

THIS STATEMENT/CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused the contents of Part A in respect of the Share Buy-Back Mandate (as defined herein) and takes no responsibility for the contents of this Statement/Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever arising from or in reliance upon the whole or any part of the contents of this Statement/Circular.

# KRISASSETS HOLDINGS BERHAD 24123H

## PART A

### STATEMENT

in relation to

#### RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

## PART B

### CIRCULAR TO SHAREHOLDERS

in relation to

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

The above proposals will be tabled as Special Business at KrisAssets' Thirty-Sixth Annual General Meeting ("36<sup>th</sup> AGM") to be held on Monday, 9 May 2011. Notice of 36<sup>th</sup> AGM together with the Proxy Form, are set out in the Annual Report of KrisAssets for the financial year ended 31 December 2010 ("Annual Report 2010"). The Proxy Form must be completed and deposited at the Registered Office/Share Registrar at Level 32, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for the 36<sup>th</sup> AGM or at any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the 36<sup>th</sup> AGM should you subsequently decide to do so.

Last date and time for lodging the Proxy Form	:	Saturday, 7 May 2011 at 3.00p.m.
Date and time of 36 <sup>th</sup> AGM	:	Monday, 9 May 2011 at 3.00p.m.
Venue of 36 <sup>th</sup> AGM	:	Bintang Ballroom Level 5 Cititel Mid Valley Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur

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## DEFINITIONS

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

“Act”	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Board” or “the Directors”	:	Board of Directors of KrisAssets
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“CMSA”	:	Capital Markets and Services Act 2007
“Code”	:	Malaysian Code on Take-Overs and Mergers 2010, as may be amended or modified from time to time
“Director”	:	Shall have the meaning given in Section 4 of the Act and Section 2(1) of the CMSA. For purposes of the RRPT Mandate, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or Chief Executive of KrisAssets, its subsidiary or holding company
“EPS”	:	Earnings per share
“Interested Related Parties”	:	Related Parties who are deemed to be interested in the Recurrent RPTs
“KrisAssets” or “the Company”	:	KrisAssets Holdings Berhad
“KrisAssets Group” or “the Group”	:	KrisAssets and its subsidiaries
“Listing Requirements” or “MMLR”	:	Bursa Securities Main Market Listing Requirements, as amended or modified from time to time
“Major Shareholder”	:	A person (which includes a person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon) who has an interest or interests in one or more voting Shares in KrisAssets and the nominal amount of that Share, or the aggregate of the nominal amounts of those Shares, is 10% or more of the aggregate of the nominal amounts of all the voting Shares in KrisAssets, or 5% or more of the aggregate of the nominal amounts of all the voting Shares in KrisAssets where such person is the largest shareholder of KrisAssets. "Interest in shares" shall have the meaning given in Section 6A of the Act
“NA”	:	Net assets
“Purchased Shares”	:	Shares purchased pursuant to the Company’s share buy-back exercise
“Related Parties”	:	Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s)
“Related Party Transactions” or “RPTs”	:	Transactions with Related Parties
“Recurrent RPTs”	:	RPTs which are recurrent, of revenue or trading nature and which are necessary for day-to-day operations of KrisAssets Group
“RRPT Mandate”	:	Renewal shareholders’ mandate for Recurrent RPTs of KrisAssets Group
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“Shares” or “KrisAssets Shares”	:	Ordinary shares of RM1.00 each in KrisAssets
“Share Buy-Back Mandate”	:	Renewal of the authorisation for KrisAssets to purchase its own Shares, which when aggregated with the Shares already purchased previously and retained as Treasury Shares, up to a maximum of 10% of its issued and paid-up capital
“Substantial Shareholder”	:	A person who has an interest in one or more voting shares in the company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is not less than 5% of the aggregate of the nominal amounts of all the voting shares in the company, as defined under Section 69D (1) of the Act
“Treasury Shares”	:	Purchased Shares which are or will be retained in treasury by the Company

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CONTENTS

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PAGE

PART A

STATEMENT IN RELATION TO SHARE BUY-BACK MANDATE:	1
1.0 INTRODUCTION	2
2.0 SHARE BUY-BACK MANDATE	2
2.1 RATIONALE	2
2.2 FUNDING	2
2.3 RISK ASSESSMENT	2
2.4 EFFECTS OF SHARE BUY-BACK MANDATE	2
2.5 PUBLIC SHAREHOLDING SPREAD	3
2.6 IMPLICATION OF THE CODE	3
2.7 APPROVAL REQUIRED	3
3.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	3
4.0 PURCHASE, RESALE OR CANCELLATION OF KRISASSETS SHARES DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2010	3
5.0 DIRECTORS' RECOMMENDATION	3

