

MATERIAL CONTRACTS WITH RELATED PARTIES

The following are the material contracts of Sunway Holdings Incorporated Berhad ("SunInc") and its subsidiaries involving directors' and major shareholders' interests pursuant to Paragraph 9.25, Part A of Appendix 9C(20) of the Kuala Lumpur Stock Exchange Listing Requirements for the financial year ended 31 December 2001:-

1. Sunway Construction Berhad ("Suncon"), a 63% owned subsidiary of SunInc had on 27 September 2001 accepted an award from Sunway Damansara Sdn Bhd ("SDSB") to construct and complete 212 units of condominiums (Phase 2) at Section 14, Sunway Damansara, Kota Damansara for a total contract sum of RM29.3 million.

SDSB is a 60% owned subsidiary of Sunway City Berhad ("Suncity"). Dato' Tan Kia Loke who is a Director and shareholder of Suncon, is also a Director of Sunway Medical Centre Sdn Bhd, a 58% owned subsidiary of Suncity and has 0.002% direct interest in Suncity. Dato' Chew Chee Kin, a Director and shareholder of Suncon, was a Director of Suncity during the financial year. He resigned on 18 April 2001. Tan Sri Dato'Seri (Dr) Cheah Fook Ling who is a Director and Major Shareholder of Suncity, is also a Director and has direct as well as deemed interests in Suncon via SunInc.

2. Suncon had on 25 October 2001 accepted an award from SDSB to construct and complete 192 units of double storey semi-detached houses on part of Section 11, Kota Damansara, Mukim Sungai Buloh, Daerah Petaling, Selangor Darul Ehsan for a total contract sum of RM67.72 million.

The relationships of the related parties are similar to item (1) above.

3. Suncon had on 26 October 2001 accepted an award from Suncity to construct and complete 562 units of hotel rooms and 280 units of service apartments on Lot PT 9312 & 9313 (New Lot No. PT30 & 41), Mukim Damansara, Daerah Petaling, Selangor Darul Ehsan for a total contract sum of RM110 million.

Dato' Tan Kia Loke who is a Director and shareholder of Suncon, is also a Director of Sunway Medical Centre Sdn Bhd, a 58% owned subsidiary of Suncity and has 0.002% direct interest in Suncity. Dato' Chew Chee Kin, a Director and shareholder of Suncon, was a Director of Suncity during the financial year. He resigned on 18 April 2001. Tan Sri Dato'Seri (Dr) Cheah Fook Ling who is a Director and Major Shareholder of Suncity, is also a Director and has direct as well as deemed interests in Suncon via SunInc.

4. Sunway Precast Industries Sdn Bhd ("SPI") had on 27 November 2001 entered into a contract to supply and deliver Precast Concrete 'U'Drain for Package 1 amounting to RM2.3 million to SWC Resources Sdn Bhd [Formerly known as Sunway Construction (Southern) Sdn Bhd] ("SWC") for the design, construction, completion and commissioning of the Kajang Traffic Dispersal Ring Road Privatisation Project.

SPI is a wholly-owned subsidiary of Sunway Building Technology Berhad ("Suntech") and SWC is a wholly-owned subsidiary of Suncon. Suntech and Suncon are 51% and 63% owned subsidiaries of SunInc respectively.

Dato' Chew Chee Kin and Dato' Tan Kia Loke who are Directors of Suncon and Suntech, have 0.006% direct interests respectively in Suncon. Tan Sri Dato' Seri (Dr) Cheah Fook Ling who is a Director and Major Shareholder of SunInc, has deemed interests in Suncon and Suntech via SunInc.

MATERIAL CONTRACT IN RESPECT OF LOAN

Loan Agreement dated 8 August 2001 between Sunway Holdings Incorporated Berhad ("SunInc") and Menara Sunway Sdn Bhd ("MSSB") in relation to the Term Loan Facility of RM33 million granted by MSSB to SunInc for working capital purposes.

MSSB is a 51% owned subsidiary of SunInc and the remaining 49% equity is held by Sunway City Berhad ("Suncity"). Tan Sri Dato' Seri (Dr) Cheah Fook Ling is a Director and Major Shareholder of both SunInc and Suncity.

The loan is unsecured and repayable over a period of 15 years. The first repayment is payable on the 12th month from the date of draw down of the loan and the subsequent repayments are payable every half-yearly thereafter.

The principal repayments are as follows:

<u>Date of Principal Repayment</u>	<u>Amount</u>
First 3 years	RM 1.0 million per annum
Year 4 to 15	RM 2.5 million per annum

The loan bears an interest of 9.1% per annum for the first 10 years and 9.3% per annum for the next 5 years. The interest is payable quarterly commencing from the month of the draw down.

SANCTIONS AND PENALTIES

There were no public sanctions and/or penalties imposed on Sunway Holdings Incorporated Berhad and its subsidiaries, directors or management by the relevant regulatory bodies for the financial year ended 31 December 2001.

NON-AUDIT FEES

The amount of non-audit fees payable by Sunway Holdings Incorporated Berhad Group to the external auditors for the financial year amounted to RM38,000.