

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong

C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/02/V/000491A/11/CTT

Page 10

3.2 SUNWAY RYDGEWAY
 Our Ref: WTW/02/V/000491A/11/CTT
 Location: Sunway Rydgement, sited off Jalan 15, Majlis Perbandaran Ampang Jaya, Selangor

3.2.1 - PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject Property	: On-going gated community residential development known as Sunway Rydgement
Title Details	: PT 18140, Locality of Kampong Klang Gates Baru, Mukim of Ulu Kelang, District of Gombak, Selangor
Land Area	: 49,818 square metres (536,236 square feet / 12.31 acres)
Tenure	: Leasehold 99 years expiring 1 April 2108 (unexpired terms of approximately 97 years and 4 months)
Category of Land Use	: Building
Registered Owner	: SUNWAY GREENVIEW SDN BHD

Site

The site is a L-shape parcel of land and has a titled land area of 49,818 square metres (536,236 square feet / 12.31 acres). It has a frontage of approximately 135.725 metres onto an unnamed metalled road. The land is generally undulating in terrain and lies slightly above the unnamed metalled road.

At the time our inspection, we noted that the temporary access to the subject property was via neighbouring lots. We further observed that the subject property is at advance stage of construction.

Proposed Development

The subject property is proposed to be developed with 40 units of zero lot bungalows and 30 units of semi detached houses which is currently undergoing construction works.

Based on the Sales Status Report as at 3 January 2011 and Billing and Collection Summary Report as at 31 December 2010, the sale status of the subject property and the the total sales and amount billed todate are as follows:

Type	Standard Land Area (sq. m.)	No. of Units	No. of Units Sold	No. of Units Unsold	Total Sales	Amount Billed To date
Zero Lot Bungalows	431	40	24	16	RM75,811,000.00	RM42,988,050.00
Semi Detached	334	30	30	-	RM57,950,000.00	RM43,462,500.00
Total		70	54	16	RM133,761,000.00	RM86,450,550.00

As at 31 December 2010, the Progress Payment and Certified Amount as provided to us by the client are as follows:-

Type	Contract Sum (Inclusive of Variation Order)	Payment Certified as at 31 December 2010
Contractors	RM88,646,081.61	RM52,652,008.34
Consultants	RM4,850,474.45	RM3,313,181.04
Total	RM93,496,556.06	RM55,965,189.38

3.2.2 - PLANNING PROVISIONS

The subject property is designated for residential use as per the Express Condition in the document of title.

The subject property has been granted with planning permission by Majlis Perbandaran Ampang Jaya on 9 September 2008. The proposed building plans for the zero lot bungalows and semi detached houses have been approved by Majlis Perbandaran Ampang Jaya.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/02/V/000491A/11/CTT
Page 11**3.2.3 – VALUE CONSIDERATION**

We have only adopted one (1) method of valuation i.e. Residual Method in arriving at our valuation as the subject property is an on-going housing scheme.

In view of the above, we are in the opinion that the Residual Method is the most appropriate method of valuation to arrive at the market value of the property taking into consideration of the total unit sold, amount billed and amount certified for the construction work done.

Residual Method

Parameters adopted in the valuation are as follows:-

(a) Gross Development Value (GDV)

We have adopted the total Gross Development Value (GDV) at **RM99,983,790.00** (after allowing bumiputera discount) as tabulated as below:-

Status	No of Units	Total Selling Price	Amount Certified / Bumiputra Discount	Balance amount/Total Selling Price after allowing bumiputra discount	Justification
i. 40 units of Zero Lot Bungalow					
Sold	24	RM75,811,000.00	RM42,988,050.00	RM32,822,950.00	Based on our analysis of the transacted prices and the developer's selling prices of the similar units within the localities i.e. Amber Hills, Nadayu Melawati and 20 Trees West which ranging between RM3,400,000/- to RM6,680,000/- We are of the view that the proposed selling prices of the subject scheme range from RM2,952,000/- to RM4,007,000/- are generally fair and reasonable.
Unsold	16	RM56,638,000.00	RM3,964,660.00	RM52,673,340.00	
ii. 30 units of Semi Detached House					
Sold	30	RM57,950,000.00	RM43,462,500.00	RM14,487,500.00	All units sold
Grand Total	70			RM99,983,790.00	

(b) Gross Development Cost (GDC)

The Gross Development Cost (GDC) is estimated at **RM59,856,026.61** The subject property is an ongoing development with preliminary works done i.e. part of the contract sum have been paid or partially paid which breakdown as follows:-

Items	Rate to Adopted	Justification
Building Cost	RM 207 per square foot	Based on the contract amount provided which is in line with the high end zero lot bungalow and semi detached cost.
Infrastructure	RM88,476 per unit	Based on the contract amount provided which is in line with the industry standard for high end properties
Developer's Profit	15% of GDV	Based on our survey and enquiries with developers revealed that developer's profit of 15% of GDV is reasonable for a housing development.
Development Period	1 year	The subject development is a small housing development consisting of 40 units Zero Lot Bungalows and 30 units of Semi Detached House. As at 31 December 2010, about 60% of the zero lot bungalow and 100% of the semi detached house have been sold and the subject property is in advance stage of construction. Therefore, we have adopted an estimated remaining development period of 1 year in our valuation
Discount Rate	8.5% per annum	In tandem with finance rate based our enquiries with financial institutions

8. VALUATION CERTIFICATES (cont'd)**C H Williams Talhar & Wong**

C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/02/V/000491A/11/CTT

Page 12

3.2.4 –VALUATION

Taking into consideration the above factors, we therefore assess the market value of the subject property as at 31 December 2010 **ON THE BASIS AND PROVISIO AS STATED AS FOLLOWS:-**

- i) **THE SUBJECT PROPERTY IS AN ON-GOING PROJECT;**
- ii) **THE VALUATION IS BASED ON THE APPROVED LAYOUT PLAN PREPARED BY ICEP PLANNERS SDN. BHD. BEARING PLAN NO. 0709L4 APPROVED FOR GATED COMMUNITY DEVELOPMENT BY MAJLIS PERBANDARAN AMPANG JAYA BEARING REFERENCE NO. (44)DLM MPAJ 11/2/2/185 DATED 9 SEPTEMBER 2008;**

with permission to transfer, lease, charge and free from all encumbrances at **RM37,000,000/- (Ringgit Malaysia : Thirty Seven Million Only).**

The market value for Sunway Rydgement is **RM37,000,000/- (Ringgit Malaysia : Thirty Seven Million Only).**

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong

C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286B/11/ONG/wk
Page 13

3/3 PT 11894, LOT 21, SECTION 19 AND LOT 14256, SECTION 19
Our Ref: WTW/01/V/000286B/11/ONG/wk
Location: Taman Bukit Putra, Rawang, Selangor

3.3.1 –PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject property : Three (3) parcels of contiguous housing development land

Title Details / Land Area	Lot No.	Net Land Area*	Registered Proprietor
	PT 11894	38.5054 hectares (95.1488 acres)	SUNWAY RAWANG HEIGHTS SDN BHD
	Lot 21, Section 19	4.0061 hectares (9.8993 acres)	SUNWAY RAWANG HEIGHTS SDN BHD
	Lot 14256, Section 19	23.9060 hectares (59.0729 acres)	SUNWAY KANCHING HEIGHTS SDN BHD
	Total	66.4175 hectares (164.1210 acres)	

Mukim of Rawang / Town of Rawang, District of Gombak, Selangor

Note*: Net Land Area after deducting area acquired by government

Tenure : Leasehold 99 years expiring from 16 March 2094 to 16 July 2094

Category of Land Use : Building

The subject property is located within the locality of Taman Bukit Putra, Rawang, Selangor. The lands are generally irregular in shape and hilly in terrain.

At the time of our inspection, the subject property was vacant. We noted that part of Lot 14256 has been cleared.

We also noted that there is quarry harvesting by Sunway Quarry Industries Sdn Bhd at part of Lot 14256. The monthly tribute received by Sunway Kanching Heights Sdn Bhd from the quarry operator was about RM30,000/- per month. However, the said agreement has expired and is subject to renewal. We have excluded the quarry harvesting as the tribute received is insignificant to reflect its market value. Thus, we have valued Lot 14256 based on development land basis.

3.3.2 –PLANNING PROVISIONS

The subject property is designated for housing / residential building developments as per the Express Condition in the document of title. It has obtained approval for housing development in 2004. However, the approval has been lapsed.

3.3.3 – VALUE CONSIDERATION

We have adopted the Comparison Method as the only one (1) method of valuation as the subject property's Planning Approval has lapsed. Further, the approved layout plan has been affected by the compulsory land acquisition, hence, we have not considered the Residual Method in our valuation.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286B/11/ONG/wk
Page 14

3.3.3 – VALUE CONSIDERATION (Cont'd)

Comparison Method

The recent recorded transactions of comparable of vacant development lands within the vicinity have been considered. The analysis of the comparables is as follows:

Details	Comparable 1	Comparable 2	Comparable 3
Lot No / Location	Lot 15786, Mukim of Rawang, District of Gombak, Selangor	Lot 1885, 1886 & 1888, Mukim of Rawang, District of Gombak, Selangor	Lot 1349 (Lot 25032), Mukim of Rawang, District of Gombak, Selangor
Location	Jalan Rawang - Batu Arang	Kuang	Jalan Rawang - Batu Arang
Type	Residential land	Residential land	Agricultural land with development potential
Tenure	Freehold	Freehold	Freehold
Land Area	965,199 sq. ft 22.158 acres	2,360,975 sq. ft 54.201 acres	2,048,191 sq. ft 47.020 acres
Date	09/08/2010	17/02/2011	07/04/2005
Consideration	RM17,373,580/-	RM21,000,000/-	RM15,337,766/-
Analysis	RM18.00 psf	RM8.89 psf	RM7.49 psf
Adjustments	<p><u>Upward</u></p> <ul style="list-style-type: none"> Time factor - Improved market condition. <p><u>Downward</u></p> <ul style="list-style-type: none"> General location - Comparable has a better location. Size - Subject property has a bigger size. Terrain - Terrain for subject property is hilly. Tenure - Comparable is held under freehold title. 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Location - Comparable is located at inferior location. Accessibility - Subject property is with better accessibility. <p><u>Downward</u></p> <ul style="list-style-type: none"> Size - Subject property has a bigger land area. Shape - Comparable is regular in shaped. Terrain - Terrain for subject property is hilly. Tenure - Comparable is held under freehold title. 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Time factor - Improved market condition. Land Use - Comparable is held under agricultural title. <p><u>Downward</u></p> <ul style="list-style-type: none"> General location - Comparable has a better location. Size- Subject property has a bigger size. Terrain - Terrain for subject property is hilly. Tenure - Comparable is held under freehold title.
Adjusted Land Value	RM8.30 psf	RM8.45 psf	RM10.48 psf

The recorded evidences have been analysed taking into consideration of various factors such as time, location, exposure / visibility / accessibility, size, shape, terrain, tenure and status of land use to arrive at the adjusted land value ranging from RM8.30 per square foot to RM10.48 per square foot. Therefore, we have adopted the average of the best comparables (Comparables 1 and 2) at RM8.40 per square foot.

3.3.4 – VALUATION

Taking into consideration the above factors, we therefore assess the market value of the subject property as at 31 December 2010 with permission to transfer, lease or charge and free from all encumbrances at **RM60,000,000/- (Ringgit Malaysia : Sixty Million Only)**.

The market value for PT 11894, Lot 21, Section 19 and Lot 14256, Section 19 is **RM60,000,000/- (Ringgit Malaysia : Sixty Million Only)**.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/02/V/000491/11/CTT
Page 15

3.4 LOT NOS 1352, 1355, 1401, 1404, 1405, 1410, 1412, 1413, 1684 AND PT 52261
Our Ref: WTW/02/V/000491/11/CTT
Location: On Silk Highway, 43000 Cheras, Selangor

3.4.1 – PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject Property : Ten (10) parcels of agricultural lands with development potential

Title Details / Land Area	Lot No / PT	Net Land Area
	Lot Nos. 1352, 1355, 1401, 1404, 1405, 1410, 1412, 1413, 1684 and PT 52261	2,680,212.30 sf (61.5291 ac or 24.90 ha)
All within Mukim of Ceras/Cheras, District of Hulu Langat / Ulu Langat, Selangor		

Tenure : Term in perpetuity

Category of Land Use : Agriculture / Nil

Registered Owner(s) : Lot 1355, 1401, 1404, 1405, 1410, 1412, 1684 and PT 52261
SUNWAY TERMUNING SDN BHDLot 1413
TERMUNING DEVELOPMENT SDN BHDLot 1352 *
KEW KWEE FONG @ HEW KWEE FONG – ¼ SHARE
LEONG AH YONG – ½ SHARE
NYOH KUNG @ LEONG NYOH FONG – ¼ SHARE**Note ****By a Sale and Purchase Agreement dated 21 December 2009, SUNWAY TERMUNING SDN BHD had purchased the undivided ½ share of the property.*

The subject property is sited off the eastern side of SILK Highway, Cheras. The lands are generally regular in shape. The terrains are generally undulating to hilly.

3.4.2 – PLANNING PROVISIONS

Our verbal enquiries with the Planning Department of Majlis Perbandaran Kajang revealed that the subject property is zoned for "Residential" use.

+The proposed layout plan of the subject property together with seven neighbouring lots i.e. Lot Nos. 1316, 1402, 1403, 1406, 1408, 1409 and 1683 for a residential development was approved by Majlis Perbandaran Kajang on 28 July 2008. However, the said approval has been lapsed.

3.4.3 – VALUE CONSIDERATION

We have adopted the Comparison Method as the only one method of valuation. The subject property consists of ten (10) parcels of vacant agricultural lands with development potential which is scattered around. Since the approved layout plan has lapsed. Hence, we have not considered Residual Method in our valuation.

The recent recorded transactions of comparable of vacant agricultural lands with development potential within the vicinity have been considered. The analysis of the comparables are as follows:

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/02/V/000491/11/CTT

Page 16

3.4.3 –VALUE CONSIDERATION (Cont'd)

Comparison Method

Details	Comparable 1	Comparable 2	Comparable 3
Lot No / Location	Lot 1499, to the south-east of Bandar Sg Long	Lot 1377, between Bandar Sg Long and Bdr Mahkota Cheras	Lot Nos. 3069, 3070 & 3074, between Bandar Sg Long and Bdr Mahkota Cheras
Type	Vacant agricultural land with development potential	Vacant agricultural land with development potential	Three (3) parcels of vacant agricultural lands with development potential
Tenure	Freehold	Freehold	Freehold
Land Area	163,611 sq. ft. 3.7560 acres	201,468 sq. ft. 4.6251 acres	713,838 sq ft 16.3875 acres
Date	28/04/10	23/08/10	12/07/10
Consideration	RM4,573,800/-	RM8,461,731/-	RM27,126,084/-
Analysis	RM27.96 psf	RM42.00 psf	RM38.00 psf
Adjustments	<p><u>Upward</u></p> <ul style="list-style-type: none"> Layout Approval – Subject property with layout approval but lapsed <p><u>Downward</u></p> <ul style="list-style-type: none"> Location - Comparable is located near to Bandar Sungai Long Accessibility Comparable is with access from Jalan Sg Long 15 Land Use / Zoning – Comparable is zone for enterprise 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Layout Approval – Subject property with layout approval but lapsed <p><u>Downward</u></p> <ul style="list-style-type: none"> Location - Comparable is located between Bandar Mahkota Cheras and Bandar Sungai Long Accessibility Comparable is accessible via Jalan Permaisuri 10/6, Jalan Permaisuri 1/6 and Permaisuri 5/6 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Layout Approval – Subject property with layout approval but lapsed Size – Comparable land area is bigger <p><u>Downward</u></p> <ul style="list-style-type: none"> Location - Comparable is located between Bandar Mahkota Cheras and Bandar Sungai Long Accessibility Comparable is accessible via Jalan Permaisuri 10/6 and Persiaran Sg Long 7A
Adjusted Value	RM18.87 psf	RM21.00 psf	RM20.90 psf
Say	RM19.00 psf	RM21.00 psf	RM21.00 psf

The recorded evidences have been analysed taking into consideration of various factors such as time, location, accessibility, shape, terrain, land use / zoning, land size, tenure and layout approval to arrive at the adjusted land value ranging from RM18.90 per square foot to RM21.00 per square foot. We have adopted Comparable 1 as the most appropriate comparable in view of the similarities on shape and terrain with the subject property. Therefore, we have adopted RM19.00 per square foot as the base value. We have adopted the adjusted land values from RM 14.50 per square foot to RM24.00 per square foot after taking into consideration the relevant adjustments.

3.4.4 –VALUATION

Taking into consideration the above factors, we therefore assess the market value of the subject property as at 31 December 2010 ON THE BASIS AND PROVISIO AS FOLLOW:

AS INSTRUCTED, WE ARE VALUING THE UNDIVIDED ½ SHARE INTEREST OF LOT 1352, MUKIM OF CHERAS, DISTRICT OF ULU LANGAT, SELANGOR

free from all encumbrances at RM42,000,000/- (Ringgit Malaysia : Forty Two Million Only).

The market value for Lot Nos. 1352, 1355, 1401, 1404, 1405, 1410, 1412, 1413, 1684 and PT 52261 is RM42,000,000/- (Ringgit Malaysia : Forty Two Million Only).

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong

C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286C/11/LAI/wk

Page 17

3.5 PART OF WISMA SUNWAYMAS
 Our Ref: WTW/01/V/000286C/11/LAI/wk
 Location: Lot 1, Jalan Tengku Ampuan Zabedah C9/C, Section 9, 40100 Shah Alam, Selangor

3.5.1 – PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject Property : 12 units of office suites measuring approximately 14,636 square metres together with 400 car parking bays within a 19-storey office building comprising 12-levels of office (inclusive of 1-level of mezzanine floor) and 6-levels of split-level car park together with a basement car park.

Parent Title Details : Lot 517 Section 9, Town of Shah Alam, District of Petaling, Selangor

Individual Lot Nos and Surveyed Floor Area : i) Office Suites

Building No. / Storey No. / Parcel No.	Surveyed Floor Area (sq. metres)
M1/1/3, M1/N1/4, M1/N1/5, M1/8/7, M1/9/8, M1/10/9, M1/11/10, M1/12/11, M1/13/12, M1/14/13, M1/15/14, M1/16/15	14,636 (157,540 sf)

ii) Car Park

Building No. / Storey No. / Parcel No.	Surveyed Floor Area (sq. metres)
M1/B1/1, M1/2/6	11,468 (123,440 sf)

Tenure of Parent Title : Leasehold 99 years expiring on 29 August 2094
(Unexpired terms of approximately 84 years)

Category of Land Use : Building

Registered Owner : PERBADANAN KEMAJUAN NEGERI SELANGOR

Beneficial Owner : MASALAM SDN BHD*

Occupancy : About 94.84%

Condition of Building : Fairly Good

Age of Building : About 13 years old
 The subject building has been issued with a Certificate of Fitness for Occupation (CFO) by Majlis Perbandaran Shah Alam dated 21 November 1997

*Note:-

Masalam Sdn Bhd is currently known as SunwayMas Sdn Bhd.

3.5.2 – PLANNING PROVISIONS

The subject property is designated for commercial building use as per the Express Condition in the document of titles.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286C/11/LAI/wk
Page 18**3.5.3 – VALUE CONSIDERATION**

The subject property is valued using the Investment Method and as a check, we have adopted the Comparison Method.

1. Investment Method**a. Office Suites**

Gross Monthly Rental	Current Term	Reversion
	RM2.30 psf to RM3.30 psf	10% increment with maximum rental at RM2.70 psf
	Current Term – Based on current contractual rental Reversion – Based on current concluded / asking rental of similar office buildings in the localities	
Outgoings	Current Term	Reversion
	RM1.00 psf	RM1.05 psf
	The average monthly outgoing of the subject property is at RM0.97 per square foot.	
Voids	We have adopted 5.0% void for rent-free period and risk of vacancy and uncertainty.	
Yield	Current Term	Reversion
	7.00%	7.25%
	Based on our analysis of the recently transacted commercial office buildings, the yields are ranging from 5.96% to 7.17%, subject to location, building specifications and size of the buildings.	

b. Car Park

The monthly rental for reserved car park and floating car park within the subject building is at RM168/- and RM85/- per bay respectively. We have adopted a monthly rental at RM115/- per bay in our valuation after considering the monthly rental of car park within similar office buildings in the locality.

For outgoings, we have adopted 10% for the normal car park and 30% for the mechanical car park. We have adopted the capitalisation rate of 7.00% in line with the capitalisation rate adopted for the office building valuation.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286C/11/LAI/wk
Page 19

3.5.3 – VALUE CONSIDERATION (Cont'd)

2. Comparison Method

a. Office Suites

In arriving at the market value of the subject property based on Comparison Method, we have considered transactions of similar properties within Klang Valley as follows:-

Details	Comparable 1	Comparable 2	Comparable 3
Source	Bursa Malaysia	Bursa Malaysia	Bursa Malaysia
Building Name	Phase 3 Block C Oasis Ara Damansara	Wisma Glomac 3, Kompleks Kelana Centre Point	Bangunan Lityan, Paremba Square
Location	Ara Damansara	Kelana Jaya	Saujana Resort
Net Lettable Area	8,667.20 sq. m. 93,293 sq. ft.	9,833.33 sq. m. 105,854 sq. ft.	5,693.01 sq. m. 61,279 sq. ft.
Date	25 May 2010	11 February 2009	30 October 2008
Consideration	RM39,096,540/-	RM50,000,000/-	RM18,113,178
Vendor	Sime Darby Brunfield Development Sdn Bhd	Kelana Centre Point Sdn Bhd	Lityan Management Sdn Bhd
Purchaser	KUB Malaysia Berhad	Perbadanan Nasional Berhad	Lembaga Tabung Haji
Analysis	RM419 psf (exclusive of car park)	RM310 psf (exclusive of car park)	RM296 psf (exclusive of car park)
Adjustments	<u>Upward</u> <ul style="list-style-type: none"> Air-condition system <u>Downward</u> <ul style="list-style-type: none"> Location Tenure Age of Building Size 	<u>Upward</u> <ul style="list-style-type: none"> Time factor Air-condition system <u>Downward</u> <ul style="list-style-type: none"> Location Size 	<u>Upward</u> <ul style="list-style-type: none"> Time factor <u>Downward</u> <ul style="list-style-type: none"> Tenure Size
Adjusted Value	RM251 psf	RM293 psf	RM276 psf

From the analysis, the values range from RM251/- to RM293/- per square foot.