PART B

CIRCULAR TO SHAREHOLDERS IN RELATION TO RRPT MANDATE:	4
1.0 INTRODUCTION	5
2.0 RRPT MANDATE	5
2.1 MMLR	5
2.2 DETAILS OF RRPT MANDATE	6
2.3 RATIONALE FOR RRPT MANDATE	9
2.4 EFFECTS OF RRPT MANDATE	10
2.5 APPROVAL REQUIRED	10
3.0 INTERESTS OF INTERESTED RELATED PARTIES	10
4.0 DIRECTORS' RECOMMENDATION	10
5.0 FURTHER INFORMATION	10

APPENDICES

APPENDIX A - EXTRACT OF RESOLUTIONS	11
APPENDIX B - FURTHER INFORMATION	12

PART A  
STATEMENT  
in relation to  
SHARE BUY-BACK MANDATE

# KRISASSETS HOLDINGS BERHAD 24123H

## STATEMENT IN RELATION TO SHARE BUY-BACK MANDATE

### 1.0 INTRODUCTION

At the 35<sup>th</sup> AGM held on 24 May 2010, the Company had obtained shareholders' approval for the Company to purchase up to 10% of the issued and paid-up capital of KrisAssets. The said authorisation shall, in accordance with the MMLR, expires at the conclusion of the 36<sup>th</sup> AGM.

On 18 March 2011, the Board announced the Company's intention to seek for renewal of its shareholders' authorisation for the Share Buy-Back Mandate at the 36<sup>th</sup> AGM.

The Share Buy-Back Mandate shall be effective upon the passing of the ordinary resolution at the 36<sup>th</sup> AGM and will remain in effect (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company; or the date by which the next AGM is required by law to be held, whichever is earlier.

The purpose of this Statement is to provide you with relevant information of the Share Buy-Back Mandate, and to seek your approval for the ordinary resolution as set out in Appendix A of this Statement/Circular to be tabled at the 36<sup>th</sup> AGM.

### 2.0 SHARE BUY-BACK MANDATE

#### 2.1 RATIONALE

The Share Buy-Back Mandate will enable KrisAssets Group to utilise its surplus financial resources to purchase the Shares from the market. The Share Buy-Back Mandate may stabilise the supply, demand and price of KrisAssets Shares traded on Bursa Securities, thereby supporting the fundamental value of the Shares.

Where the Shares bought are retained as Treasury Shares, the Directors would have an option to distribute these Shares as dividends to reward shareholders and/or resell the Treasury Shares at prices higher than their purchase prices and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital and/or cancel the Treasury Shares to enhance the EPS of KrisAssets and have a positive effect on the market price of the Shares.

#### 2.2 FUNDING

The maximum amount of funds to be allocated for the Share Buy-Back Mandate will be limited to the amount of retained profits or share premium account of the Company at the time of purchase(s). As at 31 December 2010, the audited retained earnings and share premium of the Company were respectively RM116,002,000 and RM532,046,000. The Share Buy-Back Mandate will be funded from internally generated funds.

#### 2.3 RISK ASSESSMENT

The Share Buy-Back Mandate is not expected to cause any potential material disadvantages to the Company and its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of KrisAssets Group and the resultant impact on KrisAssets Group, as well as depends on the prevailing equity market conditions.

The Share Buy-Back Mandate, if implemented, would reduce the financial resources of the Group, which may result in the Group having to forgo other feasible investment opportunities that may emerge in the future and/or any income that may be derived from funds utilised for the Share Buy-Back Mandate.

The financial resources of the Group may however increase if the Treasury Shares are resold at prices higher than their purchase prices. Other benefits of the Share Buy-Back Mandate are outlined in Section 2.1.

In any case, the Board in exercising any decision on the Share Buy-Back Mandate will be mindful of the interests of the Company and its shareholders.

#### 2.4 EFFECTS OF SHARE BUY-BACK MANDATE

On the assumption that the Share Buy-Back Mandate is implemented in full, the proforma effects on the share capital, NA, EPS and working capital are as follows:

##### (a) Share Capital

In the event all Purchased Shares (including Treasury Shares) are subsequently cancelled, the issued and paid-up capital of KrisAssets will be as follows:

	RM
Issued and paid-up capital as at 31 March 2011	436,862,053
Cancellation of Purchased Shares (maximum 10%)	(43,686,205)
Issued and paid-up capital after the Share Buy-Back Mandate	393,175,848

The Share Buy-Back Mandate is not expected to have any effect on the issued and paid-up capital of KrisAssets if the Purchased Shares are retained as Treasury Shares but the rights attaching to the Treasury Shares as to voting, dividends and participation in other distribution or otherwise are suspended. The Treasury Shares should not be taken in calculation of the number or percentage of Shares in the Company for any purpose whatsoever including substantial shareholdings, takeovers, notices, requisition of meetings, quorum for meetings and result of votes on resolutions.

