additional provision under FRS139, resulting in an adjustment to the Group's opening accumulated losses as follows:

	The Group RM'000
Effects on accumulated losses	
At 1 January 2010	86,166
Effects of adoption of FRS 139	<u>(293)</u>
At 1 January 2010, as restated	<u><u>85,873</u></u>

d) *FRS 8, 'Operating Segments'*

FRS 8 replaces FRS 114²⁰⁰⁴ Segment Reporting and requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes. The adoption of this standard only impacts the form and content of disclosures presented in the financial statements of the Group. This FRS is expected to have no material impact on the financial statements of the Group upon its initial application.



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2 Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the year ended 31 December 2009 was not subject to any audit qualification.

3 Comments About Seasonal or Cyclical Factors

The business operations of the Group during the financial period under review were not materially affected by any seasonal or cyclical factors.

4 Unusual Items Due to Their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group that are unusual due to their nature, size or incidence for the financial period ended 31 March 2010.

5 Changes in Estimates

There were no material changes in estimates for the financial period ended 31 March 2010.

6 Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debts and equity securities for the financial period ended 31 March 2010 except for repurchase of a total of 5,000 Ordinary Shares of its issued Share Capital from an open market for a total consideration of RM1,492.44 at an average of RM0.2985 per share during the current financial quarter. As at 31 March 2010, the Company held as treasury shares a total of 32,074,000 of its 710,341,402 issued ordinary shares. Such treasury shares are held at a carrying amount of RM13.067 million.

7 Dividends Paid

No dividends were paid in the current quarter ended 31 March 2010.



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8 Segmental Information

3 months ended 31 March 2010	Malaysia			Overseas		
	Total RM'000	Property Devt RM'000	Others RM'000	Property Devt RM'000	Plantation RM'000	Others RM'000
Segment revenue						
Revenue	22,716	19,033	3,629	54	0	0
Consol Elimination	(7,142)	(5,546)	(1,596)	0	0	0
Total revenue	15,574	13,487	2,033	54	0	0
Segment results						
Segment (loss)/ profit	(3,055)	2,275	(4,566)	(404)	(713)	353
Interest income	680	38	631	2	4	5
Interest expenses	(953)	(116)	(697)	(139)	0	(1)
(Loss)/Profit before taxation	(3,328)	2,197	(4,632)	(541)	(709)	357
Taxation	(1,275)	(1,211)	(64)	0	0	0
(Loss)/Profit after taxation	(4,603)	986	(4,696)	(541)	(709)	357

3 months ended 31 March 2009	Malaysia			Overseas		
	Total RM'000	Property Devt RM'000	Others RM'000	Property Devt RM'000	Plantation RM'000	Others RM'000
Segment revenue						
Revenue	40,274	38,265	2,009	0	0	0
Consol Elimination	(22,621)	(22,593)	(28)	0	0	0
Total revenue	17,653	15,672	1,981	0	0	0
Segment results						
Segment (loss)/ profit	(1,053)	3,262	(3,195)	(566)	(328)	(226)
Interest income	2,091	459	1,432	0	195	5
Interest expenses	(986)	(5)	(921)	(59)	0	(1)
(Loss)/Profit before taxation	52	3,716	(2,684)	(625)	(133)	(222)
Taxation	(2,137)	(1,274)	(863)	0	0	0
(Loss)/Profit after taxation	(2,085)	2,442	(3,547)	(625)	(133)	(222)



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9 Carrying Amount of Revalued Assets

The revaluation of property, plant and equipment and investment properties have been brought forward without amendment from the financial statement for the year ended 31 December 2009. As at 31 March 2010, the Group had continued to carry its property, plant and equipment at revaluation or cost less accumulated depreciation.

10 Changes in the Composition of the Group

There were no material changes in the composition of the Group during the financial period including business combinations, disposal of subsidiaries and long term investments, restructuring and discontinuing operations since the last financial report except the following:-

- a) On 9 March 2010, the Group incorporated a wholly-owned subsidiary in Singapore under the name of Global Hectare Holdings Pte. Ltd. ("GHH"). The issued and paid-up share capital of GHH is 1 ordinary share of SGD1.00 each. The intended principal activity of GHH is investment holding.
- b) On 31 March 2010, the Group via its wholly-owned subsidiary, GHH entered into a Share Sale And Purchase Agreement with Anggunawan ("Anggun"), Edy Lembono ("EL") and Edy Supianto ("ES") (Anggun, EL and ES hereinafter referred to as "the Sellers"), to acquire from the Sellers, 95% of the existing issued and paid-up capital in PT Primabahagia Permai Sejati. The entire equity interest of PT Primabahagia Permai Sejati is valued at RPH31,482,500,000 (equivalent to approximately RM11,304,309 based on an exchange rate of RM1.00 = RPH2,785 as at 31 March 2010), arrived at on "willing buyer-willing seller basis".
- c) On 31 March 2010, the Company acquired the entire issued and paid-up share capital of Maxcorp International Investments Limited ("Maxcorp"), a company incorporated in Hong Kong, representing 1 ordinary share for a total consideration of Hong Kong Dollar 1. the intended principal activity of Maxcorp is investment holding.