Having regard to the foregoing, we have adopted RM250/- per square foot (excluding car park) based on the Comparable 1 as it is the latest recorded sale transaction.

b. Car Park

As there are no direct comparison for car park, we have adopted the investment method for car park valuation which derived at RM15,000/- per bay for normal car park and RM10,000/- per bay for the mechanical car park.

Reconciliation of Value

Investment Method	Comparison Method
RM44,000,000/-	RM45,000,000/-

We have adopted the market value derived from Investment Method of Valuation as a fair representation of the market value of the subject property in view of the fact that the subject property is an income generating property.

3.5.4 – VALUATION

Taking into consideration of the above factors, we therefore assess the market value of the subject property as at 31 December 2010 with permission to transfer, lease, charge and free from all encumbrances at **RM44,000,000/- (Ringgit Malaysia : Forty Four Million Only)**.

The market value of subject property forming part of Wisma Sunwaymas is **RM44,000,000/- (Ringgit Malaysia : Forty Four Million Only)**.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286D/11/LAI/wk
Page 20

3.6 PART OF SUBANG SQUARE
Our Ref: WTW/01/V/000286D/11/LAI/wk
Location: Jalan SS15/4G, 47500 Subang Jaya, Selangor

3.6.1 – PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject Property : 28 office units within Corporate Tower, 6 office units within Business Park, 3 retail units within Shopping Gallery together with 760 car parking bays within a 14-storey Corporate Tower, 18 blocks of 5-storey shop offices and 2 blocks of 7-storey shopoffices known as Business Park and the 2-storey Shopping Gallery together with the 3 level basement carpark

Parent Title Details : Lot 62002, Town of Subang Jaya, District of Petaling, Selangor

Parcel No., Storey No., Building No., and Floor Area	Level	Storey No.	Floor Area / Lettable Area (sq. metres)	
			As Per Certified Plan	As per Tenancy Schedule
Corporate Tower, Subang Square				
5, 57, 77, 78, 96, 98, 109, 114, 116, 117, 126, 127, 128, 129, 130, 134, 135, 137, 138, 142, 143, 146, 147, 148, 151, 152, 153, 164	2 to 14	1 st Floor to 13 th Floor	3,866 (41,613 sf)	3,704 (39,869 sf)
Business Park, Subang Square				
313, 334, 323, 324, 335, 337	4 to 7	3 rd Floor to 6 th Floor	1,735 (18,675 sf)	1,733 (18,654 sf)
Shopping Gallery, Subang Square				
251, 257, 261	2	1 st Floor	111 (1,195 sf)	111 (1,195 sf)

Tenure of Parent Title : Term in perpetuity

Category of Land Use : Building

Registered Owner : PERBADANAN PENGURUSAN SUBANG SQUIRE

Beneficial Owner : MUHIBBAH PERMAI SDN BHD*

Occupancy	Type	Occupancy Rate
	Corporate Tower	79.04%
	Business Park	54.90%
	Shopping Gallery	100%

Condition of the Buildings : Fairly good

Age of the Buildings	Type	Age
	Corporate Tower	About 7 years old
	Business Park and Shopping Gallery	About 10 years old

The 5 to 7-storey office (Block B1 and Block B2) together with the 2-storey shopping gallery and 3-storey basement car park has been issued with a Certificate of Fitness for Occupation (CFO) by Majlis Perbandaran Subang Jaya 6 dated 27 April 2000.

The 14-storey Corporate Tower has been issued with a Certificate of Fitness for Occupation (CFO) by Majlis Perbandaran Subang Jaya dated 14 August 2003.

Note*

Muhibbah Permai Sdn Bhd is a subsidiary of Sunway Construction Berhad.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01N/000286D/11/LAI/wk
Page 21**3.6.2 – PLANNING PROVISIONS**

The subject property is designated for commercial building use as per the Express Condition in the document of parent title.

3.6.3 – VALUE CONSIDERATION

The subject property is valued using the Comparison Method and as a check, we have adopted the Investment Method.

1. Comparison Method

In arriving at the market values of the subject property based on Comparison Method, we have considered transactions of similar properties within the Subang Square, SS 15 Subang Jaya, Selangor as follows:

a. Corporate Tower

We have adopted Unit CT-06-10 as a base value. The subject unit is an intermediate unit located on the 6th Floor of Corporate Tower, Subang Jaya with floor area of 88 square metres (947 square feet).

The analysis of the comparables are as follows:-

Details	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Source	JPPH	JPPH	JPPH	JPPH
Unit No.	CT-10-12	CT-06-18	CT-11-00	CT-06-17
Location	Corporate Tower, Subang Square	Corporate Tower, Subang Square	Corporate Tower, Subang Square	Corporate Tower, Subang Square
Net Lettable Area	138.33 sq. m. 1,489 sq. ft.	43.66 sq. m. 470 sq. ft.	1,378.92 sq. m. 14,843 sq. ft.	43.66 sq. m. 470 sq. ft.
Date	08 Jul 2010	19 Apr 2010	28 Jan 2010	19 Nov 2009
Consideration	RM580,000/-	RM150,000/-	RM5,195,050/-	RM155,000/-
Vendor	Newsman Travel Sdn Bhd	Heng Teck Boun +1	Muhibbah Permai Sdn Bhd	Tho Lai Foong +1
Purchaser	Essen-Haus Sdn Bhd	Chan Yong Chong +1	Alfa International College Sdn Bhd	Wee Shee Na +1
Analysis	RM390 psf	RM319 psf	RM350 psf	RM330 psf
Adjustments	<u>Upward</u> • Size <u>Downward</u> • Level • Corner allowance	<u>Upward</u> • Nil <u>Downward</u> • Size	<u>Upward</u> • Size <u>Downward</u> • Floor	<u>Upward</u> • Nil <u>Downward</u> • Size
Adjusted Value	RM329 psf	RM311 psf	RM350 psf	RM322 psf

From the above analysis, the values range from RM311/- to RM350/- per square foot. We have also considered the latest committed sales of the subject property in Year 2011 as provided which is ranging from RM320/- to RM350/- per square foot in our valuation. Having regard to the foregoing, we have adopted the base value at RM310/- per square foot based on the Comparable 2 as it is the most suitable property.

b. Business Park

We have adopted Unit E-02-03 as a base value. The subject unit is an intermediate unit located on the 3rd Floor of Business Park, Subang Jaya with floor area of 184 square metres (1,981 square feet).

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286D/11/LAI/wk
Page 22

3.6.3- VALUE CONSIDERATION (Cont'd)

b. Business Park

Details	Comparable 1	Comparable 2
Source	JPPH	JPPH
Unit No.	W-06-03	W-10-03
Location	Business Park, Subang Square	Business Park, Subang Square
Net Lettable Area	184.41 sq. m. 1,985 sq. ft.	393.91 sq. m. 4,240 sq. ft.
Date	5 May 2010	31 Dec 2009
Consideration	RM590,000/-	RM1,025,000/-
Vendor	Coating Malaysia Sdn Bhd	Eastern Pretech (M) Sdn Bhd
Purchaser	Lim Soo Han +1	AK & AK Holdings Sdn Bhd
Analysis	RM297 psf	RM242 psf
Adjustments	<u>Upward</u> • Nil <u>Downward</u> • Nil	<u>Upward</u> • Size <u>Downward</u> • Corner
Adjusted Value	RM297psf	RM266 psf

From the above analysis, the values range from RM266 to RM297 per square foot.

We have also considered the latest committed sales of the subject property in Year 2011 as provided which is ranging from RM234 per square foot to RM280 per square foot in our valuation. Having regard to the foregoing, we have adopted RM270 per square foot based on the Comparable 2 as it is the most suitable comparable.

c. Shopping Gallery:

We have adopted Unit SG-10-01 as a base value. The subject unit is an intermediate unit located on the 1st Floor of Shopping Gallery, Subang Jaya with floor area of 28 square metres (301 square feet).

Details	Comparable 1	Comparable 2	Comparable 3	Comparable 4
Source	JPPH	JPPH	JPPH	JPPH
Unit No.	SG-27-1	SG-02-0	SG-21-0	SG-G-13A
Location	Shopping Gallery, Subang Square	Shopping Gallery, Subang Square	Shopping Gallery, Subang Square	Shopping Gallery, Subang Square
Net Lettable Area	27.96 sq. m. 301 sq. ft.	31.21 sq. m. 336 sq. ft.	57.69 sq. m. 621 sq. ft.	31.96 sq. m. 344 sq. ft.
Date	28 Jan 2009	13 Apr 2010	17 Mar 2010	22 Dec 2009
Consideration	RM80,000/-	RM230,000/-	RM280,000/-	RM170,000/-
Vendor	Majlis Perbandaran Petaling Jaya	Chua Say Hock +1	Koo Chee Leong +1	Soo Hoo Kok Phui
Purchaser	Tan Kwee Yong	Ang Li Lean +1	Kok Yat Foong +1	Chee Mee Len
Analysis	RM266 psf	RM685 psf	RM451 psf	RM494 psf
Adjustments	<u>Upward</u> • Nil <u>Downward</u> • Nil	<u>Upward</u> • Nil <u>Downward</u> • Level • Corner	<u>Upward</u> • Size <u>Downward</u> • Level	<u>Upward</u> • Nil <u>Downward</u> • Level
Adjusted Value	RM266 psf	RM274 psf	RM248 psf	RM247 psf

From the above analysis, the values range from RM247 to RM278 per square foot. Having regard to the foregoing, we have adopted RM270 per square foot based on the Comparable 1 as it is the most suitable comparable.

d. Car Park:

As there are no direct comparison for car park, we have adopted the investment method for car park valuation which derived at RM18,950/- per bay.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286D/11/LAI/wk
Page 23

3.6.3- VALUE CONSIDERATION (Cont'd)

2. Investment Method

Gross Monthly Rental	Type	Current Term	Reversion
	Corporate Tower	RM2.20 psf to RM2.50 psf	5% increment with max rental at RM2.50 psf
	Business Park	RM1.30 psf to RM1.50 psf	5% increment with max rental at RM1.50 psf
	Shopping Gallery	RM2.00 psf to RM2.20 psf	5% increment with max rental at RM2.30psf
Current Term – Based on current contractual rental Reversion – Based on current concluded / asking rentals within the subject property			
Outgoings	Type	Current Term	Reversion
	Corporate Tower	RM0.60 psf	5% increment from current term
	Business Park	RM0.40 psf	5% increment from current term
	Shopping Gallery	RM0.90 psf	5% increment from current term
Current Term - Based on the existing outgoings			
Voids	Existing occupancy ranging from 79.04% to 100% as at date of valuation. We have adopted a 10% void to reflect rent free periods and risk of vacancy due to change in tenants.		
Yields	Type	Current Term	Reversion
	Corporate Tower	6.00%	6.25%
	Business Park	5.50%	5.75%
	Shopping Gallery	5.50%	5.75%
Based on our analysis of the recently transacted office suites within Subang Square, the yields for Corporate Tower and Business Park are ranging from 5.85% to 5.95% and 4.44% to 5.46%, respectively.			

Car Park

Based on the past 3 years income which is analysed at approximately RM129 per bay and the outgoings at 16%.

As such, we adopted an average income of RM120 per bay and capitalisation rate of 6.00% in line with the capitalisation rate adopted for the Corporate Tower valuation.

Reconciliation of Value

Comparison Method	Investment Method
RM33,320,000/-	RM30,700,000/-

We have adopted the market value derived from Comparison Method of Valuation as a fair representation of the market value of the subject property in view of the fact that the subject property is meant for sale and not to keep for investment. Furthermore, some of the units have committed sale.

3.6.4- VALUATION

Taking into consideration of the above factors, we therefore assess the market value of the subject property as at 31 December 2010 and free from all encumbrances at **RM33,320,000/- (Ringgit Malaysia : Thirty Three Million Three Hundred And Twenty Thousand Only).**

The market value of subject property forming part of Subang Square is **RM33,320,000/- (Ringgit Malaysia : Thirty Three Million Three Hundred And Twenty Thousand Only).**

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286/2011/HKH

Page 24

3.7 PART OF SUNWAY PJ@51A
 Our Ref: WTW/02/V/000491B/1/VPZ
 Location: Jalan SS 9A, Seksyen SS 9A, 47300 Petaling Jaya, Selangor

3.7.1 – PROPERTY IDENTIFICATION / GENERAL DESCRIPTION

Subject Property	: 6 units of strata showrooms at the ground, first and second floors together with 449 car parking bays
Parent Title Details	: Lot Nos. PT 5139 and PT 5140, Seksyen 40, Town of Petaling Jaya, District of Petaling, Selangor
Tenure of Parent Titles	: Leasehold 99 years expiring on 1 July 2109 (unexpired terms of approximately 98 years and 6 months)
Category of Land Use	: Building
Registered Owner	: TAIPAN FOCUS SDN BHD
Total Floor Area	: 47,320 square feet
Occupancy	: Newly completed and vacant
Condition of the Building	: Good
Age of Building	: As at the date of our inspection, the subject building was newly completed and vacant. It is pending issuance of Certificate of Completion and Compliance (CCC) by relevant consultants

3.7.2 – PLANNING PROVISIONS

The subject property is designated for commercial building use as per the Express Condition in the document of title.

3.7.3 – VALUE CONSIDERATION

The subject property is valued using the Investment Method and as a check, we have adopted the Comparison Method of Valuation

1. Investment Method

Gross Rental	Monthly	Rental adopted ranging from RM3.60 psf to RM6.15 psf		
Outgoings		RM0.50 psf (excluding air-conditioning services to the tenanted area). This is in line with the market rates.		
Voids		Ground Floor	First Floor	Second Floor
		5%	10%	15%
		We have adopted 5% for ground floor, 10% for first floor and 15% for second floor void to reflect risk of vacancy due to the difference in level		
Yields		We have adopted the yield of 7% for the showroom which is in line with the market rates.		

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286/2011/HKH
Page 25

3.7.3 – VALUE CONSIDERATION (Cont'd)

Car Park

Based on our analysis, the gross monthly car park incomes are analysed in the range of RM120 to RM181 per bay per month. We have adopted the gross monthly income at RM180 per bay in view of shortage of car parking bays in the vicinity with a 10% outgoings. 10% void is adopted in view of the subject property is a new development.

2. Comparison Method

As for Comparison Method, recent recorded transactions of comparable properties within the vicinity have been considered.

Details	Comparable 1	Comparable 2	Comparable 3
Building Name	Block H, Ground floor, Sunway PJ@51A	Block A, Ground floor, Sunway PJ@51A	Jaya One
Location	Jalan SS 9A, Seksyen SS 9A, 47300 Petaling Jaya	Jalan SS 9A, Seksyen SS 9A, 47300 Petaling Jaya	Jalan University
Type	Ground floor retail space	Ground floor retail space	Ground floor retail space
Tenure	Leasehold 99 years expiring on 1 July 2109	Leasehold 99 years expiring on 1 July 2109	Freehold
Floor Area	2,379 sq. ft	1,518 sq. ft	1,744 sq. ft
Date	30/10/09	30/09/10	16/04/10
Consideration	RM1,912,888/-	RM1,573,290/-	RM1,880,000/-
Analysis	RM804 psf	RM1,037 psf	RM1,078 psf
Adjustments	<p><u>Upward</u></p> <ul style="list-style-type: none"> Time factor- Better market condition Visibility/exposure- Subject property has better visibility from Federal Highway <p><u>Downward</u></p> <ul style="list-style-type: none"> Size - subject property has a bigger floor area 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Visibility/Exposure- Subject property has better visibility from Federal Highway. <p><u>Downward</u></p> <ul style="list-style-type: none"> Size - subject property has a bigger floor area 	<p><u>Upward</u></p> <ul style="list-style-type: none"> Visibility/Exposure- Subject property has better visibility from Federal Highway <p><u>Downward</u></p> <ul style="list-style-type: none"> Location/Accessibility - subject property has a poorer accessibility Size - subject property has a bigger Floor area Tenure- Subject property is a leasehold property while comparable is a freehold property
Adjusted Value	RM823 psf	RM985 psf	RM879 psf

The above sale evidences have been analysed on the time factor, tenure, location/accessibility, visibility/exposure, age/condition of the building, Design/prestige of building, size and other relevant characteristics to arrive at the market value.

The adjusted values range from RM823 psf to RM985 psf. Having considered the above, we have adopted RM825psf based on the best comparable i.e. Comparable 1 due to the similarities in the location, tenure, design and age. We have adopted the adjusted value ranging from RM495 psf to RM846 psf

As there are lack of transaction of car parks, we have adopted the car park value at approximately RM24,000 per bay based on the investment method.

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong

C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286/2011/HKH

Page 26

3.7.3 – VALUE CONSIDERATION (Cont'd)**Reconciliation of Value**

We have valued the subject property based on the above mentioned Investment Method and Comparison Method of Valuation. The values derived are as follows:-

Investment Method	Comparison Method
RM41,000,000/-	RM41,000,000/-

We are of the opinion that the Investment Method of Valuation is the most appropriate method of valuation, as the subject property is a commercial property with investment potential.

3.7.4 – VALUATION

Taking into consideration of the above factors, we therefore assess the market value of the subject property as at 31 December 2010 **ON THE BASIS/ASSUMPTIONS AND PROVISIO AS STATED AS FOLLOWS:-**

- (i) **THE SUBJECT PROPERTY HAS BEEN CONSTRUCTED/COMPLETED IN ACCORDANCE WITH THE APPROVED BUILDING PLANS PREPARED BY AKIPRAKTIS BEARING PLAN NO. SEL/848/06, APPROVED BY MAJLIS BANDARAYA PETALING JAYA BEARING REFERENCE NO. MBPJ/120100/T/P10/752/2007 DATED 9 DECEMBER 2010 AND ISSUED WITH A CERTIFICATE OF COMPLETION AND COMPLIANCE BY THE RELEVANT CONSULTANTS.**
- (ii) **THE FLOOR AREAS OF THE SUBJECT PROPERTY ARE AS FOLLOWS:-**

Block	Floor	Floor Area
Block M	Ground	7,379 square feet
	First	8,058 square feet
	Second	8,058 square feet
Block L	Ground	7,417 square feet
	First	8,204 square feet
	Second	8,204 square feet
Total		47,320 square feet

- (iii) **THE SUBJECT PROPERTY HAS 449 CAR PARKING BAYS.**

with permission to transfer, lease and charge and free from all encumbrances at **RM41,000,000/- (Ringgit Malaysia : Forty One Million Only).**

The market value of subject property forming part of Sunway PJ@51A is **RM41,000,000/- (Ringgit Malaysia : Forty One Million Only).**

8. VALUATION CERTIFICATES (cont'd)

C H Williams Talhar & Wong



C H Williams Talhar & Wong Sdn Bhd (18149-U)

Our Ref: WTW/01/V/000286/2011/HKH
Page 27

4.0 VALUATION

In our opinion, the total market value of the subject properties as at 31 December 2010 with permission to transfer, lease, charge and free from all encumbrances is **RM318,920,000/- (Ringgit Malaysia : Three Eighteen Million Nine Hundred and Twenty Thousand Only)**

Yours faithfully
for and on behalf of
C H Williams Talhar & Wong Sdn Bhd

A large, stylized handwritten signature in black ink, appearing to read 'Heng Kiang Hai', written over a horizontal line.

HENG KIANG HAI
BSc(Hons) Prop. Mgt.
MBA(Real Estate) MRICS MISM
Registered Valuer (V-486).



8. VALUATION CERTIFICATES *(cont'd)*

Valuation Certificates from City Valuers & Consultants Sdn Bhd

8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS

& CONSULTANTS SDN.BHD.

Date : 02 AUG 2011
 Our Ref : V/SEL/0110-0119/2011

Sunway City Berhad
 Level 3, Menara Sunway
 Jalan Lagun Timur, Bandar Sunway
 46150 Petaling Jaya
 Selangor Darul Ehsan.

co no: 98373-K
 reg no: VE (1) 0015

Headquarters:
 39 & 41, 2nd Floor,
 Jalan Telawi Tiga,
 Bangsar Baru,
 59100 Kuala Lumpur.

tel: 03 2282 9000
 fax: 03 2282 9898

Kuching Branch:
 tel: 082 23 7746
 fax: 082 23 9746

Penang Branch:
 tel: 04 397 9889
 fax: 04 390 6898

Dear Sirs,

VALUATION CERTIFICATE
PROPERTIES BELONGING TO SUNWAY CITY BERHAD

Term of Reference

This Valuation Certificate together with the Reports and Valuations is prepared on the instruction of Sunway City Berhad ('SunCity') for submission to the Securities Commission, Malaysia and for the inclusion in the Prospectus of Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd) ('Sunway') in relation to the listing exercise of Sunway on the Main Market of Bursa Malaysia Securities Berhad.