(b) NA and EPS

The effects of the Share Buy-Back Mandate on the NA per Share and EPS of the Company are dependent on the purchase prices of KrisAssets Shares and the effective funding cost or opportunity loss in interest income to the Group.

The Share Buy-Back Mandate will reduce the NA per Share if the purchase price exceeds the NA per Share at the time of purchase and conversely will increase the NA per Share if the purchase price is below the NA per Share at the time of purchase.

(c) Working Capital

The Share Buy-Back Mandate will reduce the working capital of KrisAssets Group to the extent of the amount of funds utilised for the Purchased Shares. Similarly, the working capital of the Group will increase to the extent of the amount of funds obtained from the resale of the Treasury Shares.

## 2.5 PUBLIC SHAREHOLDING SPREAD

As at 31 March 2011, the public shareholding spread of the Company was 23.56%.

The Company will ensure that prior to any share buy-back exercise, the lower percentage of public shareholding spread of at least 20% as approved by Bursa Securities vide its letter dated 20 October 2010, is maintained.

## 2.6 IMPLICATION OF THE CODE

The Board does not anticipate any implication relating to the Code even if the allowed maximum number of Shares are purchased pursuant to the authority granted under the Share Buy-Back Mandate.

However, in the event the obligation is triggered due to the Share Buy-Back Mandate, the affected Substantial Shareholder(s) and/or person(s) acting in concert may seek a waiver under Section 219 of the CMSA, subject to certain conditions being met, if the obligation is triggered as a result of action outside their direct participation.

## 2.7 APPROVAL REQUIRED

The Share Buy-Back Mandate is subject to the approval of shareholders at the 36<sup>th</sup> AGM.

## 3.0 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Save for the inadvertent increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a consequence of the Share Buy-Back Mandate, none of the Directors or Substantial Shareholders or persons connected has any interest, direct or indirect, in the Share Buy-Back Mandate or resale of Treasury Shares, if any.

## 4.0 PURCHASE, RESALE OR CANCELLATION OF KRISASSETS SHARES DURING THE FINANCIAL YEAR ENDED 31 DECEMBER 2010

KrisAssets has not made any purchase, resale or cancellation of KrisAssets Shares during the financial year ended 31 December 2010.

The existing 100,000 Treasury Shares were acquired by the Company in April 2003 between RM2.16 and RM2.22 per KrisAssets Share amounting to RM218,460.00.

## 5.0 DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Share Buy-Back Mandate is of the opinion that the proposal is in the best interest of KrisAssets. Accordingly, the Board recommends that you vote in favour of the resolution in respect of the Share Buy-Back Mandate to be tabled at the 36<sup>th</sup> AGM.

This Statement is dated 15 April 2011.

PART B  
CIRCULAR TO SHAREHOLDERS  
in relation to  
RRPT MANDATE

# KRISASSETS HOLDINGS BERHAD 24123H

Registered Office:  
Level 32, The Gardens South Tower  
Mid Valley City  
Lingkaran Syed Putra  
59200 Kuala Lumpur

15 April 2011

## DIRECTORS:

Tan Sri Dato' Dr. Lin See Yan, *Independent Non-Executive Chairman*  
Robert Tan Chung Meng, *Group Managing Director*  
Halim bin Haji Din, *Independent Non-Executive Director*  
Le Ching Tai @ Lee Chen Chong, *Independent Non-Executive Director*  
Tan Lei Cheng, *Non-Independent Non-Executive Director*  
Tan Boon Lee, *Non-Independent Non-Executive Director*  
Daniel Yong Chen-I, *Non-Independent Non-Executive Director*  
Elizabeth Tan Hui Ning, *Alternate to Group Managing Director*

To: Shareholders of KrisAssets

Dear Sir/Madam

## RRPT MANDATE

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### 1.0 INTRODUCTION

At the 35<sup>th</sup> AGM held on 24 May 2010, the shareholders of the Company approved the mandate for KrisAssets Group to enter into Recurrent RPTs. The said mandate shall, in accordance with the MMLR, expires at the conclusion of the 36<sup>th</sup> AGM of the Company.

