

Additional Compliance Information

The information set out below is disclosed in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad (formerly known as Malaysia Securities Exchange Berhad):-

1. STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSAL AS AT 30 APRIL 2004

Description	Approved Utilisation RM million	Actual Utilisation RM million	Balance RM million	Remarks
Issuance of Commercial Paper/Medium Term Notes by the Company of up to a nominal value of RM 250.0 million.	250.0	250.0	0	The Securities Commission had vide its letter dated 18 July 2002, approved the utilisation of proceeds.

2. SHARE BUY-BACK

The Company does not have a scheme to buy-back its own shares.

3. OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES EXERCISED

The details on the exercise of options during the financial year ended 31 December 2003 pursuant to the Company's Employees' Share Option Scheme are disclosed on page 40 of this Annual Report. The Company did not issue any warrants or convertible securities.

4. AMERICAN DEPOSITORY RECEIPT ("ADR") OR GLOBAL DEPOSITORY RECEIPT ("GDR") PROGRAMME

The Company did not sponsor any ADR or GDR programme during the financial year ended 31 December 2003.

5. SANCTIONS AND/OR PENALTIES

There were no public sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or Management by the relevant regulatory bodies during the financial year ended 31 December 2003.

6. NON-AUDIT FEES

The non-audit fees paid to the external auditors for the financial year ended 31 December 2003 amounted to RM6,000.

7. VARIATION IN RESULTS

There was no variance of 10% or more between the audited results for the financial year ended 31 December 2003 and the unaudited results previously announced by the Company. The Company did not release any profit estimate, forecast or projection for the financial year.

Additional Compliance Information *(cont'd)*

8. PROFIT GUARANTEE

There was no profit guarantee given by the Company during the financial year ended 31 December 2003.

9. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company and/or its subsidiaries involving directors' and major shareholders' interests for the financial year ended 31 December 2003 were as follows:-

- (a) Sale and Purchase Agreement dated 28 January 2003 between the Company and Sunway Holdings Incorporated Berhad ("SunInc") for the acquisition of 17,075,100 ordinary shares of RM1.00 each in Menara Sunway Sdn Bhd, representing 51% of the total issued and paid-up share capital of Menara Sunway Sdn Bhd from SunInc for a cash consideration of RM27,216,000. The purchase price is subject to adjustment based on the final audited financial statements of Menara Sunway Sdn Bhd as at 31 December 2002.
- (b) Agreement dated 6 October 2003 between the Company and Sunway Construction Berhad ("SunCon") whereby SunCon delegates to the Company, its obligations as developer for the development of all that piece of land held under H.S.(D) 155806 P.T. No. 3789 in Mukim Bukit Raja, District Petaling, State of Selangor measuring approximately 40.4686 hectares on a profit-sharing basis in the proportion of 50:50.

Relationship of Related Parties for item (a) above

Tan Sri Dato' Seri (Dr) Cheah Fook Ling is a Director and Major Shareholder of the Company and SunInc.

Relationship of Related Parties for item (b) above

Tan Sri Dato' Seri (Dr) Cheah Fook Ling is a Director and Major Shareholder of the Company and SunCon.

10. REVALUATION POLICY ON LANDED PROPERTIES

The Company has not adopted a policy of regular revaluation of its landed properties.

11. STATEMENT BY AUDIT COMMITTEE IN RELATION TO THE EMPLOYEES' SHARE OPTION SCHEME ("ESOS") ALLOCATION

In accordance with Bye-Law 4.6 of the ESOS Bye-Laws, the Company had appointed a firm of chartered accountants, Messrs Ernst & Young to verify the options offered to eligible employees as part of the Company's annual audit.

With the assistance of Messrs Ernst & Young's audit verification, the Audit Committee is satisfied that the allocation of options pursuant to the Company's ESOS during the financial year ended 31 December 2003, has complied with the criteria set out in the ESOS Bye-Laws.