Valuation Standards Compliance

Our valuation is prepared in compliance with the Asset Valuation Guidelines issued by the Securities Commission, Malaysia, and the Malaysian Valuation Standards (MVS) issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia.

Date of Valuation

The relevant date of valuation of the subject properties is 17th February 2011.

Basis of Valuation

'Market Value' in line with the Asset Valuation Guidelines of the Securities Commission, Malaysia.

Definition of Market Value

Market Value is defined as the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

Methods of Valuation

We have adopted the following three methods of valuation and the methods are described as follows:

- a. *Direct Comparison Method* – entails determining the market value of the property by enlisting sale evidences of similar properties and making adjustments thereof to allow for value-based differences due to factors such as location, size, shape and terrain of the land, legal and planning conditions affecting the property, uses of surrounding properties and other special market factors prevailing at the time of the sale/valuation



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8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
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- 2 -

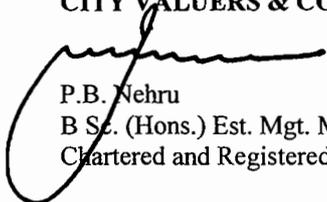
- b. *Investment Method* – entails determining the market value of the property by capitalizing the fair present market rent by a market derived rate of return or yield. The market value derived by the Investment Method is the present worth of all the future stream of net income flows that can be generated by ownership of the property.
- c. *Cost Method* – entails determining the market value of the building based on the cost of reconstructing a similar building and making adjustments for factors such as cost of finance, professional fees, profit, market demand and depreciation for the building in its existing condition, design and age.

The Subject Properties

The properties involved in this valuation exercise are located within Bandar Sunway except for the unit within The Highway Centre which is located at Section 51, Petaling Jaya. Brief descriptions of the subject properties and their market values are as follows:

No.	Description of the property	Market Value (RM)
1	A double storey food court building at Jalan PJS 11/20 in Bandar Sunway known as Medan Selera.	5,500,000
2	A single storey food court building at Jalan PJS 9/5 in Bandar Sunway known as Selera Sunway	2,300,000
3	340 units of low medium cost apartments located within six blocks of 5-storey walk-up buildings at Jalan PJS 7/16A in Bandar Sunway known as Sunway Villa Staff Apartments	22,100,000
4	A duplex condominium unit identified as Unit No. B-10-2, Palmville Resort Condominium, Jalan Lagoon Timur, Bandar Sunway	650,000
5	Twenty (20) strata units of townhouses at Tiara Bandar Sunway, PJS 9, Bandar Sunway	4,200,000
6	Two adjoining single storey warehouses with a double storey office annex and lean-to-extensions at Jalan PJS 11/1, Bandar Sunway.	8,000,000
7	Two condominium units identified as Unit Nos. A-09-04, Block A and B-06-05, Block B, Sunway Lagoonview Resort Condominium, Jalan Universiti, Bandar Sunway	860,000
8	12 condominium units located within the Sunway Lagoonview Resort Condominium and 15 condominium units located within the Sun-U Residence. Both developments are located off Jalan Lagoon Selatan in Bandar Sunway.	11,780,000
9	6 condominium units located within the Sunway Lagoonview Resort Condominium and 20 condominium units located within Sun-U Residence. Both developments are located off Jalan Lagoon Selatan in Bandar Sunway.	11,310,000
10	A strata industrial unit situated on the top floor of a 5-level flatted industrial complex known as The Highway Centre at Jalan 51/205, Section 51, Petaling Jaya	400,000
Total		67,100,000.00
(Ringgit: Sixty Seven Million and One Hundred Thousand only)		

Yours faithfully,
CITY VALUERS & CONSULTANTS SDN BHD


P.B. Nehru
B.Sc. (Hons.) Est. Mgt. MRICS MIS (M)
Chartered and Registered Valuer – V189



Chartered Surveyors
Valuation . Real Estate . Research . Investment . Management

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8. VALUATION CERTIFICATES (cont'd)



(1) Medan Selera – Food Court at PJS 11	
Our Ref. No.	V/SEL/0110/2011
Identification	Lot P.T. 1706, Bandar Sunway, Daerah Petaling, Selangor (Medan Selera, Jalan PJS 11/20, Bandar Sunway, 46150 Subang Jaya, Selangor)
Description of the property	The property is a 21,740 square feet (2,019.646 square metres) commercial plot erected upon with a double storey food court building located at Jalan PJS 11/20 in Bandar Sunway, Selangor Darul Ehsan. The main food court building has a gross floor area of 21,000 square feet (1,951 square metres). There is also a small ancillary building adjoining the main food court which has a gross floor area of 850 square feet (78.97 square metres). Construction of the property was completed and issued with the Certificate of Fitness For Occupation on 2 nd July 1994. The property is in a good state of repair and condition.
Title particulars	The property is held under a leasehold tenure of 99 years expiring on 1 st April 2097. The Category of Land Use and Express Condition are stated as “Bangunan’ and ‘Bangunan Perniagaan’ respectively. The registered owner is Sunway City Berhad.
Methods of Valuation	a) Investment Method b) Cost Method

a) Investment Method of Valuation

Gross monthly rental	Rental Income from subject property <table border="1" data-bbox="422 1299 1324 1456"> <thead> <tr> <th></th> <th>Term</th> <th>Monthly Rental (RM)</th> <th>Ave. Monthly Rent psf</th> </tr> </thead> <tbody> <tr> <td>First Term</td> <td>1 Nov 2007 – 31 Oct 2010</td> <td>RM45,000</td> <td>RM2.14</td> </tr> <tr> <td>1st Further Term</td> <td>1 Nov 2010 – 31 Oct 2013</td> <td>RM52,000</td> <td>RM2.48</td> </tr> <tr> <td>2nd Further Term</td> <td>1 Nov 2013 – 31 Oct 2016</td> <td>RM60,000</td> <td>RM2.86</td> </tr> </tbody> </table> <p>We have adopted the rent payable in the current tenancy agreement as the fair market rental value.</p>		Term	Monthly Rental (RM)	Ave. Monthly Rent psf	First Term	1 Nov 2007 – 31 Oct 2010	RM45,000	RM2.14	1 st Further Term	1 Nov 2010 – 31 Oct 2013	RM52,000	RM2.48	2 nd Further Term	1 Nov 2013 – 31 Oct 2016	RM60,000	RM2.86
	Term	Monthly Rental (RM)	Ave. Monthly Rent psf														
First Term	1 Nov 2007 – 31 Oct 2010	RM45,000	RM2.14														
1 st Further Term	1 Nov 2010 – 31 Oct 2013	RM52,000	RM2.48														
2 nd Further Term	1 Nov 2013 – 31 Oct 2016	RM60,000	RM2.86														
Outgoings	<table border="1" data-bbox="422 1579 1396 1668"> <tbody> <tr> <td>Average outgoings (2008 – 2010)</td> <td>RM83,385.12</td> </tr> <tr> <td>Cost of Outgoings as a % of Annual Rent</td> <td>13.36%</td> </tr> <tr> <td>Cost of Outgoings adopted</td> <td>15%</td> </tr> </tbody> </table>	Average outgoings (2008 – 2010)	RM83,385.12	Cost of Outgoings as a % of Annual Rent	13.36%	Cost of Outgoings adopted	15%										
Average outgoings (2008 – 2010)	RM83,385.12																
Cost of Outgoings as a % of Annual Rent	13.36%																
Cost of Outgoings adopted	15%																
Voids	The property is let to a single tenant. The average occupancy rate over the last three years is 100%.																
Yields	Based on analysis of recent transactions of commercial properties in Bandar Sunway/Subang Jaya, we have adopted 8% for the term and 9% for the reversion.																
Indicative Market Value	RM5,889,447.00																



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
& CONSULTANTS SDN.BHD.

b) Cost Method of Valuation

Land Value	The land value is derived based on the transactions below with relevant adjustments.
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Comparable No.	1	2	3	4	5	6
Lot & Title No.	PT 12, HSD Pajakan 120172	Lot 12 Sek. 40, Pajakan Negeri 79040	Lot 48759, Geran 218094	PT 1494, HSD 90190	Lot 62224, Geran 257262	Lot 44020, PM 42
Bdr/Mukim/Pekan	Bdr Petaling Jaya Selatan	Bdr Petaling Jaya	Pekan Subang Jaya	Mukim Damansara	Bdr Petaling Jaya	Mukim Damansara
Location	Within Pusat Bandar Kg Medan, off NPE.	Situated within PJU 1A locality, off NKVE.	Jln USJ 16/2F, Subang Jaya	Jln USJ 18/7, Subang Jaya	Jln SS 6/2, Kelana Jaya	Jln PJS 8/9, Petaling Jaya
Date	30/06/10	05/05/10	17/11/09	30/06/09	29/05/09	14/05/09
Tenure	Leasehold	Leasehold	Freehold	Freehold	Freehold	Leasehold
Land area (sf)	74,940	112,946	17,997	17,886	67,813	13,810
Category of land use	Bangunan	Pertanian	Bangunan	Bangunan	Bangunan	Bangunan
Consideration (RM)	9,142,622	8,249,000	1,400,000	1,019,559	12,879,720	1,900,000
Value analysed (RM psf)	122	73	78	57	183.52	138
Adjustment factors	Time, size, tenure, planning, title category, access and location					
Adjusted value (RM psf)	122	113.15	97.50	94.05	137.64	138.00
Market value of land (RM psf)	Based on the average, we have adopted RM115 per sq. ft.					

Building Value	The building value is derived from current construction costs with relevant adjustments. Market Value based on current construction cost after adjustments is RM120 per sq. ft.
Indicative Market Value of Land and Building	RM5,312,420.00

Reconciliation of Value

Given the above indicative market values by the two methods of valuation, we are of the considered opinion that the Market Value of the subject property is fairly stated at **RM5,500,000.00**.



8. VALUATION CERTIFICATES (cont'd)



(2) Selera Sunway – Food Court at PJS 9	
Our Ref. No.	V/SEL/0111/2011
Identification	Lot P.T. 1406, Bandar Sunway, Daerah Petaling, Selangor (Selera Sunway, Jalan PJS 9/5, Bandar Sunway, 46150 Subang Jaya, Selangor)
Description of the property	The property is a 16,137 square feet (1,499.1273 square metres) commercial plot erected upon with a single storey food court building located at Jalan PJS 9/5 in Bandar Sunway, Selangor Darul Ehsan. The main food court building has a gross floor area of 6,308 square feet (586 square metres). There are also two small ancillary buildings adjacent to the main food court which have a combined gross floor area of 348 square feet (32.33 square metres). Construction of the property was completed and issued with the Certificate of Fitness For Occupation on 22 nd November 1995. The property is in a good state of repair and condition.
Title particulars	The property is held under a leasehold tenure of 99 years expiring on 1 st April 2097. The Category of Land Use and Express Condition are stated as “Bangunan” and ‘Bangunan Perniagaan’ respectively. The registered owner is Sunway City Berhad.
Methods of Valuation	a) Investment Method b) Cost Method

a) Investment Method of Valuation

Gross monthly rental	<p>Rental Income from subject property</p> <table border="1"> <thead> <tr> <th></th> <th>Term</th> <th>Monthly Rental (RM)</th> <th>Ave. Monthly Rent psf</th> </tr> </thead> <tbody> <tr> <td>1st year</td> <td>1 Nov 2009 – 31 Oct 2010</td> <td>RM18,000</td> <td>RM2.85</td> </tr> <tr> <td>2nd year</td> <td>1 Nov 2010 – 31 Oct 2011</td> <td>RM19,000</td> <td>RM3.01</td> </tr> <tr> <td>3rd year</td> <td>1 Nov 2011 – 31 Oct 2012</td> <td>RM20,000</td> <td>RM3.17</td> </tr> </tbody> </table> <p>We have adopted the rent payable in the current tenancy as the fair market rental value.</p>		Term	Monthly Rental (RM)	Ave. Monthly Rent psf	1 st year	1 Nov 2009 – 31 Oct 2010	RM18,000	RM2.85	2 nd year	1 Nov 2010 – 31 Oct 2011	RM19,000	RM3.01	3 rd year	1 Nov 2011 – 31 Oct 2012	RM20,000	RM3.17
	Term	Monthly Rental (RM)	Ave. Monthly Rent psf														
1 st year	1 Nov 2009 – 31 Oct 2010	RM18,000	RM2.85														
2 nd year	1 Nov 2010 – 31 Oct 2011	RM19,000	RM3.01														
3 rd year	1 Nov 2011 – 31 Oct 2012	RM20,000	RM3.17														
Outgoings	<table border="1"> <tbody> <tr> <td>Average outgoings (2008 – 2010)</td> <td>RM30,710.85</td> </tr> <tr> <td>Cost of Outgoings as a % of Annual Rent</td> <td>13.47%</td> </tr> <tr> <td>Cost of Outgoings adopted</td> <td>15%</td> </tr> </tbody> </table>	Average outgoings (2008 – 2010)	RM30,710.85	Cost of Outgoings as a % of Annual Rent	13.47%	Cost of Outgoings adopted	15%										
Average outgoings (2008 – 2010)	RM30,710.85																
Cost of Outgoings as a % of Annual Rent	13.47%																
Cost of Outgoings adopted	15%																
Voids	This property is let to a single tenant. The average occupancy rate over the last three years is 100%.																
Yields	Based on analysis of recent transactions of commercial properties in Bandar Sunway/Subang Jaya, we have adopted 7% for the term and 8% for the reversion.																
Indicative Market Value	RM2,364,835.00																



8. VALUATION CERTIFICATES (cont'd)



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b) Cost Method of Valuation

Land Value	The land value is derived based on the transactions below with relevant adjustments.					
Comparable No.	1	2	3	4	5	6
Lot & Title No.	PT 12, HSD Pajakan 120172	Lot 12 Sek. 40, Pajakan Negeri 79040	Lot 48759, Geran 218094	PT 1494, HSD 90190	Lot 62224, Geran 257262	Lot 44020, PM 42
Bdr/Mukim/Pekan	Bdr Petaling Jaya Selatan	Bdr Petaling Jaya	Pekan Subang Jaya	Mukim Damansara	Bdr Petaling Jaya	Mukim Damansara
Location	Within Pusat Bandar Kg Medan, off NPE.	Situated within PJU 1A locality, off NKVE.	Jln USJ 16/2F, Subang Jaya	Jln USJ 18/7, Subang Jaya	Jln SS 6/2, Kelana Jaya	Jln PJS 8/9, Petaling Jaya
Date	30/06/10	05/05/10	17/11/09	30/06/09	29/05/09	14/05/09
Tenure	Leasehold	Leasehold	Freehold	Freehold	Freehold	Leasehold
Land area (sf)	74,940	112,946	17,997	17,886	67,813	13,810
Category of land use	Bangunan	Pertanian	Bangunan	Bangunan	Bangunan	Bangunan
Consideration (RM)	9,142,622	8,249,000	1,400,000	1,019,559	12,879,720	1,900,000
Value analysed (RM psf)	122	73	78	57	183.52	138
Adjustment factors	Time, size, tenure, planning, title category, access and location					
Adjusted value (RM psf)	97.60	98.55	89.70	82.65	119.29	124.20
Market value of Land (RM psf)	Based on the average, we have adopted RM100 per sq. ft.					

Building Value	The building value is derived from current construction costs with relevant adjustments. Market value based on current construction cost after adjustments is RM100 per sq. ft
Indicative Market Value of Land and Building	RM2,317,673.00

Reconciliation of Value

Given the above indicative market values by the two methods of valuation, we are of the considered opinion that the Market Value of the subject property is fairly stated at **RM2,300,000.00**.



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
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(3) Sunway Villa Staff Apartments																																												
Our Ref. No.	V/SEL/0112/2011																																											
Identification	Lot 37563 Mukim Damansara and Lots 49359 and 49360, Mukim Petaling, Daerah Petaling, Selangor. (Sunway Villa Staff Apartments, at Jalan PJS 7/16A, Bandar Sunway, 46150 Petaling Jaya, Selangor)																																											
Description of the property	<p>340 units of low medium cost apartments located within six (6) blocks of 5-storey walk-up buildings. Details of the floor areas of are as follows:</p> <table border="1"> <thead> <tr> <th>Block</th> <th>No. of Units</th> <th>No. of Units per floor</th> <th>Floor area / Unit (sq. ft.)</th> <th>Total Floor Area (sq. ft.)</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>80</td> <td>16</td> <td>630</td> <td>50,400</td> </tr> <tr> <td>B</td> <td>60</td> <td>12</td> <td>630</td> <td>37,800</td> </tr> <tr> <td>C</td> <td>40</td> <td>8</td> <td>630</td> <td>25,200</td> </tr> <tr> <td>D</td> <td>60</td> <td>12</td> <td>630</td> <td>37,800</td> </tr> <tr> <td>E</td> <td>60</td> <td>12</td> <td>630</td> <td>37,800</td> </tr> <tr> <td>F</td> <td>40</td> <td>8</td> <td>630</td> <td>25,200</td> </tr> <tr> <td>Total</td> <td>340</td> <td>-</td> <td>-</td> <td>214,200</td> </tr> </tbody> </table> <p>Approximately 100 units (30 units each in Block D and E, and 40 units in Block F) overlook a sewerage treatment plant (STP) and high tension cables and pylons.</p> <p>Construction of the property was completed and issued with the Certificate of Fitness For Occupation on 15th February 1996. All the units are generally in a good state of repair and condition.</p>				Block	No. of Units	No. of Units per floor	Floor area / Unit (sq. ft.)	Total Floor Area (sq. ft.)	A	80	16	630	50,400	B	60	12	630	37,800	C	40	8	630	25,200	D	60	12	630	37,800	E	60	12	630	37,800	F	40	8	630	25,200	Total	340	-	-	214,200
Block	No. of Units	No. of Units per floor	Floor area / Unit (sq. ft.)	Total Floor Area (sq. ft.)																																								
A	80	16	630	50,400																																								
B	60	12	630	37,800																																								
C	40	8	630	25,200																																								
D	60	12	630	37,800																																								
E	60	12	630	37,800																																								
F	40	8	630	25,200																																								
Total	340	-	-	214,200																																								
Title particulars	<p>The property is held under three separate leasehold parent titles i.e. Lot 37563, Lot 49359 and Lot 49360. The titles confer 99-years leasehold tenures. The lease for Lot 37563 expires on 11th April 2093 whilst the lease for Lot 49359 and Lot 49360 expire on 1st December 2097. The category land use is 'Bangunan' whilst the express condition is 'Rumah Pangsa'. The registered owner of Lot 37563 is Sunway City Berhad whilst for Lots 49359 and 49360 are owned by Bandar Sunway Sdn Bhd. Lot 37563 is unencumbered whilst Lots 49359 and 49360 have Lien holder's caveat entered by United Overseas Bank (Malaysia) Berhad dated 3rd August 1999 vide presentation No. 25705/1999 Jil.56 Fol.85.</p> <p>Application for strata titles has not been made as all the units are owned by Sunway City Berhad as an investment property and are not intended for sale on strata basis.</p>																																											
Methods of Valuation	<p>a) Direct Comparison Method b) Investment Method</p>																																											



8. VALUATION CERTIFICATES (cont'd)

a) Comparison Method of Valuation

Comparable No.	1	2	3	4	5
Description	Unit 6-2-312, Jln PJS 6/3B	Unit 1-01-215, Jln PJS 6/3B	2-4-505, Jln PJS 6/4E	2-G-116, Jln PJS 6/4E	6-3-412, Jln PJS6/3B
Type	Low cost Flat	Low cost Flat	Low cost Flat	Low cost Flat	Low cost Flat
Floor level	2nd	1st	4th	G	3rd
Date	May 2010	May 2010	Mar 2010	Dec 2009	Dec 2009
Tenure	Freehold	Freehold	Freehold	Freehold	Freehold
Floor area (sf)	609	609	609	600	609
Consideration (RM.psf)	107	120	107	108	99
Adjustment for factors	Time, tenure, management, security, car park facility, strata titles, amenities and facilities				
Adjusted value (RM.psf)	104	117	104	104	97
Adjusted value (per unit)	65,520	73,710	65,520	65,520	61,110

Indicative Market Value : RM22,110,000.00 (or RM65,029 per unit)

b) Investment Method of Valuation

Gross monthly rental		No. units	%
	Tenanted with rent	301	88.5
	Tenanted with no rent	24	7.1
	Vacant	15	4.4
	Total	340	
	The total monthly rent received from the 301 paying tenants is RM164,132 which analyses to about RM550 per unit per month which is in line with the present market rent. We are thus adopting this as the full rental value.		
Outgoings	We were informed by the client that there is presently no assessment charges for the subject units. The outgoings for 2008 to 2010 were analysed to RM0.11, RM0.11 and RM0.10 per sq. ft. respectively. We are adopting RM0.12 per sq. ft. for the purpose of this valuation.		
Voids	The above rent of RM164,132 received from the 301 paying tenants reflects a void allowance.		
Yields	Based on published data and our analysis of transactions of apartments in Bandar Sunway and its vicinity, we are adopting 7% to capitalize the income.		
Indicative Market Value	RM22,591,615.00 (or RM66,446 per unit)		

Reconciliation of Value

Given the respective indicative market values by the two methods of valuation and giving greater weightage to the Direct Comparison Method of Valuation, we are of the considered opinion that the Market Value of the subject property is fairly stated at **RM22,100,000.00** (Ringgit: Twenty Two Million and One Hundred Thousand only).