On 18 March 2011, the Board announced the Company's intention to seek shareholders' approval for the RRPT Mandate.

The purpose of this Circular is to provide you with relevant information of the RRPT Mandate, and to seek your approval for the ordinary resolution as set out in Appendix A of this Statement/Circular to be tabled at the 36<sup>th</sup> AGM.

### 2.0 RRPT MANDATE

#### 2.1 MMLR

Paragraph 10.09 of the MMLR and Practice Note No. 12 ("PN12") allow a listed issuer to seek a mandate from shareholders for recurrent related party transactions subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (i) the consideration, value of the assets, capital outlay or cost of the aggregated transactions is RM1 million or more; or
  - (ii) the percentage ratio of such aggregated transactions is 1% or more,whichever is higher;
- (c) the listed issuer to issue circular to shareholders for the shareholders' mandate;
- (d) in a meeting to obtain the shareholders' mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and



- (e) an immediate announcement is made to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

## 2.2 DETAILS OF RRPT MANDATE

KrisAssets is an investment holding company. Its principal wholly-owned subsidiary, Mid Valley City Sdn Bhd (“MVC”), is the owner and operator of Mid Valley Megamall whereas Mid Valley Capital Sdn Bhd is a special purpose vehicle incorporated for the issuance of bonds.

It is envisaged that in the normal course of the Group’s businesses, Recurrent RPTs between KrisAssets Group and the Related Parties are likely to occur, and which are necessary for its day-to-day operations.

In this respect, the Directors are seeking approval from shareholders to allow the Group to enter into Recurrent RPTs with the Related Parties (as described in Section 2.2.1), provided such transactions are made at arms’ length, on KrisAssets Group’s normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of KrisAssets.

The RRPT Mandate is subject to annual renewal. In this respect, authority conferred by the RRPT Mandate shall take effect on 9 May 2011 being the date of the 36<sup>th</sup> AGM and shall continue in force (unless revoked or varied by the Company in general meeting) until the conclusion of the next AGM of the Company; or the date by which the next AGM is required by law to be held, whichever is earlier.

### 2.2.1 Nature of Recurrent RPTs, Classes of Related Parties and Estimated Aggregate Value:

Recurrent RPTs which will be covered in the RRPT Mandate				Estimated aggregate value as disclosed in the preceding year’s circular to shareholders dated 30 April 2010 (RM’000)**	Actual value transacted from 24 May 2010 to 31 March 2011 (RM’000)**
Related Parties	Nature of Recurrent RPTs with KrisAssets Group	Interested Related Parties	Estimated aggregate value during the validity period of RRPT Mandate (RM’000)*		
IGB Corporation Berhad group of companies (“IGB Group”) <sup>1</sup>	<ul style="list-style-type: none"> <li>▪ Lease/tenancy of properties/assets &amp; related facilities to/from Related Parties for no more than 3 years nor payment in lump sum</li> <li>▪ Provision/receipt of management, consultancy &amp; all types of services including but not limited to project development, property management, sales &amp; marketing, hotel, construction, mechanical &amp; engineering, landscaping, advertising, maintenance, security &amp; support services</li> <li>▪ Purchase/supply of building materials, electrical equipment/appliances &amp; related products/services</li> </ul>	Robert Tan Chung Meng (“RTCM”) <sup>a</sup> Tan Boon Seng (“TBS”) <sup>b</sup> Tan Lei Cheng (“TLC”) <sup>c</sup> Tan Boon Lee (“TBL”) <sup>d</sup> Pauline Tan Suat Ming (“PTSM”) <sup>e</sup> Tony Tan @ Choon Keat (“TTCK”) <sup>f</sup> Dato’ Tan Chin Nam (“DTCN”) <sup>g</sup> Daniel Yong Chen-I (“DYCI”) <sup>h</sup> Elizabeth Tan Hui Ning (“ETHN”) <sup>i</sup> Goldis Berhad (“Goldis”) <sup>j</sup> Tan Chin Nam Sdn Bhd (“TCNSB”) <sup>k</sup> Tan Kim Yeow Sdn Bhd (“TKYSB”) <sup>l</sup> Wah Seong (Malaya) Trading Co. Sdn Bhd (“WSTSB”) <sup>m</sup> IGB <sup>n</sup>	30,000	30,000	13,721