11 Changes in Contingent Liabilities and Contingent Assets

There were no changes in contingent liabilities or contingent assets since the last annual balance sheet as at 31 December 2009.

12 Capital Commitments

	31/03/2010
	RM'000
Approved and contracted for the acquisition/ subscriptions of shares and registered in subsidiaries	26,870
Approved and contracted for the acquisition of land and building	10,217
Approved but not contracted for the acquisition of property, plant and equipment	5,762
Approved but not contracted for plantation development expenditure	49,020
	<u>91,869</u>

13 Subsequent Events

There were no material transactions or events subsequent to the end of the current quarter till the date of issue of this quarterly report.



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PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14 Performance Review

The Group recorded a revenue of RM15.6 million and loss before tax of RM3.3 million for the current quarter under review as compared to a revenue of RM17.7 million and profit before tax of RM52,000 in the corresponding quarter of previous year.

Revenue in the current quarter under review has decreased compared to corresponding quarter of previous year although sales and work progress from the local Property Development Division have improved due to the one time accrual of interest income on the balance of sale proceeds from the disposal of City Square Centre in the corresponding quarter of previous year.

15 Variations of Results Against The Preceding Quarter

The Group registered a revenue of RM15.6 million and loss of RM3.3 million in the current quarter under review as compared to a revenue of RM46.0 million and loss of RM2.8 million in the previous quarter ended 31 December 2009. Lower revenue and higher loss in the current quarter was mainly due to lower sale unit in MyHabitat Serviced Residences. Lower sale in current quarter is due to lesser promotion activities conducted during the Chinese New Year festive season.

16 Prospects

With the regional economies showing positive signs of recovery and consumers sentiments improving, we remained cautious yet optimistic in financial year 2010. The main revenue drivers of the Group will still be from its core business of property development in Malaysia namely MyHabitat and Bandar Tasik Puteri in Rawang. The Group expects an improvement in its performance for financial year 2010.

Building works for Phase 1 for the first 7 blocks of shoplots of our commercial development project in Changshu, China is expected to complete in year 2010. The China economy in 2010 has been widely forecasted to grow at 10% and together with the pick up in the western economies, we are optimistic that our commercial project in Changshu is well positioned to capitalise on China's growing economy.

As for the Group's oil palm plantation, the Group has planted 3,871 ha as at 31 March 2010. For year 2010, we are targeting to plant another 5,000 hectares. The first harvest is expected in financial year 2012.

17 Profit Forecast and Profit Guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax and minority interest and forecast profit after tax and minority interest and for the shortfall in profit guarantee are not applicable.

18 Income Tax Expenses

	3 months ended		3 months ended	
	31.03.2010	31.03.2009	31.03.2010	31.03.2009
	RM'000	RM'000	RM'000	RM'000
Tax expense				
Charge for the year	1,275	2,137	1,275	2,137
Income tax expense	<u>1,275</u>	<u>2,137</u>	<u>1,275</u>	<u>2,137</u>

The Group reported higher effective tax rate for the current quarter under review as well as for the period ended 31 March 2010 than the statutory rate of taxation which were mainly due to certain expenses in the subsidiaries were disallowed.



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PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

19 Sale of Unquoted Investments and/or Properties

There were no sales of unquoted investments and properties (classified under property, plant and equipment or investment properties) subsequent to the financial year ended 31 December 2009.

20 Status of Corporate Proposals

The corporate proposals that have been announced by the Company but not completed as of this announcement are as follows:-

Proposed Acquisition of 95% Equity Interest in PT Primabahagia Permai Sejati, Indonesia

Global Hectare Holdings Pte. Ltd. (GHH), a wholly-owned subsidiary of the Company, had on 31 March 2009 entered into a Share Sale and Purchase Agreement (SSPA) with Anggunawan (Anggun), Edy Lembono (EL) and Edy Supianto (ES) (Anggun, EL and ES hereinafter referred to as "the Sellers") in relation to the acquisition from the Sellers, 95% of the existing issued and paid-up capital in PT Primabahagia Permai Sejati (PT PPS) which 100% equity is valued at Rp31,482,500,000 (equivalent to approximately RM11,304,309 based on an exchange rate of RM1.00= Rp2,785 as at 31 March 2010), arrived at on a "willing buyer-willing seller" basis (Proposed Acquisition).