8. VALUATION CERTIFICATES (cont'd)

(4) Unit No. B-10-2, Palmville Resort Condominium	
Our Ref. No.	V/SEL/0113/2011
Identification	Unit No. B-10-02, Block B, Palmville Resort Condominium, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor
Description of the property	A duplex condominium with a main floor area of 199 sq. metres (2,142 sq. ft.) situated on level 10 of a 10-storey condominium building. The unit also comes with two (2) accessory car parking bays. Construction of the property was completed in 1997 and issued with the Certificate of Fitness For Occupation by Majlis Perbandaran Petaling Jaya.
Title particulars	Strata title No. PN 11814/M1-B/10/183 which comes with two car parking bays identified as accessory parcel Nos. A385 and A386. It has a 99-year leasehold tenure expiring on 1 st April 2097 and is currently owned by Sunway City Berhad.
Methods of Valuation	a) Direct Comparison Method b) Investment Method

a) Comparison Method of Valuation

We have selected 6 comparable sales of typical units in Palmville Resort Condominium which indicate a price range of between RM283 per sq. ft. to RM364 per sq. ft. or an average of RM322 per sq. ft. The two sales of units within Block B are the best comparables:

Comparable No.	5	6
Description	Unit No. B-3-8	Unit No. B-6-9
Floor level	3	6
Date	27/10/2009	19/08/2009
Floor area (sf)	1,410	1,410
Value analysed (RM psf)	291	301
Adjustment for factors	Add for top floor location	

Indicative Market Value : RM652,000.00 (or RM304 per sq. ft.)

b) Investment Method of Valuation

Gross monthly rental	The property is fetching a gross monthly rent of RM1.63 per sq. ft. which in our opinion correctly reflects the current market rent.
Outgoings	Based on the actual outgoings for the year 2009 and 2010 at RM0.49 per sq. ft. and RM0.57 per sq. ft. respectively, we are adopting RM0.57 per sq. ft. as the cost of outgoings for the valuation of the subject property.
Yields	Typical net yield for units in Palmville is about 4.34%. We are adopting the net yield of 4.3% for the valuation of the subject property.
Indicative Market Value	RM589,189.00 (or RM275 per sq. ft.)

Reconciliation of Value

We are of the opinion that greater weightage should be given to the Direct Comparison Method of Valuation. We are thus adopting value of **RM650,000.00** (or RM303 per sq. ft.) as the Market Value of the subject property.



8. VALUATION CERTIFICATES (cont'd)

(5) Twenty (20) Strata Units of Townhouses at Tiara Bandar Sunway, PJS 9, Bandar Sunway													
Our Ref. No.	V/SEL/0114/2011												
Identification	Lot 62003 to Lot 62012, Bandar Sunway, Daerah Petaling, Selangor.												
Description of the property	<p>Twenty (20) strata units of townhouses located along Jalan PJS 9/1G within a 'gated & guarded' residential neighbourhood known as 'Tiara Bandar Sunway' in PJS 9, Bandar Sunway, Selangor. The units come in two sizes as follows:-</p> <table border="1"> <thead> <tr> <th>Type</th> <th>Main floor area (s.f.)</th> <th>Accessory Parcel Area (s.f.)</th> <th>Number of units</th> </tr> </thead> <tbody> <tr> <td>Lower level units</td> <td>882</td> <td>452</td> <td>10</td> </tr> <tr> <td>Upper level units</td> <td>915</td> <td>323</td> <td>10</td> </tr> </tbody> </table> <p>Construction of the property was completed and issued with the Certificate of Fitness For Occupation on 25th February 2005. All the 20 units are in a good state of repair and condition.</p>	Type	Main floor area (s.f.)	Accessory Parcel Area (s.f.)	Number of units	Lower level units	882	452	10	Upper level units	915	323	10
Type	Main floor area (s.f.)	Accessory Parcel Area (s.f.)	Number of units										
Lower level units	882	452	10										
Upper level units	915	323	10										
Title particulars	<p>All the subject 20 units of townhouses are owned by Sunway Lagoon Sdn Bhd, a subsidiary of Sunway City Berhad and have been issued with 20 individual strata titles.</p> <p>The respective titles confer a leasehold tenure of 99 years expiring on 14th November 2096.</p>												
Occupancy	As per the date of valuation, 16 of the 20 units are presently tenanted. Average occupancy rate over the last three years was between 80% to 90%.												
Methods of Valuation	<p>a) Direct Comparison Method</p> <p>b) Investment Method</p>												

a) **Comparison Method of Valuation**

Comparable No.	1	2	3	4	5
Description	No. 35, Jalan PJS 9/14	No. 10, Jalan PJS 9/20	No. 22, Jalan PJS 9/18	No. 23, Jalan PJS 9/24	No. 55, Jalan PJS 9/10
Type	2-storey terrace	2-storey terrace	2-storey terrace	2-storey terrace	2-storey terrace
Date	11/08/10	01/06/10	03/05/10	02/04/10	01/02/10
Tenure	Freehold	Freehold	Freehold	Freehold	Freehold
Unexpired lease term	82 yrs	84 yrs	82 yrs	84 yrs	82 yrs
Land area (sf)	1,680	1,680	1,680	1,680	1,680
Floor area (sf)	1,657	1,720	1,657	1,721	1,531
Consideration (RM)	500,000	460,000	400,000	430,000	392,000
Price/floor area (RM psf)	301	267	241	250	256
Adjustment for factors	Small floor area, townhouse concept, and gated and guarded scheme				
Adjusted value (RM psf)	271	240	217	225	230
Adjusted value (per unit)	Based on the above, we have adopted RM244 per sq. ft. (RM215,208 per unit) for the lower units and RM235 per sq. ft. (RM215,025 per unit) for the upper units.				

Indicative Market Value : RM4,300,000.00 (or RM215,000 per unit)



8. VALUATION CERTIFICATES (cont'd)



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b) Investment Method of Valuation

Gross monthly rental	The current rental ranges from RM1,600 to RM1,800 per unit per month as fully furnished units. The rent for the new tenancies is RM1,800 of which the rent for the furniture is RM750. Thus the current rent for the properties is RM1,050 per unit or RM1.15 per sq. ft. for the upper units and RM1.20 per sq. ft. for the lower units.
Outgoings	The actual recorded outgoings is RM0.20 per sq. ft. per month for the year 2010 and RM0.17 per sq. ft. per month for the year 2009. We are adopting RM0.20 per sq. ft. per month or RM180 per month per unit as the cost of outgoings in the valuation of the subject properties.
Yields	Based on our analysis of transactions of 2-storey terrace houses in comparable locations, we are adopting a net yield of 4% for the valuation of the subject properties.
Indicative Market Value	RM4,200,000.00 (or RM210,000 per unit)

Reconciliation of Value

Giving greater weightage to the Investment Method of Valuation as the variables used relate directly to the subject property, we are adopting the value of **RM4,200,000.00** (or RM210,000 per unit) as the Market Value of the subject property.



8. VALUATION CERTIFICATES (cont'd)

(6) Two adjoining Single Storey Warehouses at PJS 11	
Our Ref. No.	V/SEL/0115/2011
Identification	Lot P.T. 1490, Bandar Sunway, Daerah Petaling, Selangor (No. 1, Jalan PJS 11/1, Bandar Sunway, 46150 Subang Jaya, Selangor)
Description of the property	<p>The property is a 66,954 square feet (6,220.0266 square metres) detached industrial plot erected upon with two (2) adjoining single storey warehouses with a double storey office annex and lean-to-extensions located at Jalan PJS 11/1 in PJS 11, Bandar Sunway, Selangor.</p> <p>The total floor area of the subject property (Warehouse I, Warehouse II, Office Annex, Guard House and Pump House) is 35,003 square feet. We do not accord any value to the lean-to-extensions as these structures do not have the relevant Local Authority approvals.</p> <p>The Certificate of Fitness for Occupation for the property was issued on 14th April 2008. The subject property is in good state of repair and condition.</p>
Title particulars	The subject property is held under a leasehold tenure of 99 years expiring on 28 th December 2096. The Category of Land Use and the Express Condition are stated as 'Perusahaan'. The registered owner is Sunway City Berhad.
Methods of Valuation	a) Cost Method for the building and Comparison Method for the land b) Investment Method

a) Cost Method of Valuation for building and Comparison Method for the land

Land Value	The land value is derived based on the transactions below with relevant adjustments.
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Comparable No.	2	6	7	8	9
Lot & Title No.	Lot 3007, GM 764	PT 11743, HSM 7004	Lot 61711, PM 59	Lot 549, GM 189	PT 6206, HSM 29644
Mukim	Petaling	Damansara	Damansara	Damansara	Petaling
District	Petaling	Petaling	Petaling	Petaling	Petaling
Location	PJS 7 locality	Sungai Penaga locality	Sungai Penaga locality	Sungai Penaga locality	PJS 5 locality
Date	22/04/10	21/12/09	16/06/09	12/02/09	15/01/08
Tenure	Freehold	Leasehold	Leasehold	Freehold	Freehold
Land area (sq. ft.)	29,913	98,059	264,975	130,814	24,779
Category of land use	Bangunan Perusahaan	Bangunan Perusahaan	Bangunan Perusahaan	Bangunan Perusahaan	Bangunan Perusahaan
Consideration (RM)	3,500,000	6,000,000	15,136,702	8,895,556	2,829,829
Value analysed (RM/psf)	117	61	57	68	114
Adjustment factors	Time, size, tenure, planning, title category, access and location				
Adjusted value (RM/psf)	105.30	79.30	82.65	88.40	102.60
Market value of Land (RM/psf)	Based on the average, we have adopted RM90.00 per sq. ft.				

Building Value	The building value is derived from current construction costs with relevant adjustments. Market value based on current construction cost after adjustments is RM73 per sq. ft.
Indicative Market Value of Land and Building	RM8,555,527.00



8. VALUATION CERTIFICATES (cont'd)



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b) Investment Method of Valuation

Gross monthly rental	<p>The rent received is RM35,016 per month or RM1.00 per sq. ft. per month.</p> <p>Our analysis of the rents fetched by several comparable industrial / office properties indicate current market rents to be in the region of RM1.86 to RM2.22 per sq. ft.</p> <p>We have adopted the fair market rental value to be RM1.50 per sq. ft. per month.</p>
Outgoings	<p>The outgoings for 2009 and 2010 were analysed at RM0.21 per sq. ft. per month. We are thus adopting RM0.21 per sq. ft. per month as the fair cost of outgoings.</p>
Yields	<p>The average net yield fetched by the comparable industrial properties is 7.025% for freehold properties and 5.96% for leasehold properties with an unexpired term of 54 to 56 years. The midpoint of these two yields is 6.4925%.</p> <p>We have adopted 6.5% as the fair net yield of the subject property given its 85 years unexpired term.</p>
Indicative Market Value	RM7,906,840.00

Reconciliation of Value

Taking into consideration the salient features of the subject property and giving due weightage to both methods of valuation, we are of the opinion that the fair market value of the subject property is **RM8,000,000.00**.



8. VALUATION CERTIFICATES (cont'd)



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(7) Two condominium units identified as Nos. A-09-04, Block A and B-06-05, Block B, Sunway Lagoonview Resort Condominium																					
Our Ref. No.	V/SEL/0116/2011																				
Identification	Unit Nos. A-09-04, Block A and B-06-05, Block B, Sunway Lagoonview Resort Condominium, Jalan University, Bandar Sunway, 46150 Subang Jaya, Selangor																				
Description of the property	The property comprises 2 units of condominiums located within Blocks A and B of Sunway Lagoonview Resort Condominium. Sunway Lagoonview Resort Condominium is located at Jalan Universiti in Bandar Sunway, Selangor. Construction of the property was completed and issued with the Certificate of Fitness for Occupation on 6 th August 2001. Both units are in a good state of repair and condition.																				
Title particulars	<p>The property is designated for residential purpose. The subject 2 condominium units are owned by Sunway City Bhd and have been issued with individual strata titles as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Unit No.</th> <th rowspan="2">Strata Title No.</th> <th rowspan="2">Accessory Parcel</th> <th rowspan="2">Unit Share/Total Share Units</th> <th colspan="2">Surveyed Floor Area</th> </tr> <tr> <th>sq.m.</th> <th>sq. ft.</th> </tr> </thead> <tbody> <tr> <td>A-09-04</td> <td>PN 11815/M1-A/9/55</td> <td>A367, A368</td> <td>153/42,849</td> <td>129</td> <td>1,389</td> </tr> <tr> <td>B-06-05</td> <td>PN 11815/M1-B/6/160</td> <td>A468, A475</td> <td>153/42,849</td> <td>129</td> <td>1,389</td> </tr> </tbody> </table> <p>The titles confer a 99-year leasehold tenure expiring on 1st April 2097. Both the titles are free from encumbrances.</p>	Unit No.	Strata Title No.	Accessory Parcel	Unit Share/Total Share Units	Surveyed Floor Area		sq.m.	sq. ft.	A-09-04	PN 11815/M1-A/9/55	A367, A368	153/42,849	129	1,389	B-06-05	PN 11815/M1-B/6/160	A468, A475	153/42,849	129	1,389
Unit No.	Strata Title No.					Accessory Parcel	Unit Share/Total Share Units	Surveyed Floor Area													
		sq.m.	sq. ft.																		
A-09-04	PN 11815/M1-A/9/55	A367, A368	153/42,849	129	1,389																
B-06-05	PN 11815/M1-B/6/160	A468, A475	153/42,849	129	1,389																
Methods of Valuation	a) Direct Comparison Method b) Investment Method																				

a) Direct Comparison Method of ValuationSales of similar units in Sunway Lagoonview Resort Condominium

Comparable No.	1	2	3	4
Unit No.	A-06-05	A-08-02	A-19-04	B-21-04
Date	27/04/10	26/11/09	15/09/09	19/05/09
Floor Area (s.f.)	1,389	1,389	1,389	1,389
Consideration (RM)	400,000	450,000	450,000	430,000
Value analysed (RM psf)	288	324	324	309
Adjustment	No adjustment given as there appears to be no clear distinction for units with different floor area and floor level.			
Market value (RM psf)	Based on the average, we have adopted RM311 per sq. ft.			

Indicative Market Value	No.	Unit Nos.	Floor area (sq. feet)	Price psf.	Capital Value	Market Value (say)
	1.	A-09-04	1,389	RM311	RM431,837	RM430,000
	2.	B-06-05	1,389	RM311	RM431,837	RM430,000
	Total					RM860,000



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS

& CONSULTANTS SDN.BHD.

b) Investment Method of Valuation

Gross monthly rental	<p>The subject 2 condominium units are presently rented out at RM2,641 per unit per month (RM1.90 per sq. ft.) for each condominium unit.</p> <p>Comparable gross market rents are in the range of RM1.61 per sq. ft. to RM2.31 per sq. ft. per month.</p> <p>Term – Based on the passing rent Reversion – Based on the market rental value of RM2.10 per sq. ft.</p>
Outgoings	<p>The cost of outgoings is about RM0.36 per sq. ft. per month and RM0.40 per sq. ft. per month for the years 2009 and 2010.</p> <p>Our analysis of several other similar condominium units indicates that the outgoings range from RM0.16 per sq. ft. to RM0.30 per sq. ft. We are adopting the average of RM0.25 per sq. ft. as the fair cost of outgoings.</p>
Yields	Based on our analysis of the yields of comparable developments, the net yields are ranging from 4.02% to 6.62%. We have therefore adopted 6% for the term and 6.25% for the reversion.
Indicative Market Value	RM880,000.00

Reconciliation of Value

Since there is ample open market evidence of direct comparisons we are of the considered opinion that the Market Value of the subject units is **RM860,000.00**.



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS

& CONSULTANTS SDN.BHD.

(8) 12 condominium units located within Sunway Lagoonview Resort Condominium, and 15 condominium units located within Sun-U Residence.	
Our Ref. No.	V/SEL/0117/2011
Description of the property	The property comprises 12 units of condominiums located within Blocks A and B of Sunway Lagoonview Resort Condominium and 15 units of condominiums located within Block A of SUN-U Residence. Both these developments are located off Jalan Lagoon Selatan in Bandar Sunway, Selangor Darul Ehsan. Construction of the property was completed and issued with the Certificate of Fitness for Occupation on 8 th January 2002 and 6 th August 2001 to the subject units in SUN-U Residence and Sunway Lagoonview Resort Condominium respectively. All the 27 units are in a good state of repair and condition.
Title particulars	<p>The subject property is designated for residential purpose.</p> <p><u>Sunway Lagoonview Resort Condominium</u> The 12 units of condominiums are owned by Spring Ambience Sdn Bhd and have been issued with individual strata titles. The units are located from the 1st to the 22nd floors of Block A and the 3rd to the 21st floors of Block B. The floor areas for all the condominium units are 1,389 sq. ft. except for unit A-07-06, which has a floor area of 1,539 sq. ft.</p> <p><u>SUN-U Residence</u> The 15 units of condominiums are owned by Spring Ambience Sdn Bhd except for unit A-11-01 and A-13-05, which were purchased from individual owners. The ownership transfers of these two units have been filed at the Pejabat Tanah dan Galian Selangor and are pending registration at the land office. All the condominium units have been issued with individual strata titles. The subject units are located from the 5th to the 20th floors of Block A. The floor areas for the condominium units range from 1,432 sq. ft. to 1,550 sq. ft.</p> <p>The titles confer a 99-year leasehold tenure expiring on 1st April 2097. All the titles are free from encumbrances.</p>
Methods of Valuation	<p>a) Direct Comparison Method</p> <p>b) Investment Method</p>



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
& CONSULTANTS SDN.BHD.

a) Direct Comparison Method of ValuationSunway Lagoonview Resort Condominium

Comparable No.	1	2	3	4
Unit No.	A-06-05	A-08-02	A-19-04	B-21-04
Date	27/04/10	26/11/09	15/09/09	19/05/09
Floor Area (s.f.)	1,389	1,389	1,389	1,389
Consideration (RM)	400,000	450,000	450,000	430,000
Value analysed (RM psf)	288	324	324	309
Adjustment	No adjustment given as there appears to be no clear distinction for units with different floor area and floor level.			
Market value (RM psf)	Based on the average, we have adopted RM311 per sq. ft.			

Sun-U Residence

Comparable No.	1	2	3	4
Unit No.	A-21-03	A-23-3A	A-12-3A	A-10-03
Date	17/12/09	08/10/09	08/10/09	19/09/09
Floor Area (s.f.)	1,432	1,475	1,475	1,432
Consideration (RM)	435,000	465,000	450,000	400,000
Value analysed (RM psf)	304	315	305	280
Adjustment	No adjustment given as there appears to be no clear distinction for units with different floor area and floor level.			
Market value (RM psf)	Based on the average, we have adopted RM301 per sq. ft.			

Indicative Market Value	<u>12 condominium units within Sunway Lagoonview Resort Condominium</u>	
	11 units at RM430,000 each (RM311 psf)	RM4,730,000
	1 unit at RM480,000 (RM311 psf)	RM 480,000
	Total	RM5,210,000
	<u>15 condominium units within SUN-U Residence</u>	
	6 units at RM430,000 each (RM301 psf)	RM2,580,000
	8 units at RM440,000 each (RM301 psf)	RM3,520,000
	1 unit at RM470,000 (RM301 pssf)	RM 470,000
	Total	RM6,570,000
	Grand Total	RM11,780,000



8. VALUATION CERTIFICATES (cont'd)

**b) Investment Method of Valuation**

Gross monthly rental	<p>The subject 27 condominium units are presently rented out at a total rent of RM61,085.00 a month at the rental range of RM2,400 to RM2,800 per unit per month (RM1.56 to RM2.01 per sq. ft.) for the Sunway Lagoonview Resort Condominiums and RM1,900 to RM2,759 per unit per month (RM1.23 to RM1.90 per sq. ft.) for the SUN-U Residence condominiums.</p> <p>Comparable gross market rents are in the range of RM1.61 per sq. ft. to RM2.31 per sq. ft. per month.</p> <p>Term – Based on the passing rents Reversion – Based on the market rental value of RM2.10 per square foot</p>
Outgoings	<p>The cost of outgoings is about RM0.30 per sq. ft. per month and RM0.19 per sq. ft. per month for the years 2009 and 2010.</p> <p>Our analysis of several other condominium units within both developments indicates that the outgoings range from RM0.16 per sq. ft. to RM0.40 per sq. ft. We are adopting the average of RM0.25 per sq. ft. as the fair cost of outgoings.</p>
Yields	<p>Based on our analysis of the yields of comparable developments, the net yields are ranging from 4.02% to 6.62%. We have therefore adopted 6% for the term and 6.25% for the reversion.</p>
Indicative Market Value	RM11,240,000.00

Reconciliation of Value

Since there is ample open market evidence of direct comparisons we are of the considered opinion that the Market Value of the subject units is **RM11,780,000.00**.



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS

& CONSULTANTS SDN.BHD.