Recurrent RPTs which will be covered in the RRPT Mandate				Estimated aggregate value as disclosed in the preceding year's circular to shareholders dated 30 April 2010 (RM'000)**	Actual value transacted from 24 May 2010 to 31 March 2011 (RM'000)**
Related Parties	Nature of Recurrent RPTs with KrisAssets Group	Interested Related Parties	Estimated aggregate value during the validity period of RRPT Mandate (RM'000)*		
Wah Seong Corporation Berhad group of companies ("WSCB Group") <sup>2</sup>	<ul style="list-style-type: none"> <li>Lease/tenancy of properties/assets &amp; related facilities to/from Related Parties for no more than 3 years nor payment in lump sum</li> </ul>	RTCM <sup>a</sup> TBS <sup>b</sup> TLC <sup>c</sup> TBL <sup>d</sup> PTSM <sup>e</sup> TTCK <sup>f</sup> DTCN <sup>g</sup> DYCI <sup>h</sup> ETHN <sup>i</sup> Goldis <sup>j</sup> TCNSB <sup>k</sup> TKYSB <sup>l</sup> WSTSB <sup>m</sup> IGB <sup>n</sup>	30	30	12
WSTSB group of companies ("WSTSB Group") <sup>3</sup>	<ul style="list-style-type: none"> <li>Lease/tenancy of properties/assets &amp; related facilities to/from Related Parties for no more than 3 years nor payment in lump sum</li> <li>Purchase/supply of building materials, electrical equipment/appliances &amp; related products/services</li> </ul>	RTCM <sup>a</sup> TBS <sup>b</sup> TLC <sup>c</sup> TBL <sup>d</sup> PTSM <sup>e</sup> TTCK <sup>f</sup> DTCN <sup>g</sup> DYCI <sup>h</sup> ETHN <sup>i</sup> Goldis <sup>j</sup> TCNSB <sup>k</sup> TKYSB <sup>l</sup> WSTSB <sup>m</sup> IGB <sup>n</sup>	2,000	2,000	916
Sierramas Landscape Services Sdn Bhd ("SLS") <sup>4</sup> , an associate of IGB	<ul style="list-style-type: none"> <li>Provision/receipt of management, consultancy &amp; all types of services including but not limited to project development, property management, sales &amp; marketing, hotel, construction, mechanical &amp; engineering, landscaping, advertising, maintenance, security &amp; support services</li> </ul>	RTCM <sup>a</sup> TBS <sup>b</sup> TLC <sup>c</sup> TBL <sup>d</sup> PTSM <sup>e</sup> TTCK <sup>f</sup> DTCN <sup>g</sup> DYCI <sup>h</sup> ETHN <sup>i</sup> Goldis <sup>j</sup> TCNSB <sup>k</sup> TKYSB <sup>l</sup> WSTSB <sup>m</sup> IGB <sup>n</sup>	100	100	-
Jeyaratnam & Chong ("J&C") <sup>5</sup>	<ul style="list-style-type: none"> <li>Lease/tenancy of properties/assets &amp; related facilities to/from Related Parties for no more than 3 years nor payment in lump sum</li> <li>Legal advisory &amp; consultancy services</li> </ul>	TBS <sup>b</sup> TLC <sup>c</sup> TBL <sup>d</sup> DTCN <sup>g</sup>	200	150	74
Technoltic Engineering Sdn Bhd ("TE") <sup>6</sup> an associate of IGB	<ul style="list-style-type: none"> <li>Provision/receipt of management, consultancy &amp; all types of services including but not limited to project development, property management, sales &amp; marketing, hotel, construction, mechanical &amp; engineering, landscaping, advertising, maintenance, security &amp; support services</li> <li>Purchase/supply of building materials, electrical equipment/appliances &amp; related products/services</li> </ul>	RTCM <sup>a</sup> TBS <sup>b</sup> TLC <sup>c</sup> TBL <sup>d</sup> PTSM <sup>e</sup> TTCK <sup>f</sup> DTCN <sup>g</sup> DYCI <sup>h</sup> ETHN <sup>i</sup> Goldis <sup>j</sup> TCNSB <sup>k</sup> TKYSB <sup>l</sup> WSTSB <sup>m</sup> IGB <sup>n</sup>	1,000	1,000	609

- \* The values are merely indicative estimates for the period from 9 May 2011 to the next AGM expected to be held in the month of May 2012. The estimated value is based on the current actual transactions and historical trends and may vary.
- \*\* None of the actual value of the Recurrent RPT has exceeded the estimated value by 10% or more during the validity period of the previous mandate.

