



ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200609901H)

SUBSCRIPTION OF AN AGGREGATE NUMBER OF 17,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED (THE "SUBSCRIPTION SHARES") AT S\$0.40 FOR EACH SUBSCRIPTION SHARE TO RAISE GROSS PROCEEDS OF S\$7,000,000.

1. BACKGROUND

The Board of Directors of Asia-Pacific Strategic Investments Limited (the "**Company**") wishes to announce that the Company has, on 26 April 2012, entered into subscription agreements (the "**Subscription Agreements**") with Ms. Qiang Ling Mei and Mr. Au-Yeung Ho Sun (collectively, the "**Subscribers**" and individually a "**Subscriber**") for the issue and allotment by the Company to the Subscribers of an aggregate number of 17,500,000 new ordinary shares in the capital of the Company (the "**Subscription Shares**") on the terms and subject to the conditions of the Subscription Agreements (the "**Subscriptions**").

The subscription price for each of the Subscription Shares will be S\$0.40 for each Subscription Share (the "**Issue Price**"). The total consideration for the Subscriptions is S\$7,000,000.

The Subscription Shares shall be issued and allotted pursuant the general share issue mandate to issue new ordinary shares in the capital of the Company passed by the shareholders at the Company's annual general meeting held on 31 October 2011.

2. ABOUT THE SUBSCRIBERS

Details of the Subscribers, the number of Subscription Shares to be subscribed by each Subscriber with the respective and the aggregate consideration to be paid by each Subscriber are set out below:

Name of Subscribers	Number of Subscription Shares Subscribed	Aggregate Consideration (S\$)	% of Existing Issued Share Capital ⁽¹⁾	% of Enlarged Issued Share Capital ⁽²⁾
i. Qiang Ling Mei (Ms.)	10,000,000	4,000,000	16.85	13.01
ii. Au-Yeung Ho Sum (Mr.)	7,500,000	3,000,000	12.64	9.76

Notes:

(1) No. of Subscription Shares divided by existing issued number of shares of 59,340,895

(2) No. of Subscription Shares divided by enlarged issued number of shares of 76,840,895

Ms. Qiang Ling Mei, a Chinese national and Singapore permanent resident, is a real estate developer who has projects in Xi'an, China, and Malaysia. Ms. Qiang is the Managing Director of Xi'an Dongshang Real Estate Development Co., Ltd. and was granted Singapore permanent residency by way of Global Investor Scheme.

Mr. Au-Yeung Ho Sum is an existing shareholder of the Company, currently holding 2,375,000 Shares representing about 4.00% of the existing issued share capital of the Company. After the Subscription, Mr. Au-Yeung will be holding approximately 12.85% of the enlarged share capital of the Company.

The Company decided on the Subscriptions after the Subscribers approached the Company indicating their interest in acquiring shares in the Company and that the Company's proposed power generators conversion project in Pakistan appealed to them.

The Subscribers are individual investors and represented to the Company that they are subscribing for the Subscription Shares for their own account for investment. The Subscribers have no connection (including business relationships) with the Company, its Directors and substantial shareholders, and are not persons to whom the Company is prohibited from issuing shares to, as provided for by Rule 812 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

The Subscription will not result in any change of controlling interest in the Company.

3. ISSUE OF THE SUBSCRIPTION SHARES

The Subscription Shares represent approximately 29.49% of the existing total number of issued and paid-up ordinary shares in the share capital of the Company ("**Shares**") as at the date of this Announcement and prior to the issue of the Subscription Shares.

The Issue Price of S\$0.40 for each Subscription Share is equivalent to a discount of approximately 2.44% to the volume weighted average price of S\$0.41 of the Shares traded on Catalist of the SGX-ST on Wednesday, 25 April 2012, being the full market day immediately prior to the day on which the Subscription Agreements were signed.

Completion of the Subscription is conditional upon, inter alia, receipt of approval in-principle from the SGX-ST and/or the Company's continuing sponsor (the "**Sponsor**") for the listing of and quotation of the Subscription Shares on Catalist and such approval not being revoked or amended.

The Subscription Shares will be allotted and issued pursuant to the general shareholders' mandate to issue shares passed at the Company's annual general meeting on 31 October 2011.

The Subscription Shares, when allotted and issued, shall rank *pari passu* in all respects with the existing Shares of the Company, except that they shall not rank for any entitlements, dividends, rights, allotments or other distributions (if any), the record date in respect of which falls on or prior to the date of issue of the Subscription Shares.

4. USE OF PROCEEDS

The purpose of the Subscription is to allow the Company to raise **gross** proceeds of S\$7,000,000 based on the Issue Price. The **net** proceeds of approximately S\$6,970,000 (after deducting estimated expenses relating to the Subscription) will be used for the following purposes and in their estimated percentage allocations:

Use of Proceeds	Percentage Allocation (%)
i. To fund part of the Cash Consideration as defined in the Company's announcement dated 17 April 2012 (the " April Announcement "), being one of the many components of First Consideration to be satisfied by the Company and as provided under paragraph 3.2 of the April Announcement	50 - 70
ii. To pay for the some of the expenses incurred by the Company in connection with the Proposed Acquisition as defined in the April Announcement	10 – 30
iii. General working capital of the Company	10 - 30

Pending the use of the net proceeds from the Subscription as outlined above, the net proceeds may be deposited in financial institutions or be used for working capital or any other purpose on a short-term basis.

The Directors are of the opinion, taking into consideration the Group's present financial position, including its banking facilities, its bank and cash balances, the Group will have adequate working capital for its present requirements, with or without the Subscription taking place.

5. FINANCIAL EFFECTS OF THE SUBSCRIPTION

When completed, the Subscription will increase the issued and paid-up number of Shares by 29.49% from 59,340,895 Shares to 76,840,895 Shares and based on the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "**Group**") for the financial year ended 30 June 2011, and the issued and paid-up share capital (excluding treasury shares) of the Company as at the date of this announcement, the Subscription will increase the net tangible asset per Share of the Group from RM0.83 to RM0.87, and decrease the net tangible asset per Share of the Company from RM4.54 to RM3.73.

6. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Subscribers are under the control or influence of any of the Company's directors or substantial shareholders.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Subscription.

7. APPLICATION TO SPONSOR

The Company will be submitting an application to the Sponsor for the listing and quotation of the Subscription Shares. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Subscription Shares has been obtained from the SGX-ST and/or the Sponsor (as the case may be).

8. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. The Subscription Shares are subject to numerous conditions. There is no certainty or assurance as at the date of this Announcement that the Subscription will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD
ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

Dato' Dr Choo Yeow Ming
Chief Executive Officer
26 April 2012

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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