(9) 6 condominium units located within Sunway Lagoonview Resort Condominium, and 20 condominium units located within Sun-U Residence.	
Our Ref. No.	V/SEL/0118/2011
Description of the property	The property comprises 6 units of condominiums located within Blocks A and B of Sunway Lagoonview Resort Condominium and 20 units of condominiums located within Block A of SUN-U Residence. Both these developments are located off Jalan Lagoon Selatan in Bandar Sunway, Selangor Darul Ehsan. Construction of the property was completed and issued with the Certificate of Fitness for Occupation on 8 th January 2002 and 6 th August 2001 to the subject units in SUN-U Residence and Sunway Lagoonview Resort Condominium respectively. All the 26 units are in a good state of repair and condition.
Title particulars	<p>The subject property is designated for residential purpose.</p> <p><u>Sunway Lagoonview Resort Condominium</u> The 6 units of condominiums are owned by Worldclass Symphony Sdn Bhd except for unit A-15-02, which was purchased from the owner. The ownership transfer of the unit has been filed at the Pejabat Tanah dan Galian Selangor and is pending for registration at the land office. All the units have been issued with individual strata titles. The subject units are located on the 14th and the 15th floors of Block A and from the 2nd to the 22nd floors of Block B. The floor areas for all the condominium units is 1,389 sq. ft.</p> <p><u>SUN-U Residence</u> All the 20 units of condominiums are owned by Worldclass Symphony Sdn Bhd except for units A-06-06, A-08-01, A-10-03, A-11-02, A-12-03, A-21-03, A-23A-01 and A-23A-02, which were purchased from individual owners. The ownership transfers of these eight units have been filed at the Pejabat Tanah dan Galian Selangor and are pending for registration at the land office. All the condominium units have been issued with individual strata titles. The subject units are located from the 6th to the 24th floors of Block A. The floor areas for the condominium units range from 1,432 sq. ft. to 1,550 sq. ft.</p> <p>The titles confer a 99-year leasehold tenure expiring on 1st April 2097. All the titles are free from encumbrances.</p>
Methods of Valuation	<p>a) Direct Comparison Method</p> <p>b) Investment Method</p>



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
& CONSULTANTS SDN.BHD.

a) Direct Comparison Method of ValuationSunway Lagoonview Resort Condominium

Comparable No.	1	2	3	4
Unit No.	A-06-05	A-08-02	A-19-04	B-21-04
Date	27/04/10	26/11/09	15/09/09	19/05/09
Floor Area (s.f.)	1,389	1,389	1,389	1,389
Consideration (RM)	400,000	450,000	450,000	430,000
Value analysed (RM psf)	288	324	324	309
Adjustment	No adjustment given as there appears to be no clear distinction for units with different floor area and floor level.			
Market value (RM psf)	Based on the average, we have adopted RM311 per sq. ft.			

Sun-U Residence

Comparable No.	1	2	3	4
Unit No.	A-21-03	A-23-3A	A-12-3A	A-10-03
Date	17/12/09	08/10/09	08/10/09	19/09/09
Floor Area (s.f.)	1,432	1,475	1,475	1,432
Consideration (RM)	435,000	465,000	450,000	400,000
Value analysed (RM psf)	304	315	305	280
Adjustment	No adjustment given as there appears to be no clear distinction for units with different floor area and floor level.			
Market value (RM psf)	Based on the average, we have adopted RM301 per sq. ft.			

Indicative Market Value	<u>6 condominium units in Sunway Lagoonview Resort Condominium</u>	
	6 units at RM430,000 each (RM311 psf)	<u>RM2,580,000</u>
	Total	RM2,580,000
	<u>20 condominium units in SUN-U Residence</u>	
	10 units at RM430,000 each (RM301 psf)	RM4,300,000
	9 units at RM440,000 each (RM301 psf)	RM3,960,000
	1 unit at RM470,000 (RM301 psf)	<u>RM 470,000</u>
	Total	RM8,730,000
	Grand Total	<u><u>RM11,310,000</u></u>



8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
& CONSULTANTS SDN.BHD.

b) Investment Method of Valuation

Gross monthly rental	<p>The subject 26 condominium units are presently rented out at a total rent of RM64,469.00 a month at the rental range of RM2,400 to RM2,800 per unit per month (RM1.73 to RM2.02 per sq. ft.) for the Sunway Lagoonview Resort Condominiums and RM1,900 to RM2,797 per unit per month (RM1.23 to RM1.90 per sq. ft.) for the SUN-U Residence condominiums.</p> <p>Comparable gross market rents are in the range of RM1.61 per sq. ft. to RM2.31 per sq. ft. per month.</p> <p>Term – Based on the passing rents Reversion – Based on the market rental value of RM2.10 per square foot</p>
Outgoings	<p>The cost of outgoings is about RM0.20 per sq. ft. per month and RM0.16 per sq. ft. per month for the years 2009 and 2010.</p> <p>Our analysis of several other condominium units within both developments indicates that the outgoings range from RM0.19 per sq. ft. to RM0.40 per sq. ft. We are adopting the average of RM0.25 per sq. ft. as the fair cost of outgoings.</p>
Yields	<p>Based on our analysis of the yields of comparable developments, the net yields are ranging from 4.02% to 6.62%. We have therefore adopted 6% for the term and 6.25% for the reversion.</p>
Indicative Market Value	RM11,200,000.00

Reconciliation of Value

Since there is ample open market evidence of direct comparisons we are of the considered opinion that the Market Value of the subject units is **RM11,310,000.00**.



8. VALUATION CERTIFICATES (cont'd)



(10) A strata industrial unit situated on the top floor of a 5-level flatted industrial complex known as The Highway Centre at Section 51/205, Section 51, Petaling Jaya	
Our Ref. No.	V/SEL/0119/2011
Identification	PN 6890/M1/5/140, Lot 93 Sek. 20, Bandar Petaling Jaya, Daerah Petaling, Selangor (Unit No. 35/3, The Highway Centre, Jalan 51/205, Section 51, 46050 Petaling Jaya, Selangor)
Description of the property	<p>The property is a strata industrial unit situated on the top floor of a 5-level flatted industrial complex known as The Highway Centre located at Jalan 51/205 within Section 51, Petaling Jaya, Selangor.</p> <p>It has a surveyed floor area of 239 square metres (2,573 square feet) as stated in the Strata Title Survey Plan No. PA (B) 61497-05.</p> <p>The Highway Centre development was issued with several Certificates of Fitness for Occupation for their different phases including the subject phase of the development. The property is in a fair state of repair and condition.</p>
Title particulars	The subject unit is held on a strata title PN 6890/M1/5/140. The strata title confers a leasehold tenure for a period of 99 years expiring on 24 th October 2067. The Category of Land Use and Express Condition in the parent title are 'Perusahaan' respectively. The registered owner of the subject unit is Sunway City Berhad.
Methods of Valuation	a) Direct Comparison Method b) Investment Method

a) Direct Comparison Method of Valuation

Comparable No.	1	2	4	6
Unit No.	Lot 3007, GM 764	PT 11743, HSM 7004	Lot 61711, PM 59	Lot 549, GM 189
Date	21/12/09	06/03/09	10/10/08	21/04/08
Floor Area (sq. ft.)	1,205.57	2,314.26	1,248.62	1,205.57
Consideration (RM)	240,000	310,000	250,000	230,000
Value Analysed (RM psf)	199.08	133.95	200.22	190.78

Indicative Market Value	Based on the best three evidence of sales within The Highway Centre with relevant adjustments, the market value of the subject property analyses to RM157.00 per sq. ft. or RM404,861.00.
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8. VALUATION CERTIFICATES (cont'd)



CITY VALUERS
& CONSULTANTS SDN.BHD.

b) Investment Method of Valuation

Gross monthly rental	<p>The property is presently vacant and unoccupied.</p> <p>Comparable gross market rents are in the range of RM0.78 per sq. ft. to RM1.315 per sq. ft. currently. The average of the most comparable units is about RM1.12 per sq. ft. per month.</p> <p>We have thus adopted RM1.12 per sq. ft. per month as the fair market rental for the subject property.</p>
Outgoings	<p>The cost of outgoings to the landlord analyses to RM0.280, RM0.284 and RM0.285 per sq. ft. per month for the years 2008, 2009 and 2010 respectively.</p>
Yields	<p>Analysis of the transacted units and their gross rentals indicate a gross market yield range of 4.20% for the Highway Centre, 7.8% for PJ Industrial Park and 7.61% for KL Industrial Park.</p> <p>We have adopted 6.54% as the fair gross yield of the subject property.</p>
Indicative Market Value	RM370,708.00

Reconciliation of Value

Giving greater weightage to the value derived via the Direct Comparison Method as there are ample direct sales evidence, we are of the opinion that the Market Value of the subject property is **RM400,000.00**.



9. FINANCIAL INFORMATION

9.1 Historical financial information

We have prepared the proforma consolidated financial results for illustrative purposes only, for the year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, after making adjustments that were considered necessary based on the results of SunCity and SunH and on the assumption that we have been in existence throughout the years/period. The proforma consolidated financial results have been prepared on the basis set out in the notes in Section 9.5 of this Prospectus, using financial statements prepared in accordance with Financial Reporting Standards in Malaysia and in a manner consistent with both the format of our financial statements and accounting policies.

The audited financial statements of Sunway were not subject to any audit qualification for the period from 10 November 2010, being the date of incorporation, until 31 December 2010. The audited consolidated financial statements of SunCity and SunH for the year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010 may be obtained or downloaded from Bursa Securities' website www.bursamalaysia.com. The audited consolidated financial statements of SunCity and SunH were not subject to any audit qualification for the year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010.

You should read the financial information that we have presented below together with the notes, assumptions and basis of preparation included in the Reporting Accountants' Letter on the proforma consolidated financial information as set out in Section 9.5 of this Prospectus.

	Year ended 30 June 2008	18-month period ended 31 December 2009 *	Year ended 31 December 2010
	RM'000		
Income statement data:			
Revenue	2,939,828	4,150,355	3,134,474
Cost of sales	(1,897,835)	(2,659,045)	(2,076,424)
Gross profit	1,041,993	1,491,310	1,058,050
Other operating income	405,318	838,456	300,390
Administrative expenses	(330,428)	(545,666)	(407,411)
Selling, distribution and marketing expenses	(84,200)	(157,888)	(112,494)
Other operating expenses	(190,112)	(321,762)	(246,393)
Operating profit	842,571	1,304,450	592,142
Finance income	16,928	18,846	26,963
Finance costs	(123,290)	(164,308)	(101,170)
Share of results of associates	13,848	28,860	73,152
Share of results of jointly controlled entities	9,132	101,577	126,180
PBT	759,189	1,289,425	717,267
Taxation	(201,990)	(308,478)	280,216
PAT	557,199	980,947	997,483
PAT attributable to:			
Equity holders	358,723	643,494	688,248
Minority interest	198,476	337,453	309,235
	557,199	980,947	997,483
Other selected financial data:			
Depreciation	76,274	146,481	78,178
Amortisation	1,207	2,473	1,813
EBITDA ⁽¹⁾	943,032	1,583,841	871,465
Gross profit margin (%) ⁽²⁾	35.4	35.9	33.8
PBT margin (%) ⁽³⁾	25.8	31.1	22.9
PAT margin (%) ⁽⁴⁾	19.0	23.6	31.8

9. FINANCIAL INFORMATION (cont'd)

	Year ended 30 June 2008	18-month period ended 31 December * 2009	Year ended 31 December 2010
	RM'000		
Gross EPS (sen) ⁽⁵⁾			
-Basic	58.7	99.8	55.5
-Fully diluted	49.0	83.1	46.3
Net EPS (sen) ⁽⁶⁾			
-Basic	27.8	49.7	53.3
-Fully diluted	23.1	41.4	44.4

Notes:

- (1) EBITDA represents earnings before finance cost, taxation, depreciation and amortisation. The table below sets forth a reconciliation of our PAT to EBITDA:

	Year ended 30 June 2008	18-month period ended 31 December * 2009	Year ended 31 December 2010
	RM'000		
EBITDA:			
PAT	557,199	980,947	997,483
Taxation	201,990	308,478	(280,216)
PBT	759,189	1,289,425	717,267
Finance costs	123,290	164,308	101,170
Finance income	(16,928)	(18,846)	(26,963)
Depreciation	76,274	146,481	78,178
Amortisation	1,207	2,473	1,813
	943,032	1,583,841	871,465

EBITDA, as well as the related ratios presented in this Prospectus are supplemental measures of our performance and liquidity and are not required by, or represented in accordance with, Financial Reporting Standards in Malaysia. Furthermore, EBITDA is not a measure of our financial performance or liquidity under Financial Reporting Standards in Malaysia and should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with Financial Reporting Standards in Malaysia or as an alternative to cash flow from operating activities or as a measure of liquidity. In addition, EBITDA is not a standardised term, hence a direct comparison between companies using such a term may not be possible.

- (2) Computed based on the gross profit over total revenue of our Group.
- (3) Computed based on the PBT over total revenue of our Group.
- (4) Computed based on the PAT over total revenue of our Group.
- (5) Basic gross EPS is computed based on the PBT over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion. Fully diluted gross EPS is computed based on the PBT over 1,551,006,004 Shares, which is our enlarged number of shares issued as at the date of this Prospectus after Completion and assuming full exercise of our Warrants.
- (6) Basic net EPS is computed based on the PAT attributable to equity holders over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion. Fully diluted net EPS is computed based on the PAT attributable to equity holders over 1,551,006,004 Shares, which is our enlarged number of shares issued as at the date of this Prospectus after Completion and assuming full exercise of our Warrants.
- * The financial year end was changed from 30 June to 31 December.

9. FINANCIAL INFORMATION (cont'd)

The preparation of the proforma financial statements above have not taken into consideration the following standards and interpretations that have been issued but not yet effective as at the LPD. The standards and interpretations in mention are:

<u>Description</u>	<u>Effective for annual periods beginning on or after</u>
Amendments to FRS 132 Classification of Rights Issues	1 March 2010
FRS 1 First-time Adoption of Financial Reporting Standards	1 July 2010
FRS 3 Business Combinations (Revised)	1 July 2010
Amendments to FRS 2 Share-based Payment	1 July 2010
Amendments to FRS 5 Non-current Assets Held for Sale and Discontinued Operations	1 July 2010
Amendments to FRS 127 Consolidated and Separate Financial Statements	1 July 2010
Amendments to FRS 138 Intangible Assets	1 July 2010
Amendments to IC Interpretation 9 Reassessment of Embedded Derivatives	1 July 2010
IC Interpretation 12 Service Concession Arrangements	1 July 2010
IC Interpretation 16 Hedges of a Net Investment in a Foreign Operation	1 July 2010
IC Interpretation 17 Distributions of Non-cash Assets to Owners	1 July 2010
Amendments to FRS 1 Limited Exemption from Comparative FRS 7 Disclosures for First-time Adopters	1 January 2011
Amendments to FRS 1 Additional Exemptions for First-Time Adopters	1 January 2011
Amendments to FRS 2 Group Cash-settled Share-based Payment Transactions	1 January 2011
Amendments to FRS 7 Improving Disclosures about Financial Instruments	1 January 2011
IC Interpretation 4 Determining Whether an Arrangement contains a Lease	1 January 2011
IC Interpretation 18 Transfer of Assets from Customers	1 January 2011
IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments	1 January 2011
Improvements to FRSs (2010) issued in November 2010	1 January 2011
Amendments to IC Interpretation 14 Prepayments of a Minimum Funding Requirement	1 July 2011
FRS 124 Related Party Disclosures	1 January 2012
IC Interpretation 15 Agreements for the Construction of Real Estate	1 January 2012

9. FINANCIAL INFORMATION (cont'd)

Except for the changes in accounting policies arising from the adoption of FRS 3 Business Combinations (Revised), Amendments to FRS 127 Consolidated and Separate Financial Statements and IC Interpretation 15 Agreements for the Construction of Real Estate, as well as the new disclosures required under the Amendments to FRS 7 Improving Disclosures about Financial Instruments, our directors expect that the adoption of the other standards and interpretations above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of the revised FRS 3, the amendments to FRS 127 and IC Interpretation 15 are described below.

(a) Revised FRS 3 Business Combinations and Amendments to FRS 127 Consolidated and Separate Financial Statements

The revised standards are effective for annual periods beginning on or after 1 July 2010. The revised FRS 3 introduces a number of changes in the accounting for business combinations occurring after 1 July 2010. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results. The Amendments to FRS 127 require that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as an equity transaction. Therefore, such transactions will no longer give rise to goodwill, nor will they give rise to a gain or loss. Furthermore, the amended standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Other consequential amendments have been made to FRS 107 Statement of Cash Flows, FRS 112 Income Taxes, FRS 121 The Effects of Changes in Foreign Exchange Rates, FRS 128 Investments in Associates and FRS 131 Interests in Joint Ventures. The changes from revised FRS 3 and Amendments to FRS 127 will affect future acquisitions or loss of control and transactions with minority interests. The standards may be early adopted. However, the Group does not intend to early adopt.

(b) IC Interpretation 15 Agreements for the Construction of Real Estate

This interpretation clarifies when and how revenue and related expenses from the sale of a real estate unit should be recognised if an agreement between a developer and a buyer is reached before the construction of the real estate is completed. Furthermore, the interpretation provides guidance on how to determine whether an agreement is within the scope of FRS 111 Construction Contracts or FRS 118 Revenue.

We currently recognise revenue arising from property development projects using the stage of completion method. Upon the adoption of IC interpretation 15, we may be required to change our accounting policy to recognise such revenues at completion, or upon or after delivery. We are in the process of making an assessment of the impact of this implementation.

In addition, there are proposals for legislative changes to be made to the Housing Development (Control and Licensing) Act 1966 ("**HDA**"). However, as these proposals are still being drafted and being discussed by all stakeholders, we are uncertain whether how such amendments when passed, will affect Sunway and the housing development industry as a whole. Therefore, the financial impact of the proposed changes to the HDA (if any) cannot be reasonably estimated yet.

9. FINANCIAL INFORMATION (cont'd)

9.2 Management's discussion and analysis of financial condition and results of operations

We set out below the discussion and analysis of our performance on a proforma basis for the year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010.

Our proforma consolidated financial statements as at and for the year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010 have been prepared on the basis set out in the notes in Section 9.5 of this Prospectus, using financial statements prepared in accordance with Financial Reporting Standards in Malaysia and in a manner consistent with both the format of our financial statements and accounting policies.

9.2.1 Introduction

Our Company was set up as a special purpose company to facilitate the Acquisition. Upon the completion of the Acquisition, our main businesses consist of property and construction. Other businesses include quarry and building materials, trading and manufacturing, and hospitality, leisure and healthcare. We also have presence in foreign countries such as Singapore, Abu Dhabi, China, India, Cambodia, Vietnam, Trinidad and Tobago and Australia.

Moving forward, we plan to leverage on the strengths of our enlarged group to spearhead our next phase of growth, both locally and internationally, for the benefit of all shareholders.

9.2.2 Factors affecting our financial condition and results of operations

Our financial condition and results of operations are expected to be affected by a number of external factors, which may not be within our control including the following:

(i) Demand and supply

Our results are generally affected by supply and demand for property business and construction business, standards of living, disposable income levels and demographics, in addition to fiscal and monetary measures by the government. These factors will generally affect the timing of property launches, the market demand for the property launches, the prices of properties launched, the time schedule of construction projects, the costs of property and construction activities, and eventually our property business and construction business. Further details of the demand and supply for our property business and construction business are set out in Section 7 of this Prospectus.

(ii) Increase in costs of operations of our businesses

Any increase in raw material prices, labour and sub-contractor costs, overheads, energy costs and other cost of operations may result in lower margins, culminating in a need to increase prices of our products and services. Any material increase in the aforesaid costs will have an adverse impact on our profit margins in the event we are unable to pass on the additional costs by increasing the prices of our products and services.

9. FINANCIAL INFORMATION (cont'd)

(iii) Our ability to secure tenants/lessees

We derive rental income from renting our commercial properties which mainly include Sunway Giza Shopping Mall, Monash University Sunway Campus, Sunway University and Wisma SunwayMas. Our rental income would be affected by lower occupancy rate and non-renewal of existing tenancy agreements due to unfavourable economic condition.

Inability of tenants to pay the rental during difficult times will also result in the provisions or write-offs of debt which will affect our cash flow and profitability.

We also receive income distribution from our investment in the units of Sunway REIT. Sunway REIT's financial capability to make distributions will depend significantly on its ability to continuously lease properties to tenants on economically favourable terms, to retain its existing major tenants and/or to secure new tenants.

(iv) Unforeseen delays in the completion of a project

The timely completion of property and construction projects is dependent on many external factors such as obtaining the necessary approvals on a timely basis, sourcing and securing quality construction materials in adequate amounts on favourable credit terms and the satisfactory performance of the contractors appointed to complete the projects. Any delay in the completion of our projects may result in claims for liquidated and ascertained damages by our customers, thus affecting our cash flow, profitability and reputation.

(v) Inherent risks in the construction industry

Among the risks relating to our construction business are shortages of construction materials and skilled workers, non-availability and inefficiency of equipment, price increase in construction materials, labour disputes, the non-performance or unsatisfactory performance of contractors, inclement weather, natural disasters, accidents, failure or postponement of the issuance or grant of licences, permits and approvals, non-compliance of designs to local standards and unforeseen engineering or environmental problems. Construction delays, loss of revenue and cost over-runs are likely to result from such events, which could in turn materially and adversely affect the operations and financial performance of our construction business.

(vi) Changes in political, economic, market and regulatory considerations

Like all other business entities, we could be adversely affected by changes in the political, economic and regulatory conditions in Malaysia and the countries in which we operate in. These uncertainties include changes in political leadership, risks of war and riots, expropriation, nationalisation, changes in interest rates, methods of taxation and currency exchange policy rules. In addition, countries could change their interpretation of existing laws, policies and regulations. For example, the property business will be sensitive to, amongst others, interest rate movements, consumer sentiment, regulation and taxation changes or the gradual tightening of credit conditions.