#### Principal activities of Related Parties

- <sup>1</sup> The principal activities of IGB Group are investment holding, property development, property investment & management, hotel operations and construction.
- <sup>2</sup> The principal activities of WSCB Group are investment holding, provision of management services, pipe coating, pipe manufacturing, engineering, renewable energy, trading and exploration & production services.
- <sup>3</sup> The principal activities of WSTSB Group are investment holding, property development, trading in building materials & electrical goods and hotelier.
- <sup>4</sup> The principal activities of SLS are landscaping and horticulture.
- <sup>5</sup> J&C is a legal firm where the Group procures legal advisory services from time to time.
- <sup>6</sup> The principal activity of TE is servicing, maintenance & installation of elevators.

#### Nature of relationships of KrisAssets Group with Interested Related Parties

- <sup>a</sup> RTCM is a Director of KrisAssets Group, IGB Group, WSCB Group, WSTSB Group and TKYSB Group. He is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis, WSCB and TKYSB. He is the father of ETHN and a brother of PTSM and TTCK.
- <sup>b</sup> TBS is a Director of IGB, MVC and WSTSB Group. He is a Substantial Shareholder of Goldis. He is a son of DTCN and a brother of TLC and TBL; and a brother-in-law to Chong Kim Weng ("CKW"), a senior partner of J&C.
- <sup>c</sup> TLC is a Director of KrisAssets, IGB Group, Goldis Group, TCNSB and WSTSB. She is a daughter of DTCN and a sister of TBS and TBL; and the spouse of CKW.
- <sup>d</sup> TBL is a Director of KrisAssets, IGB Group, Goldis Group, TCNSB and WSTSB Group. He is a son of DTCN and a brother of TBS and TLC; and a brother-in-law to CKW.
- <sup>e</sup> PTSM is a Director of IGB, Goldis, WSCB, TKYSB Group and WSTSB Group. She is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis, WSCB and TKYSB. She is the mother to DYCI and a sister of RTCM and TTCK.
- <sup>f</sup> TTCK is a Director of IGB, TKYSB Group and WSTSB Group. He is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis, WSCB and TKYSB. He is a brother of RTCM and PTSM.
- <sup>g</sup> DTCN is a Director of MVC, TCNSB and WSTSB Group. DTCN is the father of TBS, TLC and TBL; and the father-in-law to CKW.
- <sup>h</sup> DYCI is a Director of KrisAssets Group, IGB Group and the alternate Director to PTSM on the Board of IGB. He is a son of PTSM.
- <sup>i</sup> ETHN is alternate to RTCM on the Board of KrisAssets and a Director of IGB Group. She is a daughter of RTCM.
- <sup>j</sup> Goldis is a Major Shareholder of KrisAssets and IGB; and a person connected to RTCM, TBS, PTSM, TTCK, TKYSB, TCNSB and WSTSB.
- <sup>k</sup> TCNSB is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis, WSCB and WSTSB; and a person connected to DTCN, TBS, TLC and TBL.
- <sup>l</sup> TKYSB is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis, WSCB and WSTSB; and a person connected to RTCM, PTSM and TTCK.
- <sup>m</sup> WSTSB is a Major Shareholder of KrisAssets and IGB; a Substantial Shareholder of Goldis and WSCB; and a person connected to RTCM, PTSM, TTCK, TCNSB and TKYSB.
- <sup>n</sup> IGB is a Major Shareholder of KrisAssets; and a person connected to RTCM, PTSM, TTCK, Goldis, TKYSB, TCNSB and WSTSB.

#### 2.2.2 Review and Disclosure Procedures

KrisAssets Group has established procedures to ensure that the Recurrent RPTs are conducted at arm's length and on normal commercial terms consistent with the Group's usual business practices and policies, 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.

Recurrent RPTs are reviewed and authorised by senior management staff, whereby purchases of goods and services above RM100,000 require the approval of Tender Committee under the Group's authority matrix, provided always that such personnel has no interest in the transaction and the said transaction has been approved pursuant to a RRPT Mandate obtained at an AGM for Recurrent RPTs.

Wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as comparison for determining whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by unrelated third parties. In the event that quotation or comparative pricing from unrelated parties cannot be obtained, the transaction price will be determined by the Group based on that offered by/to other unrelated parties for the similar type of transaction to ensure that the Recurrent RPTs are not detrimental to the Group.

The management of KrisAssets Group has been kept informed of the disclosure procedures for Recurrent RPTs, who would ensure that Recurrent RPTs with Related Parties would be entered into after taking into account the exclusivity of the distributorship, pricing, expertise required and other related factors.

Records/reports on all Recurrent RPTs disclosed by Directors, Major Shareholders and management are tabled to the Audit Committee ("AC") at the quarterly AC meetings.