PT PPS has the "Izin Lokasi" (Location Permit) for a plot of land measuring approximately 14,000 Hectares located in the District of Lumbis, Regency of Nunukan, Province of East Kalimantan, the Republic of Indonesia ("the Land") for oil palm plantation.

The conditions to be fulfilled for the completion of the SSPA include, amongst others, the approval of the Capital Investment Coordinating Board ("Badan Koordinasi Penanaman Modal") of the Republic of Indonesia for conversion of PT PPS into a foreign investment company and the issuance of the Environmental Impact Analysis (AMDAL) and Plantation Business Licence (IUP) in respect of the Land.

Upon completion of the Proposed Acquisition, GHH will hold 95% of the issued and paid-up shares of PT PPS.

Proposed Acquisition of Land

Island Bay Resorts Sdn. Bhd. ("IBR"), a wholly owned subsidiary of the Company had on 23 September 2008 entered into a Sale and Purchase Agreement with United Overseas Bank (Malaysia) Bhd ("UOB") for the acquisition of a piece of vacant land held in perpetuity under Geran No.11116, Lot No. 87, Seksyen 2, Bandar Batu Ferringhi, Daerah Timur Laut, Negeri Pulau Pinang for a total purchase consideration of Ringgit Malaysia Six Million (RM6,000,000.00) only. IBR has paid 30% of the purchase consideration to the vendor.

Upon completion of the proposed acquisition of the land, the Joint-Venture Agreement executed between IBR and UOB on 3 June 2002 in relation to the proposed development on the land on a joint venture basis shall be deemed terminated by mutual consent and neither party shall have any claims whatsoever against the other party.

Joint Venture with HELP International Corp Bhd

The Company had on 12 May 2010 entered into a Joint Venture and Working Agreement ("JVWA") with HELP International Corporation Bhd ("HELP") (hereinafter collectively referred to as "the Parties") to register a company ("JV Company") with equal shareholding between the Company and HELP for the purposes of conducting and providing quality education in jurisdictions deemed viable by the JV Company across the whole spectrum of educational levels and fields in any country including Malaysia and China ("the Joint Venture").



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**PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING
REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

21 Borrowings and Debt Securities

	As at 31.03.2010 RM'000
Short Term Borrowings :	
Secured	
Revolving Credit	84,441
Terms Loan	23,750
Bonds	34,142
Hire purchase payables	1,085
Total	<u>143,418</u>
Long Term Borrowings :	
Secured	
Term loans	51,585
Bonds	11,381
Hire purchase payables	1,030
Total	<u>63,996</u>
Total Borrowings	<u>207,414</u>

Included in the above borrowings is a foreign bond of JPY1,300,000,000 (RM45,522,100) issued by a foreign subsidiary.

22 Derivative Financial Instruments

The Group has no derivative financial instruments outstanding as at the date of this report.

23 Changes in Material Litigation

As at 24 May 2010, there were no changes in material litigation save as disclosed below since the last audited balance sheet date of 31 December 2009.

- (a) A wholly-owned subsidiary of Asia Pacific Land Berhad, Rawang Lakes Sdn Bhd. (RLSB or 2nd Defendant) is counter claiming for damages and loss for breach of contract against the claim by its contractor, Mampu Jaya Sdn. Bhd. (MJSB or 1st Plaintiff), for the payment of workdone. The Plaintiffs' Summary Judgement Application was dismissed by the Senior Assistant Registrar on 24 November 2004. The Plaintiffs filed an appeal to the Judge in Chambers. On 11 August 2005, the Judge dismissed the Plaintiffs' appeal with costs. The court has fixed 25 June 2010 for case management.

On 17 July 2009, the court granted a Winding-Up Order against MJSB under Shah Alam High Court Winding Up filed by Yeh Elikh t/a Chuan Huat Crane & Excavator Services.



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24 Dividend Payable

The Company did not declare any dividend for the quarter ended 31 March 2010.

25 Loss per Share

The basic loss per share for the periods are based on the Group's loss for the period divided by the number of ordinary shares of the company in issue during the periods as follows:

	3 months ended 31.03.2010
Loss for the period (RM'000)	(4,272)
<i>Weighted average number of Ordinary Shares ('000)</i>	
Shares at the beginning of the period	688,557
Shares repurchased during the period	(2)
Weighted average no. of shares issued	688,555
Basic loss per share (Sen)	<u>(0.62)</u>

As at 31 March 2010, the Company has not granted any options or contract that may entitle its holder to convert into Ordinary Share and therefore, dilute its basic loss per share.

26 Authorised for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 24 May 2010.

By Order of the Board

Tan Bee Lian
Julia Tan Chooi Fong
Company Secretaries
24 May 2010