9. FINANCIAL INFORMATION (cont'd)

In terms of economic risks, our business operations and financial performance may be affected by a downturn in the Malaysian or global economy. The property, construction and construction-related industries are most likely to be affected by an economic downturn. The recent global financial crisis, the recent European sovereign debt crisis, recent political upheavals in the Middle East and general weakness of the global economy have increased the uncertainties involving the global economy and may continue to affect the key markets in Asia which our Group operates in. Any future decline of the Malaysian and the global economy could materially affect the financial condition or results of operations of our Group.

(vii) Foreign exchange fluctuations

We have operations in various countries and as such are exposed to the volatility of various currencies we transact with. Foreign currency denominated assets and liabilities together with expected cash flows from anticipated transactions denominated in foreign currencies give rise to foreign exchange exposures. Any fluctuations in the foreign exchange rate may have a material and adverse effect on our financial performance.

9.2.3 Results by businesses

The following table sets forth our revenue and operating profit by businesses:

	Year ended 30 June		18-month period ended		Year ended 31	
	2008		31 December		December	
			2009		2010	
	(RM'000, except percentages)					
Revenue						
Property	1,035,331	35.2%	1,128,255	27.2%	874,699	27.9%
Construction	961,780	32.7%	1,373,173	33.1%	1,094,905	34.9%
Others						
- Quarry and building materials	452,823	15.4%	608,458	14.7%	321,231	10.3%
- Trading and manufacturing	427,262	14.5%	668,178	16.1%	530,753	16.9%
- Hospitality, leisure and healthcare	377,032	12.8%	656,879	15.8%	495,573	15.8%
- Others ⁽¹⁾	65,899	2.3%	60,484	1.4%	44,598	1.4%
Elimination	(380,299)	(12.9)%	(345,072)	(8.3)%	(227,285)	(7.2)%
Total revenue	2,939,828	100.0%	4,150,355	100.0%	3,134,474	100.0%
Operating profit						
Property	623,154	74.0%	1,099,489	84.3%	206,540	34.9%
Construction	16,674	2.0%	56,804	4.3%	93,045	15.7%
Others						
- Quarry and building materials	71,752	8.5%	37,862	2.9%	(4,122)	(0.7)%
- Trading and manufacturing	35,335	4.2%	38,468	3.0%	37,764	6.4%
- Hospitality, leisure and healthcare	86,187	10.2%	83,111	6.4%	264,292	44.6%
- Others ⁽²⁾	9,469	1.1%	(11,284)	(0.9)%	(5,377)	(0.9)%
Total operating profit	842,571	100.0%	1,304,450	100.0%	592,142	100.0%

Notes:

- (1) Our other businesses are mainly investment holding, financial services, management services and insurance.
- (2) The operating losses were mainly due to administrative expenses incurred from our investment holding activities including staff costs, travelling expenses, maintenance and repairs, insurance payable and utilities expenses.

9. FINANCIAL INFORMATION (cont'd)

9.2.4 Results by geographical segment

The following table sets forth our revenue and operating profit by geographical segments:

	Year ended 30 June 2008		18-month period ended 31 December 2009		Year ended 31 December 2010	
	(RM'000, except percentages)					
Revenue						
Malaysia	2,472,276	84.1%	3,220,791	77.6%	2,198,250	70.1%
Overseas						
- Singapore	260,390	8.9%	384,304	9.3%	325,671	10.4%
- Hong Kong	2,394	0.1%	9,347	0.2%	2,280	0.1%
- Cambodia	12,080	0.4%	19,134	0.5%	11,480	0.4%
- Vietnam	74,514	2.5%	70,160	1.7%	28,447	0.9%
- China	44,253	1.5%	112,824	2.7%	190,168	6.1%
- India	216,845	7.4%	274,357	6.6%	106,682	3.4%
- Trinidad & Tobago	56,002	1.9%	51,551	1.2%	24,244	0.8%
- Australia	-	-	62,131	1.5%	60,981	1.9%
- Abu Dhabi	-	-	11,912	0.3%	192,465	6.1%
- Others	39,529	1.3%	50,174	1.2%	60,719	1.9%
Elimination	(238,455)	(8.1)%	(116,330)	(2.8)%	(66,913)	(2.1)%
Total revenue	2,939,828	100.0%	4,150,355	100.0%	3,134,474	100.0%
Operating profit ⁽¹⁾						
Malaysia	794,662	94.3%	1,276,404	97.9%	484,501	81.8%
Overseas						
- Singapore	67,078	8.0%	47,633	3.7%	87,541	14.8%
- Hong Kong	(2,583)	(0.3)%	(4,501)	(0.4)%	1,934	0.3%
- Cambodia	(1,510)	(0.2)%	4,151	0.3%	651	0.1%
- Vietnam	(3,439)	(0.4)%	(7,787)	(0.6)%	(8,495)	(1.4)%
- China	(1,895)	(0.2)%	5,920	0.5%	12,622	2.1%
- India	(12,119)	(1.4)%	(3,165)	(0.2)%	933	0.2%
- Trinidad & Tobago	(5,288)	(0.6)%	(13,401)	(1.0)%	(17,625)	(3.0)%
- Australia	1,797	0.2%	(4,160)	(0.3)%	1,953	0.3%
- Abu Dhabi	-	-	(2,224)	(0.2)%	18,763	3.2%
- Others	5,868	0.6%	5,580	0.3%	9,364	1.6%
Total operating profit	842,571	100.0%	1,304,450	100.0%	592,142	100.0%

Notes:

* Negligible.

(1) The operating losses (where applicable) from the overseas operations for the years/period under review were mainly due to the following:

- Hong Kong - from management services activities where revenue generated was insufficient to cover operating costs;
- Cambodia - from the hotel operations resulting mainly from unrealised foreign exchange translation from the devaluation of Cambodian Riel;
- Vietnam - from quarry operations resulting from unrealised foreign exchange translation from the devaluation of Vietnamese Dong;
- China - from property activities where it was in its infancy stage;
- from the building materials activities where it was in its infancy stage;
- India - from construction activities due to increase in costs of materials and project delays;

9. FINANCIAL INFORMATION (cont'd)

- Trinidad & Tobago*
- from construction activities where a project had delays due to a combination of factors which include:
 - (i) delayed payment by our client which led to suspension of work / reduced work rate by subcontractors;
 - (ii) delays by other contractors appointed by our client which led to consequential delays of our work;
 - (iii) unforeseen weather and ground conditions;
 - (iv) delays by authorities to grant approvals;
 - (v) disruptions due to delays in resolving design issues of the building; and
 - (vi) additional work/stop work instructions requested by client .

In view of the above factors, we have applied for an extension of time ("EOT") from the client for the completion of the above project. However, as of LPD, the EOT has yet to be granted. As a prudent measure, we have provided for the necessary late claims that may arise. Should an EOT be granted by the client subsequently, there is the possibility of write backs of provisions made;
- Abu Dhabi*
- from construction activities where preliminary expenses were incurred in preparation for commencement of the construction project;
- Australia*
- from property activities where it was in its infancy stage; and
 - from a newly acquired trading subsidiary, Totalrubber Ltd in year 2009. It has started to generate profit in year 2010.

9.2.5 Components of income

Our sources of income consist of revenue, share of results of associates and share of results of jointly controlled entities and other operating income. Our main businesses consist of property and construction. Our other businesses include quarry and building materials, trading and manufacturing, and hospitality, leisure and healthcare.

Property and construction businesses were the major contributors to our revenue, which in aggregate contributed approximately 67.9%, 60.3% and 62.8% in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Majority of our revenue was generated from local market, i.e., approximately 84.1%, 77.6% and 70.1% in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively. We have presence in countries such as Singapore, Abu Dhabi, China, India, Cambodia, Vietnam, Trinidad and Tobago and Australia. The Singapore market remained as the second largest contributor to our revenue, i.e., approximately 8.9%, 9.3% and 10.4% in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Our share of results of associates and share of results of jointly controlled entities are dependent on the results of operations of our associates and jointly controlled entities. Details of associates and jointly controlled entities are set out in Section 10 of this Prospectus.

Other operating income mainly consists of fair value adjustments of investment properties, interest income, rental income and gain on disposal of property, plant and equipment.

9. FINANCIAL INFORMATION (cont'd)

Further details on income generated from relevant businesses are discussed below:

Property

Our property business contributed approximately 35.2%, 27.2% and 27.9% to our revenue in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Our property business generates income from residential, industrial and commercial properties, including high-end bungalows. We have developed Bandar Sunway, an 800 acres integrated resort township situated in Klang Valley, Selangor in Malaysia. Bandar Sunway is further complemented by the ongoing development of Sunway South Quay, a lakeside mixed-use development project which spreads across 123 acres of land comprising luxury lakeside bungalows, high-end condominiums, serviced apartments, boutique shops, retail outlets, shop offices and suites.

We own 36.7% in Sunway REIT which is managed by our wholly-owned subsidiary, Sunway REIT Management Sdn Bhd. Sunway REIT owns a portfolio of retail and commercial properties such as Sunway Resort Hotel & Spa, Pyramid Tower Hotel, Sunway Pyramid Shopping Mall, Sunway Carnival Shopping Mall, Sunway Hotel Seberang Jaya, SunCity Ipoh Hypermarket, Menara Sunway and Sunway Tower. Other than distribution income from Sunway REIT, we also receive management fees from Sunway REIT.

We also develop, own, and/or manage retail and commercial properties, namely Monash University Sunway Campus, Sunway University and Sunway Residence in Bandar Sunway as well as Sunway Giza Shopping Mall in Kota Damansara, Selangor.

Some of the major local real estate developments in which we are involved in are as follows:

- (i) Sunway Sunway South Quay, a lakeside mixed-use development project which spreads across 123 acres of land comprising luxury lakeside bungalows, high-end condominiums, serviced apartments, boutique shops, retail outlets, shop offices and suites;
- (ii) Sunway Damansara in Kota Damansara, Selangor, an integrated township comprising residential, commercial and industrial development;
- (iii) Sunway Palazzo in Sri Hartamas, Kuala Lumpur, a luxury condominium project;
- (iv) Sunway Rydgeway in Taman Melawati, Selangor, a stratified landed development comprising zero lot bungalows and semi-detached homes;
- (v) Sunway SPK 3 Harmoni in Sunway SPK Damansara, Kuala Lumpur, a garden townhouse development; and
- (vi) Sunway PJ@51a in Petaling Jaya, Selangor, an integrated commercial park comprising office suites, retail outlets and showrooms.

9. FINANCIAL INFORMATION (cont'd)

Some of the major overseas real estate developments in which we are involved in are as follows:

- (i) City View @ Boon Keng and The Peak @ Toa Payoh, public housing projects in Singapore;
- (ii) development project which comprises medium to high-end apartments and specialty shops in Jiangyin, China; and
- (iii) industrial land development project in Sydney, Australia.

Construction

Our construction business contributed approximately 32.7%, 33.1% and 34.9% to our revenue in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Our construction business is an integrated solution provider in the construction industry which offers turnkey, design and build capabilities with award-winning recognition in the fields of building construction, civil engineering, infrastructure, mechanical and electrical engineering, machinery and site equipment rental, precast, foundation and piling, and stone materials.

On the local front, our ongoing projects include the construction of 2 high rise government office buildings in Precinct 4, Putrajaya, a hotel and an office building in Precinct 1, Putrajaya, expansion of the UiTM campus, extension of the Impiana Hotel, Kuala Lumpur and Sunway Velocity.

Some of the major overseas construction projects in which we are involved in are as follows:

- (i) Rihan Heights, a project involving the construction of residential towers, podium, townhouses, a clubhouse and car park lots in Abu Dhabi; and
- (ii) supply of precast concrete products to public housing projects by HDB and for our property developments in Singapore.

Others – Quarry and building materials

Our quarry and building materials businesses contributed approximately 15.4%, 14.7% and 10.3% to our revenue in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

We generated income from producing and supplying crushed rock aggregates and asphalt. We provide a comprehensive range of aggregates to meet the demand from the building and construction industries. We operate 7 quarries and 7 asphalt plants strategically located throughout Peninsular Malaysia. We also operate quarries in Trinidad and Tobago and Vietnam.

We manufacture and sell pavers, pipes and spun piles. We provide pavement and flooring solutions from our manufacturing plants in Batang Kali in Selangor, Senai in Johor and Nibong Tebal in Penang. We have ventured into China by setting up 2 pavers manufacturing plants in Shanghai and Dongguan and a spun pile manufacturing plant in Zhuhai, China.

9. FINANCIAL INFORMATION (cont'd)

Others - Trading and manufacturing

Our trading and manufacturing businesses contributed approximately 14.5%, 16.1% and 16.9% to our revenue in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Our trading and distribution network is located in Malaysia, Singapore, Thailand, Indonesia, China, Australia and India. We presently carry our own brands "Sunflex" and "Totalrubber" for hoses and fittings, and "Suntrak" for heavy equipment parts. In addition, we are the distributor for global brand names such as Furukawa, Airman, SANY and Lonking for heavy equipment, TREK and FP Diesel for heavy equipment parts as well as Finn Power, SSP, DNP, Tipsa and Copperstate for hoses and fittings.

We manufacture track links and other heavy equipment parts via Sunway Daechang Forging (Anhui) Co. Ltd, a joint venture with DCF Trek Co. Ltd of Korea, and manufacture hydraulic couplings and fittings via another joint venture company, Sunway Xin Long (Anhui) Hydraulic Co. Ltd. Both operations are located in Anhui, China.

Others – Hospitality, leisure and healthcare

Our hospitality, leisure and healthcare businesses contributed approximately 12.8%, 15.8% and 15.8% to our revenue in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Our hospitality business mainly generated income from Sunway Resort Hotel & Spa, Pyramid Tower Hotel and Sunway Hotel Seberang Jaya. Subsequent to the completion of the disposal of these hotels to Sunway REIT on 8 July 2010, we are the lessee to Sunway REIT and continue to be the hotel operator of these hotels.

Our leisure business mainly generated income from Sunway Lagoon. We also own The Lost World of Tambun, a theme park located in Perak.

Our healthcare business mainly generated income from Sunway Medical Centre, which offers a comprehensive range of medical services, and includes facilities and medical technologies for outpatient and inpatient specialty care, health and wellness programme, and 24-hour emergency services.

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9. FINANCIAL INFORMATION (cont'd)

9.2.6 Components of operating costs

The following table sets forth the principal components of our operating costs and such costs expressed as a percentage of total operating costs:

	Year ended 30 June 2008		18-month period ended 31 December 2009		Year ended 31 December 2010	
	(RM'000, except percentages)					
Property	518,159	20.7%	445,384	12.1%	438,151	15.4%
Construction	718,605	28.7%	1,056,558	28.7%	828,106	29.1%
Others						
- Quarry and building materials	367,747	14.7%	480,825	13.0%	259,410	9.1%
- Trading and manufacturing	343,741	13.7%	510,325	13.9%	405,806	14.3%
- Hospitality, leisure and healthcare	150,789	6.0%	227,416	6.2%	180,622	6.4%
- Other costs	37,249	1.5%	54,867	1.5%	31,243	1.1%
Elimination	(238,455)	(9.5)%	(116,330)	(3.2)%	(66,913)	(2.4)%
Total cost of sales	1,897,835	75.8%	2,659,045	72.2%	2,076,424	73.0%
Administrative expenses	330,428	13.2%	545,666	14.8%	407,411	14.3%
Selling, distribution and marketing expenses	84,200	3.4%	157,888	4.3%	112,494	4.0%
Other operating expenses	190,112	7.6%	321,762	8.7%	246,393	8.7%
Total operating costs	2,502,575	100.0%	3,684,361	100.0%	2,842,722	100.0%

Our operating costs consist of cost of sales, administrative expenses, selling, distribution and marketing expenses and other operating expenses.

Further details of our operating costs are discussed below:

Cost of sales

Cost of sales accounted for approximately 75.8%, 72.2% and 73.0% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively. Our cost of sales consisted of the following:

- (i) cost of sales in relation to our property business, which mainly consisted of property development cost, cost of land sold and cost of property stocks sold, and accounted for approximately 20.7%, 12.1% and 15.4% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively;
- (ii) construction contract cost in relation to our construction business, which mainly consisted of costs incurred for our construction business, and accounted for approximately 28.7%, 28.7% and 29.1% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively;

9. FINANCIAL INFORMATION (cont'd)

- (iii) cost of sales in relation to our quarry and building materials businesses, accounted for approximately 14.7%, 13.0% and 9.1% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively;
- (iv) cost of sales in relation to our trading and manufacturing businesses, accounted for approximately 13.7%, 13.9% and 14.3% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively; and
- (v) cost of sales in relation to our hospitality, leisure and healthcare businesses, which mainly consisted of cost of hotel operation including lease payments to Sunway REIT with effect from 8 July 2010, cost of theme park operation and cost of healthcare operation, and accounted for approximately 6.0%, 6.2% and 6.4% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Administrative expenses

Administrative expenses accounted for approximately 13.2%, 14.8% and 14.3% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Administrative expenses mainly consisted of staff-related expenses for the management and administrative team, depreciation/maintenance/repairs of assets, utilities and audit fees.

Selling, distribution and marketing expenses

Selling, distribution and marketing expenses accounted for approximately 3.4%, 4.3% and 4.0% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Selling, distribution and marketing expenses mainly consisted of advertisement, sales incentive expenses and showroom office expenses.

Other operating expenses

Other operating expenses accounted for approximately 7.6%, 8.7% and 8.7% of our total operating costs in year ended 30 June 2008, 18-month period ended 31 December 2009 and year ended 31 December 2010, respectively.

Other operating expenses mainly consisted of realised and unrealised foreign exchange translation losses, provision for doubtful debts, provision for stock obsolescence and amortisation.

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9. FINANCIAL INFORMATION (cont'd)**9.2.7 Results of operations****(i) 18-month period ended 31 December 2009 compared to year ended 30 June 2008****Revenue**

Our Group recorded revenue of RM2,939.8 million and RM4,150.4 million for the year ended 30 June 2008 and the 18-month period ended 31 December 2009, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue decreased by approximately 5.9%. The decrease in revenue was mainly due to the following:

- (i) decrease in revenue from our property business. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue from property business decreased by approximately 27.4%. This was mainly due to lower property sales from high-end properties which was partially mitigated by higher revenue from Sunway Pyramid Shopping Mall;
- (ii) decrease in revenue from our construction business. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue from the construction business decreased slightly by approximately 4.8%. This was mainly due to a new project, Rihan Heights, being undertaken by our jointly controlled entity where the results were equity accounted and not consolidated; and
- (iii) decrease in revenue from our quarry and building materials businesses. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue from quarry and building materials businesses decreased by approximately 10.4%. This was mainly due to lower demand for quarry products both in Malaysia and Vietnam resulted from the contraction of the construction sector, and the end of an export contract to supply stones to Singapore in early 2009.

Notwithstanding the above, the reduction in revenue was partly mitigated by increase in revenue from our hospitality, leisure and healthcare businesses. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue from our hospitality, leisure and healthcare businesses increased by approximately 16.2%, mainly due to better occupancy rates and average room rates towards the second half of 2009, and higher number of visitors and group functions from corporate clients at Sunway Lagoon.

Cost of sales

Our Group recorded cost of sales of RM1,897.8 million and RM2,659.0 million for the year ended 30 June 2008 and the 18-month period ended 31 December 2009. On an annualised basis of the results of 18-month period ended 31 December 2009, cost of sales decreased slightly by approximately 6.6%. The decrease was in line with the decrease in our revenue.

9. FINANCIAL INFORMATION (cont'd)

Gross profit and gross profit margin

Gross profit recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM1,042.0 million and RM1,491.3 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, gross profit decreased marginally by approximately 4.6%, which was in line with the movement of revenue and cost of sales. Gross profit margin however, increased marginally to 35.9% for the 18-month period ended 31 December 2009 from 35.4% for the year ended 30 June 2008.

Other operating income

Other operating income recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM405.3 million and RM838.5 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, other operating income increased by approximately 37.9%. The significant increase was mainly due to a fair value gain in respect of investment properties of our Group of RM734.0 million recognised for the 18-month period ended 31 December 2009.

Administrative expenses

Administrative expenses recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM330.4 million and RM545.7 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, administrative expenses increased by approximately 10.1%, mainly due to increase in administrative costs on bank facilities, increase in depreciation costs and higher staff costs on the back of an expansion of Sunway Medical Centre.

Selling, marketing and distribution costs

Selling, marketing and distribution costs recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM84.2 million and RM157.9 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, selling, marketing and distribution costs increased by approximately 25.0%, mainly due to higher distribution costs of our trading and manufacturing operations in China and Indonesia as we expanded our branch network during that period into new cities, and the acquisition of a trading subsidiary in Australia.

Other operating expenses

Other operating expenses recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM190.1 million and RM321.8 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, operating expenses increased by approximately 12.8%. The increase in operating expenses was mainly due to higher operating activities in Sunway Pyramid (which was subsequently sold to Sunway REIT on 8 July 2010) and the expansion of Sunway Medical Centre.

9. FINANCIAL INFORMATION (cont'd)

Operating profit

As a result of foregoing factors, our operating profit recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM842.6 million and RM1,304.5 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, our operating profit increased by approximately 3.2%.

Finance income

Our finance income recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM16.9 million and RM18.8 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, finance income reduced by approximately 25.8%, mainly due to decrease of effective interest rate of deposits with financial institutions.

Finance costs

Our finance cost recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM123.3 million and RM164.3 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, finance cost reduced by approximately 11.2%, mainly due to reduction in effective interest rates of borrowings.