If a member of the Board and/or AC has an interest (direct or indirect), as the case may be, the Director concerned shall abstain from deliberation and any decision making in respect of the Recurrent RPTs.

The annual internal audit plan incorporates a review of KrisAssets Group's reporting system and procedures on Recurrent RPTs to ascertain that the establishment guidelines and procedures to monitor Recurrent RPTs have been complied.

### 2.2.3 AC Statement

The AC is of the opinion that the procedures mentioned in Section 2.2.2 are sufficient:

- (a) to monitor, track and identify Recurrent RPTs in a timely and orderly manner; and
- (b) to ensure that Recurrent RPTs are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of KrisAssets.

### 2.2.4 Disclosure

The Company has disclosed the details of Recurrent RPTs conducted during the financial year ended 31 December 2010 in its Annual Report 2010 in accordance with Section 3.1.5 of PN12.

Disclosure of the same will be made in the annual report of the Company for the next financial year during which the RRPT Mandate is in force, providing among others, the following information:

- (a) type of Recurrent RPTs; and
- (b) names of Related Parties involved in each type of Recurrent RPTs and their relationships with the Company.

## 2.3 RATIONALE FOR RRPT MANDATE

The Recurrent RPTs are carried out in the ordinary course of business and intended to meet the business needs of the Group on the best possible terms. They are recurring transactions of a revenue or a trading nature which are likely to occur with some degree of frequency. These Recurrent RPTs may be time sensitive by nature, making it impractical to seek shareholders' approval on a case by case basis before entering into such RPTs. As such, the Board is seeking the RRPT Mandate under Paragraph 10.09 of the MMLR for these Recurrent RPTs so as to facilitate the efficiency with which these transactions are carried out.

By obtaining the RRPT Mandate and renewal of the same on an annual basis, the necessity to announce and/or convene separate general meetings to seek shareholders' approval as and when such Recurrent RPTs occur would not arise. This would substantially reduce administrative time and expenses associated with the convening of general meetings on an ad hoc basis, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available therein.

The Group has dealt with the Related Parties mentioned in Section 2.2.1 for years and the Related Parties have proven to be good business partners as well as reliable suppliers of materials, goods and services for the Group's business needs. The Related Parties are financially stable and have over the years established good business relationship with the Group. The materials, goods and services provided by and/or to the Related Parties are carried out at arm's length and on terms not more favourably than those generally available to the public.

The Recurrent RPTs to be entered into by the Group as detailed in Section 2.2.1 are anticipated to continue to derive income and/or to meet the Group's business needs on good terms and in the long term interest of the Group.

## 2.4 EFFECTS OF RRPT MANDATE

The RRPT Mandate is not expected to have any effect on the share capital, NA, EPS and shareholding structure of KrisAssets.

## 2.5 APPROVAL REQUIRED

The RRPT Mandate is subject to the approval of shareholders at the 36<sup>th</sup> AGM.

## 3.0 INTERESTS OF INTERESTED RELATED PARTIES

Save as disclosed below, none of the other Directors, Major Shareholders or person(s) connected has any interest, direct or indirect, in the RRPT Mandate.

The direct and indirect shareholdings of the Interested Related Parties in KrisAssets as at 31 March 2011 are as follows:

Interested Related Parties	Direct		Indirect	
	No. of Shares	%*	No. of Shares	%*
Robert Tan Chung Meng	662,730	0.15	333,079,586 <sup>#</sup>	76.26
Tan Lei Cheng	44,045	0.01	39,916 <sup>#</sup>	0.01
Tan Boon Lee	1,100	@	-	-
Daniel Yong Chen-I	9,949	@	-	-
Elizabeth Tan Hui Ning	-	-	-	-
Dato' Tan Chin Nam	-	-	-	-
Tan Boon Seng	-	-	-	-
Pauline Tan Suat Ming	-	-	333,079,586 <sup>#</sup>	76.26
Tony Tan @ Choon Keat	-	-	333,079,586 <sup>#</sup>	76.26
IGB Corporation Berhad	330,843,083	75.75	-	-
Goldis Berhad	2,236,435	0.51	330,843,083 <sup>#</sup>	75.75
Tan Chin Nam Sdn Bhd	-	-	333,079,547 <sup>#</sup>	76.26
Tan Kim Yeow Sdn Bhd	-	-	333,079,586 <sup>#</sup>	76.26
Wah Seong (Malaya) Trading Co. Sdn Bhd	-	-	333,079,547 <sup>#</sup>	76.26

\* Excluding 100,000 Shares bought back by the Company and retained as Treasury Share as at 31 March 2011.

<sup>#</sup> Deemed to have interests in KrisAssets Shares held by other corporations by virtue of Section 6A(4) of the Act.

@ Less than 0.01%

The Interested Directors namely Robert Tan Chung Meng, Tan Lei Cheng, Tan Boon Lee, Daniel Yong Chen-I and Elizabeth Tan Hui Ning have abstained and will continue to abstain from Board deliberations pertaining to the RRPT Mandate.

The Interested Related Parties will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the RRPT Mandate at the 36<sup>th</sup> AGM. In addition, the Interested Related Parties have undertaken to ensure persons connected with them abstain from voting on the RRPT Mandate at the 36<sup>th</sup> AGM.

## 4.0 DIRECTORS' RECOMMENDATION

The Directors (save for Interested Directors), having considered all aspects of the RRPT Mandate, are of the opinion that the RRPT Mandate is in the best interest of KrisAssets and accordingly, recommend that you vote in favour of the ordinary resolution pertaining to the RRPT Mandate to be tabled at the 36<sup>th</sup> AGM.

## 5.0 FURTHER INFORMATION

Shareholders are advised to refer to Appendix B for further information.

Yours faithfully  
For and on behalf of the Board of  
KRISASSETS HOLDINGS BERHAD

TAN SRI DATO' DR. LIN SEE YAN  
INDEPENDENT NON-EXECUTIVE CHAIRMAN

## EXTRACT OF RESOLUTIONS

## Resolution 8

## Renewal of shareholders' mandate for share buy-back

"THAT subject to Section 67A of the Act and Part IIIA of the Companies Regulations 1966, the Company's Memorandum and Articles and the Main Market Listing Requirements ('MMLR') of Bursa Malaysia Securities Berhad ('Bursa Securities'), the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company on Bursa Securities ('Share Buy-Back Mandate') provided that:

- (i) the aggregate number of shares purchased pursuant to the Share Buy-Back Mandate shall not exceed 10% of the issued and paid-up share capital of the Company;
- (ii) the maximum fund to be allocated by the Company pursuant to the Share Buy-Back Mandate shall not exceed the retained earnings or share premium of the Company as at 31 December 2010; and
- (iii) the shares so purchased by the Company pursuant to the Share Buy-Back Mandate to be cancelled and/or retained in treasury for distribution as dividends and/or resold on Bursa Securities;

AND THAT the Share Buy-Back Mandate, unless revoked or varied by the Company in general meeting, shall commence immediately upon passing of this resolution until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the Share Buy-Back Mandate."

## Resolution 9

## Renewal of shareholders' mandate for recurrent related party transactions

"THAT the Company and/or its subsidiaries ('the Group') be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ('Related Parties') as specified in Section 2.2.1 of the Statement/Circular to Shareholders dated 15 April 2011 ('Statement/Circular'), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (iv) not detrimental to the minority shareholders

('RRPT Mandate');

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate."

## FURTHER INFORMATION

## 1. RESPONSIBILITY STATEMENT

This Statement/Circular has been seen and approved by the Board of KrisAssets and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which, would make any statement herein misleading.

## 2. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business), which have been entered into by KrisAssets Group during the two years preceding the date of this Statement/Circular:

- (i) Subscription Agreement dated 7 January 2011 between KrisAssets as the Issuer and Hong Leong Investment Bank Berhad as the Lead Manager, Primary Subscriber and Lead Arranger in respect of the issuance of RM300.0 million nominal value of 7-year redeemable convertible secured bonds ("Bonds"). The Bonds were issued on 30 March 2011; and
- (ii) Share Sale Agreement ("SSA") dated 25 March 2011 between KrisAssets and IGB in respect of the proposed acquisition of 100% equity interest in Mid Valley City Gardens Sdn Bhd for a cash consideration of RM215.71 million subject to the terms and conditions of the SSA.

The transaction is pending the approval of the shareholders of KrisAssets at an extraordinary general meeting to be convened.

## 3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

KrisAssets Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant as at the date of this Statement/Circular, and KrisAssets is not aware of any proceedings, pending or threatened against KrisAssets Group or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position or business of KrisAssets Group.

## 4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours at the Registered Office of KrisAssets from the date of this Statement/Circular up to and including the date of the 36<sup>th</sup> AGM:

- (i) Memorandum and Articles of Association of KrisAssets;
- (ii) Audited consolidated financial statements of KrisAssets for the past two financial years ended 31 December 2009 and 31 December 2010; and
- (iii) Material contracts referred to in Section 2 of Appendix B.