Share of results of associates

Our share of profit of associates recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM13.8 million and RM28.9 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, it increased by approximately 38.9%, mainly due to increased activity in our associates.

Share of results of jointly controlled entities

Our share of profit of jointly controlled entities recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM9.1 million and RM101.6 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, share of profit from our jointly controlled entities increased significantly by approximately 641.6%. The increase was mainly contributed by City View @ Boon Keng public housing project in Singapore, the development of 2 and 2½ storey link houses in Sunway SPK Damansara and the Rihan Heights construction project in Abu Dhabi.

PBT and PBT margin

As a result of the abovementioned factors, PBT recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM759.2 million and RM1,289.4 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, PBT increased by approximately 13.2%.

PBT margin increased to 31.1% for the 18-month period ended 31 December 2009 from 25.8% for the year ended 30 June 2008, mainly due to higher recognition of fair value gain in respect of investment properties of our Group of RM734.0 million for the 18-month period ended 31 December 2009 compared to RM316.1 million for the year ended 30 June 2008.

9. FINANCIAL INFORMATION (cont'd)

Taxation

Taxation recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM202.0 million and RM308.5 million, respectively. Taxation expense of RM308.5 million for the 18-month period ended 31 December 2009 included RM183.5 million of deferred taxation expense related to fair value adjustment of investment properties.

There was a marginal decrease in the effective tax rate from 26.6% in the year ended 30 June 2008 to 23.9% in the 18-month period ended 31 December 2009, mainly due to the reduction in the statutory tax rate in Malaysia and lower tax rate or tax free on profit generated from other countries where we operate.

PAT and PAT margin

As a result of the abovementioned factors, PAT recorded for the year ended 30 June 2008 and the 18-month period ended 31 December 2009 were RM557.2 million and RM980.9 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, PAT increased by approximately 17.4%.

PAT margin increased to 23.6% for the 18-month period ended 31 December 2009 from 19.0% for the year ended 30 June 2008, mainly due to an increase in PBT margin and higher provision for taxation for the year ended 30 June 2008.

(ii) Year ended 31 December 2010 compared to 18-month period ended 31 December 2009

Revenue

Our Group recorded revenue of RM4,150.4 million and RM3,134.5 million for the 18-month period ended 31 December 2009 and the year ended 31 December 2010, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, revenue increased by approximately 13.3% in the year ended 31 December 2010. The increase in revenue was mainly due to the following:

- (i) increase in revenue from our construction business of approximately 19.6%, mainly contributed by higher revenue recorded from our precast operations in Singapore as well as revenue from our mechanical and engineering project in Abu Dhabi;
- (ii) increase in revenue from our trading and manufacturing businesses of approximately 19.2%, mainly contributed by the expansion of our trading business into more cities in Indonesia and improved performance of our Australian and Singaporean operations; and
- (iii) increase in revenue from our hospitality, leisure and healthcare businesses of approximately 13.2%, mainly due to higher occupancy rates and average room rates towards the second half of 2009, higher number of visitors and increase in entrance fees to Sunway Lagoon, and expansion of capacity of Sunway Medical Centre from 207 beds to 335 beds.

9. FINANCIAL INFORMATION (cont'd)

Cost of sales

Our Group recorded cost of sales of RM2,659.0 million and RM2,076.4 million for the 18-month period ended 31 December 2009 and the year ended 31 December 2010, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, cost of sales increased by approximately 17.1% in the year ended 31 December 2010. The increase was in tandem with the increase of our revenue for the period under review.

Gross profit and gross profit margin

Gross profit recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM1,491.3 million and RM1,058.1 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, gross profit increased by approximately 6.4% in the year ended 31 December 2010. The increase was in line with the movement of revenue and cost of sales. Gross profit margin however, decreased marginally to 33.8% for the year ended 31 December 2010 from 35.9% for the 18-month period ended 31 December 2009, mainly due to decrease in gross profit margin for the property business in year ended 31 December 2010 as we no longer receive rental income from properties that had been disposed to Sunway REIT.

Other operating income

Other operating income recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM838.5 million and RM300.4 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, other operating income decreased by approximately 46.3% in the year ended 31 December 2010. The decrease was mainly due to a one-off fair value gain in respect of investment properties of our Group of RM734.0 million recognised in the previous 18-month period ended 31 December 2009 compared to a one-off net gain on disposal of properties to Sunway REIT of RM135.8 million in the year ended 31 December 2010.

Administrative expenses

Administrative expenses recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM545.7 million and RM407.4 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, administrative expenses increased by approximately 12.0% in the year ended 31 December 2010, mainly due to higher staff costs.

Selling, marketing and distribution costs

Selling, marketing and distribution costs recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM157.9 million and RM112.5 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, selling, marketing and distribution costs increased marginally by approximately 6.9% in the year ended 31 December 2010, in tandem with the increase in revenue.

9. FINANCIAL INFORMATION (cont'd)

Other operating expenses

Other operating expenses recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM321.8 million and RM246.4 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, other operating expenses increased by approximately 14.9% in the year ended 31 December 2010, mainly due to unrealised foreign exchange loss, provision for stock obsolescence and fair value loss during that period.

Operating profit

As a result of foregoing factors, our operating profit recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM1,304.5 million and RM592.1 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, operating profit decreased by approximately 31.9% in the year ended 31 December 2010, which was mainly due to higher other operating income resulting from a one-off fair value gain in respect of investment properties of our Group of RM734.0 million recognised in the previous 18-month period ended 31 December 2009 compared to a one-off net gain on disposal of properties to Sunway REIT of RM135.8 million in the year ended 31 December 2010.

Finance income

Our finance income recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM18.8 million and RM27.0 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, finance income increased significantly by approximately 114.6% in the year ended 31 December 2010, mainly due to increase of deposits placed with financial institutions.

Finance costs

Our finance cost recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM164.3 million and RM101.2 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, finance costs decreased by approximately 7.6% in the year ended 31 December 2010, mainly due to reduction in effective interest rates of borrowings and repayment of borrowings with the proceeds from the disposal of properties to Sunway REIT.

Share of results of associates

Our share of profit of associates recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM28.9 million and RM73.2 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, share of results of associates increased significantly by approximately 280.2% in the year ended 31 December 2010. The increase was mainly due to share of profit in Sunway REIT, which recognised a large one-off fair value gain.

9. FINANCIAL INFORMATION (cont'd)

Share of results of jointly controlled entities

Our share of profit of jointly controlled entities recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM101.6 million and RM126.2 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, share of results of jointly controlled entities increased significantly by approximately 86.3% in the year ended 31 December 2010. The increase was mainly contributed by the City View @ Boon Keng and The Peak @ Toa Payoh public housing projects in Singapore and Rihan Heights construction project in Abu Dhabi.

PBT and PBT margin

As a result of the abovementioned factors, PBT recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM1,289.4 million and RM717.3 million, respectively. On an annualised basis of the results of 18-month period ended 31 December 2009, PBT decreased by approximately 16.6% in the year ended 31 December 2010, which was mainly contributed by the decrease in other operating income.

PBT margin decreased to 22.9% for the year ended 31 December 2010 from 31.1% for the 18-month period ended 31 December 2009 mainly due to the decrease in other operating income.

Taxation

Taxation recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM308.5 million and tax credit of RM280.2 million, respectively.

The effective tax rate recorded in the 18-month period ended 31 December 2009 was 23.9%. The tax credit of RM280.2 million recorded in the year ended 31 December 2010 was mainly due to reversal of deferred tax liability provided for in prior periods amounting to approximately RM371.9 million pursuant to the sale of certain properties to Sunway REIT.

PAT and PAT margin

As a result of the abovementioned factors, PAT recorded for the 18-month period ended 31 December 2009 and the year ended 31 December 2010 were RM980.9 million and RM997.5 million, respectively.

PAT margin increased to 31.8% for the year ended 31 December 2010 from 23.6% for the 18-month period ended 31 December 2009, mainly due to the reversal of deferred tax provision as a result of the sale of properties to Sunway REIT in the year ended 31 December 2010.

9. FINANCIAL INFORMATION (cont'd)

9.2.8 Liquidity and capital resources

Our principal source of liquidity is through internal cash generated from operations, borrowings and trade credit from suppliers. We have also from time to time raised financing via issuance of equity and debt offerings. Our ability to rely on these sources of funding could be affected by our results of operations and financial position and by the conditions in the financial markets.

(i) Working capital

As at 31 December 2010, we had cash and cash equivalents of RM856.2 million and total borrowings of RM2,331.8 million. Our working capital, calculated as current assets minus current liabilities, was RM1,057.6 million as at 31 December 2010.

We finance our working capital mainly through cash generated from operations, trade credits from suppliers and credit lines. After taking into consideration of our existing level of cash and cash equivalents, funding requirements for our committed capital expenditure, expected funds to be generated from cash flow from operations, as well as our existing level of cash and cash equivalents and credit sources, our Board is of the opinion that we will have adequate working capital for at least 12 months from the date of this Prospectus.

(ii) Cash flows

The following table sets forth our consolidated cash flow statements for the year ended 31 December 2010:

	Year ended 31 December 2010
	RM'000
Net cash flow generated from operating activities	461,734
Net cash flow generated from investing activities	2,034,995
Net cash flow used in financing activities	(2,265,856)
Net increase in cash and cash equivalents	230,873
Effect of exchange rate changes	(16,275)
Cash and cash equivalents at the beginning of the year	641,595
Cash and cash equivalents at the end of the year	856,193

Our Board is of the opinion that, subject to any applicable law, licence, conditions, and contractual obligations, including restrictions in our financial contracts, there are no other legal, financial or economic restrictions on the ability of our subsidiaries to transfer funds to our Company in the form of cash dividends, loans or advances to meet the cash obligations of our Company.

Net cash flow from operating activities

Net cash flow generated from operating activities for the year ended 31 December 2010 was RM461.7 million.

The net cash flow generated from operating activities in the year ended 31 December 2010 was mainly generated from our operating activities in our property business, construction business and other businesses.

9. FINANCIAL INFORMATION (cont'd)

Net cash flow from investing activities

The net cash inflow generated from investing activities for the year ended 31 December 2010 was RM2,035.0 million.

The net cash inflow from investing activities in the year ended 31 December 2010 was mainly contributed by proceeds from the disposal of our interests in 8 properties, namely Sunway Pyramid Shopping Mall, Sunway Resort Hotel & Spa, Pyramid Tower Hotel, Menara Sunway, Sunway Carnival Shopping Mall, Sunway Hotel Seberang Jaya, Suncity Ipoh Hypermarket and Sunway Tower to Sunway REIT, amounting to approximately RM2,576.5 million (net of amount invested in Sunway REIT units).

Net cash flow from financing activities

Net cash outflow used in financing activities for the year ended 31 December 2010 was RM2,265.9 million.

The net cash outflow used in financing activities in the year ended 31 December 2010 was mainly due to net repayment of bank and other borrowings as well as payment of dividends to minority shareholders of subsidiaries of approximately RM857.8 million and approximately RM939.7 million, respectively.

(iii) Borrowings

Our total outstanding borrowings as at 31 December 2010 on the assumption that we have been in existence as at 31 December 2010, all of which are interest-bearing, are as follows:

Borrowings	Total RM'000
Short-term borrowings	
Guaranteed:	
- Secured	-
- Unsecured	-
Unguaranteed:	
- Secured	393,430
- Unsecured	112,024
	505,454
Long-term borrowings	
Guaranteed	
- Secured	-
- Unsecured	85,000
Unguaranteed:	
- Secured	1,486,664
- Unsecured	254,671
	1,826,335
Total borrowings	2,331,789
Gross gearing ratio (times) ⁽¹⁾	0.9
Net gearing ratio (times) ⁽²⁾	0.6

Notes:

(1) Total borrowings over shareholders' fund.

(2) Total borrowings less deposits, cash and bank balances over shareholders' fund.

9. FINANCIAL INFORMATION (cont'd)

The table below sets forth our outstanding borrowings by currency in which they are denominated as at 31 December 2010.

Borrowings	Year ended 31 December
	2010
	RM'000
RM	1,440,612
TTD	12,946
SGD	33,285
RMB	62,107
AUD	2,570
USD	779,524
YEN	745
Total borrowings	2,331,789

We obtained our borrowings from various financial institutions. Our borrowings are mainly arranged for the purposes of working capital, acquisition and/or development of investment properties, acquisition of land for development, plant and machinery, equipment, furniture and fittings to support the operations of our various businesses.

Our secured borrowings are secured by either single security or combination of securities, freehold and leasehold land, buildings, plant and machinery as well as fixed and floating charges on our assets.

We have not defaulted on payments of interest and/or principal sums on any of borrowings throughout the year ended 31 December 2010 and up to the LPD.

We have not breached any terms and conditions or covenants associated with the credit arrangements or borrowings which can materially affect our financial position and results or business operations, or the investment by our holders of securities.

The maturity profile of our borrowings as at 31 December 2010 are as follows:

Borrowings	Year ended 31 December
	2010
	RM'000
Within 1 year	505,454
1 to 5 years	1,634,838
More than 5 years	191,497
Total borrowings	2,331,789

The interest rate profile of our borrowings as at 31 December 2010 are as follows:

Borrowings	Year ended 31 December
	2010
	RM'000
Fixed rate instruments	272,516
Floating rate instruments	2,059,273
Total borrowings	2,331,789

9. FINANCIAL INFORMATION (cont'd)

9.2.9 Material capital expenditure and divestitures

In line with the increase in the scale of our operations, we invested a total of RM234.4 million during the year ended 31 December 2010.

We funded the capital expenditure mainly through a combination of borrowings and internally generated funds.

The following table sets out our material capital expenditure for the years/period indicated:

	Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010
	(RM'000)		
Freehold land	85	19,504	3
Leasehold land	3,585	717	-
Buildings	10,762	46,563	38,442
Renovations	544	1,291	1,594
Plant and machinery	47,090	72,711	50,845
Motor vehicles	4,396	4,497	7,362
Equipment, furniture and fittings	40,722	57,189	50,140
Capital work in progress	239,026	72,214	15,361
Biological assets	512	237	78
Investment properties	262,958	46,202	69,041
Quarry development expenditures	432	3,660	1,534
Total capital expenditure	610,112	324,785	234,400

For the year ended 30 June 2008, we incurred the following material capital expenditures:

- (i) the additional investments and capital work in progress in properties, mainly Sunway Tower, Sunway Pyramid Shopping Mall, Sunway Medical Centre, Sunway Resort Hotel & Spa and Sunway Carnival Shopping Mall;
- (ii) the purchase of various plants and machinery for our local and overseas construction business, crusher plant for our quarry business in Malaysia and Trinidad and Tobago, and construction of our spun pile plant in Zhuhai, China, which is a manufacturing plant for our trading and manufacturing businesses in Anhui, China; and
- (iii) the addition of equipment, furniture and fittings, and medical equipment for our hospitality, leisure and healthcare businesses.

For the 18-month period ended 31 December 2009, we incurred the following material capital expenditure:

- (i) the additional investments and capital work in progress in properties, mainly Sunway Medical Centre, Sunway Tower, Sunway Lagoonview Resort Condominium, Sunway Residence and Sunway Resort Hotel & Spa;
- (ii) the purchase of various plants and machinery for our local and overseas construction business, clay mine and machinery for our clay pipes manufacturing business as well as plants and machinery for our quarry business in Trinidad and Tobago; and
- (iii) the addition of medical equipment for our healthcare businesses.

9. FINANCIAL INFORMATION (cont'd)

For the year ended 31 December 2010, we incurred the following material capital expenditure:

- (i) the additional investment in a residential block next to Monash University Sunway Campus and the opening of the Banjaran Hotsprings Retreat;
- (ii) the purchase of various plants and machinery for our local and overseas construction business, and investment in a new office and warehouse for our trading arm in Singapore; and
- (iii) the addition of equipment, furniture and fittings, and medical equipment for our hospitality, leisure and healthcare businesses.

Save for the following, we do not have any material capital expenditure between 1 January 2011 and the LPD:

- (i) the additional investment of approximately RM23.0 million in a residential block next to Monash University Sunway Campus and in Wisma SunwayMas;
- (ii) approximately RM5.3 million in the setup of a new batching asphalt plant in Kajang; and
- (iii) approximately RM18.5 million in the purchase of plant, equipment, fixtures and fittings for our construction, trading, manufacturing, leisure, hospitality and healthcare businesses.

We do not have any material divestiture throughout the years/period under review, save for the disposal of our interests in 8 properties, namely Sunway Pyramid Shopping Mall, Sunway Resort Hotel & Spa, Pyramid Tower Hotel, Menara Sunway, Sunway Carnival Shopping Mall, Sunway Hotel Seberang Jaya, SunCity Ipoh Hypermarket and Sunway Tower to Sunway REIT for a total consideration of approximately RM3,456.8 million, which was completed on 8 July 2010.

Save as disclosed below, we do not have immediate material plans to construct, expand or improve our facilities:

- (i) development of a shopping mall at Sunway Velocity with gross floor area of approximately 1.4 million sq. ft. The estimated amount to be invested will be RM580 million and we have incurred RM0.9 million as at 30 June 2011. The development started in 2011 and is estimated to be completed in 2015; and
- (ii) development of Sunway Pinnacle, a 25-storey mixed-use commercial building with office and car parks. The estimated amount to be invested will be RM346.0 million and RM29.0 million has been spent as at 30 June 2011. The development started in 2010 and is estimated to be completed in 2013.

We fund the abovementioned planned capital expenditure mainly through a combination of borrowings and internally generated funds.

9. FINANCIAL INFORMATION (cont'd)

9.2.10 Material commitments

As at the LPD, the material commitments approved and not provided are as follows:

<u>Material commitments</u>	<u>RM'000</u>
Property, plant and equipment and investment properties	
- Approved and contracted for	57,425
- Approved and not contracted for	91,242
Non-cancellable operating leases approved and contracted for:	
- Not later than 1 year	60,259
- Later than 1 year and not later than 5 years	166,312
- Later than 5 years	164,724
Total material commitments	539,962

Our future capital expenditure with respect to property, plant and equipment relates mainly to planned capital expenditure for construction business whilst investment properties relates mainly to planned capital expenditure for property investment.

Non-cancellable operating leases are mainly in respect of leasing of land and factories in Singapore and Australia, and leasing of hotels from Sunway REIT.

We expect to fund material commitments primarily through a combination of borrowings and internally generated funds.

9.2.11 Contingent liabilities and material litigation

Save as disclosed below, as at the LPD, our Directors are not aware of any contingent liabilities which, upon becoming enforceable, may have a material impact on our profit or net assets.

<u>Contingent liabilities</u>	<u>RM'000</u>
Guarantees given to third parties in respect of contracts and trade performance	2,081,685
Total contingent liabilities	2,081,685

Save as disclosed in Section 15 of this Prospectus, neither our Company nor our subsidiaries are involved in any litigation or arbitration, either as plaintiff or defendant, which may have a material adverse effect on the business or financial position of our Group, and our Directors are not aware of any legal proceeding, pending or threatened, or of any fact likely to give rise to any legal proceeding which may have a material adverse effect on the business or financial position of our Group.

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9. FINANCIAL INFORMATION (cont'd)

9.2.12 Key financial ratios

The following table sets forth certain key financial ratios based on our proforma consolidated financial statements:

	Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010
Trade receivables turnover days ⁽¹⁾	105	92	86
Trade payables turnover days ⁽²⁾	142	154	146
Inventory turnover days ⁽³⁾	66	73	53
Current ratio (times) ⁽⁴⁾	2.4	1.2	1.5
Gross gearing ratio (times) ⁽⁵⁾	2.3	1.6	0.9
Net gearing ratio (times) ⁽⁶⁾	1.8	1.3	0.6

Notes:

- (1) Trade receivables after allowances for doubtful debts, over revenue.
(2) Trade payables over total costs of sales.
(3) Inventory over total costs of sales.
(4) Current assets over current liabilities.
(5) Total borrowings over shareholders' fund.
(6) Total borrowings less deposits, cash and bank balances over shareholders' fund.

Trade receivables turnover days

Trade receivables turnover days decreased from 105 days for the year ended 30 June 2008 to 86 days for the year ended 31 December 2010. The improvement was mainly due to improved collection from trade debtors.

Trade payables turnover days

Trade payables turnover days increased from 142 days for the year ended 30 June 2008 to 154 days for the 18-month period ended 31 December 2009. The slight increase of trade payables turnover days was mainly due to higher amounts owing to trade creditors arising from the increase in construction order book in 2009.

Trade payables turnover days decreased from 154 days for the 18-month period ended 31 December 2009 to 146 days for the year ended 31 December 2010. This was mainly due to prompt payment of trade payables on the back of better cash flow resulting from improved collection from trade debtors.

Inventory turnover days

Inventory turnover days increased from 66 days for the year ended 30 June 2008 to 73 days for the 18-month period ended 31 December 2009. The increase of inventory turnover days was mainly due to an increase in inventory level as a result of our new acquisition of a trading subsidiary in Australia.

Inventory turnover days decreased from 73 days for the 18-month period ended 31 December 2009 to 53 days for the year ended 31 December 2010. This was mainly due to improved inventory management across our various divisions and a reclassification of a commercial property from inventory to investment property as our Group intends to retain the said property for investment purposes.

9. FINANCIAL INFORMATION (cont'd)

Current ratio

Current ratio decreased from 2.4 times for the year ended 30 June 2008 to 1.2 times for the 18-month period ended 31 December 2009. This was mainly contributed by higher current assets recorded in year ended 30 June 2008, due to the classification of the aggregate carrying amount of approximately RM2,535.0 million to current assets in anticipation of an initial public offering of a real estate investment trust during the period under review. Subsequently in 18-month period ended 31 December 2009, the said carrying amount was re-classified to non-current asset due to the termination of the said proposal during the 18-month period ended 31 December 2009.

Current ratio for the year ended 31 December 2010 and the 18-month period ended 31 December 2009 remained constantly at 1.5 times and 1.2 times, respectively.

Gearing ratio

Gross gearing ratio decreased from 2.3 times for the year ended 30 June 2008 to 0.9 times for the year ended 31 December 2010. Net gearing ratio decreased from 1.8 times for the year ended 30 June 2008 to 0.6 times for the year ended 31 December 2010. The improvement was mainly contributed by increased shareholders' fund.

Aging analysis

Trade receivables

The aging analysis for trade receivables (after provision for doubtful debts) as at 31 December 2010 is as follows:

	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	Total
	(RM'000)					
Property	116,109	5,016	8,445	8,115	14,461	152,146
Construction	226,424	14,131	7,832	8,338	63,878	320,603
Quarry and building materials	40,009	14,598	9,719	5,794	16,338	86,458
Trading and manufacturing	34,410	31,388	17,392	10,012	7,410	100,612
Hospitality, leisure and healthcare	27,209	12,987	6,792	2,443	10,458	59,889
Others	7,744	263	113	125	13,572	21,817
Total	451,905	78,383	50,293	34,827	126,117	741,525

Our credit terms range from 30 days to 120 days and different credit terms are granted to the customers in different businesses, where the analysis of them are set out below.

Property:

	Within credit term		Exceeding credit term			Total
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	
	(RM'000)					
Property	116,109	5,016	8,445	8,115	14,461	152,146

9. FINANCIAL INFORMATION (cont'd)

The normal credit terms of our property business are within 30 days. Approximately RM36.0 million out of a total of RM152.1 million trade receivables as at 31 December 2010 have exceeded our normal credit terms, mainly due to delays in payment pending the loan release for a few purchasers of our high-end properties which has a high selling price per unit. A longer loan processing period is typically experienced for larger loan amounts. Adequate provision has been made for doubtful debts based on our historical experience and the balance of the trade receivables from our property business is expected to be recoverable in full. In addition, vacant possession of property assets would not be delivered to these trade debtors until full amounts are recovered from them.

Construction:

	< ----- Within credit term ----- >			Exceeding credit term		Total
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	
	(RM'000)					
Construction	226,424	14,131	7,832	8,338	63,878	320,603

The normal credit terms of our construction business is within 90 days. Approximately RM72.2 million out of a total of RM320.6 million trade receivables as at 31 December 2010 have exceeded our normal credit terms. It is a standard practice in the construction industry for customers to retain a portion of the certified contract sum of the project until the end of the defect liability periods. Such defect liability periods could vary from 12 months to 24 months. In addition, prior to the granting of any credit terms, our customers in the construction business are normally assessed based on their credit risk profile and reputation and approved on a case-by-case basis. We believe that adequate provision has been made for doubtful debts based on our historical experience. We also expect to fully recover the trade receivables (after provision for doubtful debts) from our construction business that have exceeded our normal credit terms.

Quarry and building materials:

	< ----- Within credit term ----- >				Exceeding credit term	Total
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	
	(RM'000)					
Quarry and building materials	40,009	14,598	9,719	5,794	16,338	86,458

The normal credit terms of our quarry and building materials business are within 120 days. Approximately RM16.3 million out of a total of RM86.5 million trade receivables as at 31 December 2010 have exceeded our normal credit terms, mainly due to delays in payment by some of the customers of our overseas operations. In addition, prior to the granting of any credit terms, our customers in the quarry and building materials business are normally assessed based on their credit risk profile and reputation and approved on a case-by-case basis. Such credit assessments have enabled us to grant a vast range of credit terms to our customers in our quarry and building materials business. We believe that adequate provision has been made for doubtful debts based on our historical experience. We also expect to fully recover the trade receivables (after provision for doubtful debts) from our quarry and building materials business that have exceeded our normal credit terms.

9. FINANCIAL INFORMATION (cont'd)

Trading and manufacturing:

	< ----- Within credit term ----- >				Exceeding credit term	Total
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	
	(RM'000)					
Trading and manufacturing	34,410	31,388	17,392	10,012	7,410	100,612

The normal credit terms of our trading and manufacturing business are within 120 days. Approximately RM7.4 million out of a total of RM100.6 million trade receivables as at 31 December 2010 have exceeded our normal credit terms, mainly due to slower payment by some of our customers. In addition, prior to the granting of any credit terms, our customers in the trading and manufacturing business are normally assessed based on their credit risk profile and reputation and approved on a case-by-case basis. Such credit assessments have enabled us to grant a vast range of credit terms to our customers in our trading and manufacturing business. We believe that adequate provision has been made for doubtful debts based on our historical experience. We also expect to fully recover the trade receivables (after provision for doubtful debts) from our trading and manufacturing business that have exceeded our normal credit terms.

Hospitality, leisure and healthcare:

	Within credit term	< ----- Exceeding credit term ----- >			Total	
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days		Over 120 days
	(RM'000)					
Hospitality, leisure and healthcare	27,137	12,987	6,792	2,443	10,458	59,889

The normal credit terms of our hospitality, leisure and healthcare business is within 30 days. Approximately RM32.8 million out of a total of RM60.0 million trade receivables as at 31 December 2010 have exceeded our normal credit terms. This was mainly attributable to the amount owed by insurance companies to our healthcare business as assessments by insurers on medical and hospitalisation claims submitted by the insured involve a lengthy process. We believe that adequate provision has been made for doubtful debts based on our historical experience. We also expect to fully recover the trade receivables (after provision for doubtful debts) from our hospitality, leisure and healthcare business that have exceeded our normal credit terms.

Others:

	< ----- Within credit term ----- >				Exceeding credit term	Total	
	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days		
	(RM'000)						
Others	7,744	263	113	125	9,570 ⁽¹⁾	4,002	21,817

Note:

(1) Long term industrial hire purchase and leasing customers granted with normal credit terms of over 120 days.

9. FINANCIAL INFORMATION (cont'd)

Our other businesses are mainly investment holding, financial services, management services and insurance, with normal credit terms within 120 days. Approximately RM4.0 million out of a total of RM21.8 million trade receivables as at 31 December 2010 have exceeded our normal credit terms. This was mainly attributable to our industrial hire purchase, leasing and term loan customers. We have completed the restructuring of the repayment terms for these customers in early 2011. We believe that adequate provision has been made for doubtful debts based on our historical experience. We also expect to fully recover the trade receivables (after provision for doubtful debts) from our other businesses that have exceeded our normal credit terms.

Trade payables

The aging analysis for trade payables as at 31 December 2010 is as follow:

	0 - 30 days	31 - 60 days	61 - 90 days	91 - 120 days	Over 120 days	Total
	(RM'000)					
Trade payables	663,185	34,789	18,553	11,624	103,270	831,421

Our property, hospitality, leisure and healthcare businesses' normal credit terms as granted by our creditors are within 30 days. Our construction, quarry and building materials, trading and manufacturing businesses' normal credit terms as granted by our creditors are within 120 days. Approximately RM112.0 million out of a total of RM831.4 million trade payables as at 31 December 2010 have exceeded the normal credit terms granted by our creditors, mainly due to sums payable to our contractors but are retained during the defect liability period. We have good relationships with our suppliers and there are no significant matters in dispute with respect to the trade payables as at the LPD.

9.2.13 Financial risk management objectives and policies

Treasury policies and objectives

Our financial risk management policy seeks to ensure that adequate financial resources are available for the development of our businesses whilst managing our interest rate risks (both fair value and cash flow), foreign currency risk, liquidity risk and credit risk. Our Board reviews and agrees policies for managing each of these risks and they are summarised below:

(i) Foreign currency risk management

We are not significantly exposed to foreign currency risk as a majority of our Group's transactions, assets and liabilities are denominated in RM except for foreign currency risk arising from countries in which certain foreign subsidiaries operate. Foreign currency exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

We maintain a natural hedge, whenever possible, by borrowing in the currency of the country in which our property or investment is located or by borrowing in currencies that match the future revenue stream to be generated from our investments.

Material foreign currency transaction exposures are hedged, mainly with derivative financial instruments such as forward foreign exchange contracts.

9. FINANCIAL INFORMATION (cont'd)

(ii) Credit risk management

Our credit risk is primarily attributable to trade receivables. We trade only with recognised and creditworthy third parties. It is our policy that all customers who wish to trade on credit terms are subjected to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and our exposure to bad debts is not significant. Since we trade only with recognised and creditworthy third parties, there is no requirement for collateral.

The credit risk of our other financial assets, which comprise cash and cash equivalents and tax recoverable, arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets.

We do not have any significant exposure to any individual customer or counterparty nor do we have any major concentration of credit risk related to any financial assets. For property development, credit risk is minimal as vacant possessions will only be handled over when the sum owing is fully settled.

(iii) Interest rate risk management

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that value of a financial instrument will fluctuate due to changes in market interest rates. As we have no significant interest-bearing financial assets, our income and operating cash flows are substantially independent of changes in market interest rates. Our interest-bearing financial assets are mainly short term in nature and have been mostly placed in fixed deposits.

Our interest rate risk arises primarily from interest-bearing borrowings. Borrowings at floating rates expose our Group to cash flow interest rate risk. Borrowings obtained at fixed rates expose our Group to fair value interest rate risk. We manage our interest rate exposure by monitoring a mix of fixed and floating rate borrowings.

We also entered into interest rate swap contracts to hedge the floating rate interest payable on our long term borrowings. We have entered into interest rate swap contracts to hedge the floating rate interest payable on our long term borrowings. The contracts entitle us to pay interest at fixed rates on notional principal amounts and oblige us to receive interest at floating rates on the same amounts. Under the swaps, we agree with the other parties to exchange, the difference between fixed rate and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

(iv) Liquidity and cash flow risk

We manage our debt maturity profile, operating cash flows and the availability of funding to ensure that our refinancing, repayment and funding needs are met. As part of our overall liquidity management, we maintain sufficient levels of cash or cash convertible investments to meet our working capital requirements. In addition, we strive to maintain available banking facilities at a reasonable level to our overall debt position. As far as possible, we raise committed funding from both capital markets and financial institutions and balances our portfolio with some short term funding so as to achieve overall cost effectiveness.

9. FINANCIAL INFORMATION (*cont'd*)

9.2.14 Inflation

Our Group is of the view that the current inflation does not have a material impact on our business, financial condition or results of our operation. However, any increase in future inflation rate may adversely affect our Group's operations and performance insofar we are unable to pass on the higher cost to our customers for goods and services provided by our Group.

9.2.15 Seasonality

Generally, we are not affected by seasonal demand conditions except for our hospitality and leisure businesses which are subject to seasonal demand conditions such as school holidays and summer holidays, both locally and internationally. Our hospitality and leisure businesses generally experience high occupancy rates from June to August each year from the increased number of visitors from the Middle East and Asia Pacific. June to August are the annual summer holidays months experienced by the Middle East and Asia Pacific residents. Our hospitality and leisure businesses also enjoy higher occupancy rates and revenues in November and December each year due to higher level of holidaymakers with their children going on vacation due to the school holidays in Malaysia.

9.2.16 Government, economic, fiscal and monetary policies

The relevant risks relating to government, economic, fiscal and monetary policies which may materially affect our operations are set out in Section 5 of this Prospectus. Save for the risks disclosed in Section 5 of this Prospectus and to the best of our knowledge, there is no government, economic, fiscal, monetary policies or factors that have a material impact on our profitability and financial position.

9.2.17 Prospects

As at 31 December 2010, to the best of our Directors' knowledge and belief, our operations have not been and are not expected to be affected by any of the following:

- (i) known trends, demands, commitments, events or uncertainties that have had or that we reasonable expect to have, a material favourable or unfavourable impact on our financial performance, position, operations and liquidity and capital resources other than those disclosed in Sections 5, 6, 7 and 9.2 of this Prospectus;
- (ii) known trends, demands, commitments, events or uncertainties that are reasonably likely to make our historical financial statements not indicative of the future financial performance and position, save for those that have been disclosed Section 6 of this Prospectus;
- (iii) material commitments for capital expenditure, save for those that have been disclosed Section 9.2.11 of this Prospectus;
- (iv) unusual, infrequent events or transactions or any significant economic changes that have materially affected our financial performance, positions and operations save as disclosed in Sections 5 and 9.2 of this Prospectus.

Subject to the factors described in this section, our Directors expect the results of our Group's operations for the year ending 31 December 2011 to be sustainable.

9. FINANCIAL INFORMATION (cont'd)

9.3 Capitalisation and indebtedness

The following information should be read in conjunction with the Reporting Accountants' letter on proforma consolidated financial information as set out in Section 9.5 of this Prospectus.

The table below sets out our cash and cash equivalents as well as capitalisation and indebtedness after making adjustments that were considered necessary based on the results of SunH and SunCity and on the assumption that we have been in existence throughout the years/period. Therefore, the proforma financial information below does not represent our Group's actual capitalisation and indebtedness as at 31 December 2010 and is provided for information purposes only. Save for RM85.0 million long-term borrowing guaranteed by a bank, our total indebtedness is not guaranteed by any third party.

	<u>As at 31 December 2010</u>
	(RM'000)
Cash and bank balances	<u>868,539</u>
Indebtedness	
Short-term borrowings	
Guaranteed:	
- Secured	-
- Unsecured	-
Unguaranteed:	
- Secured	393,430
- Unsecured	112,024
Total short-term borrowings	<u>505,454</u>
Long-term borrowings	
Guaranteed:	
- Secured	-
- Unsecured	85,000
Unguaranteed:	
- Secured	1,486,664
- Unsecured	254,671
Total long-term borrowings	<u>1,826,335</u>
Total indebtedness	2,331,789
Total shareholders' equity / capitalisation	<u>2,595,834</u>
Total capitalisation and indebtedness	<u>4,927,623</u>

9.4 Dividend policy

The declaration of interim dividends and the recommendation of final dividends are subject to the discretion of our Board and any final dividend for the year is subject to shareholders' approval. We intend to pay dividends to our shareholders in the future. However, such payments will depend upon a number of factors, including our earnings, capital requirements, general financial condition, our distributable reserves and other factors considered relevant by our Board. As we are a holding company, our income, and therefore our ability to pay dividends, is dependent upon the dividends and other distributions that we receive from our subsidiaries. The payment of dividends or other distributions by our subsidiaries will depend upon their operating results, financial conditions, capital expenditure plans and other factors that their respective boards of directors deem relevant. Dividends may only be paid out of distributable reserves. In addition, covenants in the loan agreements, if any, for our subsidiaries may limit their ability to declare or pay cash dividends.

9. FINANCIAL INFORMATION (cont'd)

We currently do not have a formal dividend policy as we intend to adopt a policy of active capital management. The form, frequency and amount of future dividends on our Shares will depend on our earnings and financial position, our results of operations, our capital needs, our plans for expansion and other factors as our Directors may deem appropriate.

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9. FINANCIAL INFORMATION (cont'd)

9.5 Reporting Accountants' letter on the proforma consolidated financial information

(Prepared for inclusion in this Prospectus)



ERNST & YOUNG

Ernst & Young

AF: 0039

3rd Floor, Wisma Bukit Mata Kuching

Jalan Tunku Abdul Rahman

93100 Kuching, Sarawak, Malaysia

Tel: +6082 243 233

Fax: +6082 421 287

www.ey.com

(Prepared for inclusion in the Prospectus of Sunway Berhad to be dated 18 August 2011 ("Prospectus"))

1 August 2011

The Board Directors
Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Level 16 Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
46150 Petaling Jaya

Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd) ("Sunway" or "the Company")

Pro forma financial information

Acquisitions by Sunway of the entire business and undertaking, including all the assets and liabilities, of Sunway City Berhad ("SunCity") and Sunway Holdings Berhad ("SunH") ("Acquisitions")

We report on the accompanying pro forma financial information of Sunway and its proposed subsidiaries ("Sunway Group" or "the Group") as set out in the Section 9 of the Prospectus of the Company to be dated 18 August 2011, which has been prepared on the basis described in accompanying notes, for illustrative purposes only.

9. FINANCIAL INFORMATION (cont'd)



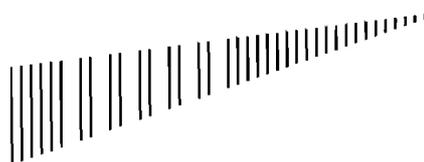
The Acquisitions entails the following transactions:

- (i) acquisition by Sunway of the entire business and undertaking, including all the assets and liabilities, of SunCity, for a consideration of approximately RM2,597.09 million ("SunCity Consideration"), which is to be satisfied via the issuance of approximately 742.03 million new shares of RM1.00 each in Sunway ("Sunway Shares") at an issue price of RM2.80 each and cash of approximately RM519.42 million; and
- (ii) acquisition by Sunway of the entire business and undertaking, including all the assets and liabilities, of SunH, for a consideration of approximately RM1,926.68 million ("SunH Consideration"), which is to be satisfied via the issuance of approximately 550.48 million new Sunway Shares at an issue price of RM2.80 each and cash of approximately RM385.34 million.

Pursuant to the Acquisitions, a total of 1,292,505,002 Sunway Shares will be issued as part of the SunCity Consideration and SunH Consideration with the remainder of the SunCity Consideration and SunH Consideration being satisfied in cash. A total of 258,501,000 warrants of Sunway ("Sunway Warrants") will be issued for free on the basis of 1 Sunway Warrant for every 5 Sunway Shares issued as part of the SunCity Consideration and SunH Consideration.

This letter is required by and is given for the purpose of complying with the Prospectus Guidelines - Equity and Debt issued by the Securities Commission ("the Guidelines") and for no other purpose.

9. FINANCIAL INFORMATION (cont'd)

**Responsibilities**

It is solely the responsibility of the Board of Directors of Sunway to prepare the pro forma financial information in accordance with the Guidelines.

It is our responsibility to form an opinion, as required by the Guidelines as to the proper compilation of the pro forma financial information, and to report our opinion to you.

In providing this opinion, we are not responsible in updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Malaysian Approved Standard on Assurance, ISAE 3000 - Assurance Engagements Other Than Audits or Reviews of Historical Information. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the pro forma financial information with the directors of Sunway.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the pro forma financial information have been properly prepared on the basis stated using financial statements prepared in accordance with Financial Reporting Standards in Malaysia, and in a manner consistent with both the format of the financial statements and the accounting policies adopted by SunCity and SunH, which policies are those adopted by Sunway. Our work also involves assessing whether each material adjustment made to the information used in the preparation of the pro forma financial information is appropriate for the purposes of preparing the pro forma financial information.

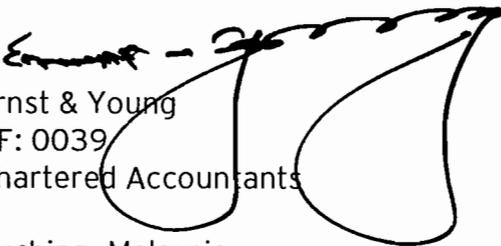
9. FINANCIAL INFORMATION (cont'd)

**ERNST & YOUNG****Opinion**

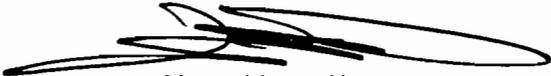
In our opinion,

- (a) the pro forma financial information which have been prepared by the directors of Sunway have been properly prepared on the basis stated using the financial statements prepared in accordance with the Financial Reporting Standards in Malaysia and in a manner consistent with both the format of the financial statements and the accounting policies adopted by SunCity and SunH, which policies are those adopted by Sunway; and
- (b) each material adjustment made to the information used in the preparation of the pro forma financial information is appropriate for the purposes of preparing the pro forma financial information.

Yours faithfully



Ernst & Young
AF: 0039
Chartered Accountants
Kuching, Malaysia



Yong Voon Kar
Chartered Accountant
1769/04/12(J/PH)

9. FINANCIAL INFORMATION (cont'd)

Sunway Berhad

Pro forma consolidated statements of financial position as at 31 December 2010

	Audited balance sheet of Sunway Berhad 31 December 2010	Pro forma adjustment 1	Pro forma 1 Drawdown of borrowings	Pro forma adjustment 2	Pro forma 2 Acquisitions of SINC and SunH	Pro forma adjustment 3	Pro forma Listing expenses
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Assets							
Non-current assets							
Property, plant and equipment	-	-	-	968,702	968,702	-	968,702
Biological assets	-	-	-	461	461	-	461
Investment properties	-	-	-	716,669	716,669	-	716,669
Rock reserves	-	-	-	9,314	9,314	-	9,314
Interest in associates	-	-	-	987,896	987,896	-	987,896
Other investments	-	-	-	12,647	12,647	-	12,647
Interest in jointly controlled entities	-	-	-	395,319	395,319	-	395,319
Loan to jointly controlled entities	-	-	-	-	-	-	-
Receivables	-	-	-	19,669	19,669	-	19,669
Land held for property development	-	-	-	533,187	533,187	-	533,187
Goodwill	-	-	-	330,095	330,095	-	330,095
Deferred tax assets	-	-	-	40,194	40,194	-	40,194
Derivative assets	-	-	-	-	-	-	-
Total non-current assets	-	-	-	-	4,014,153	-	4,014,153
Current assets							
Property development costs	-	-	-	630,778	630,778	-	630,778
Inventories and completed development properties	-	-	-	301,545	301,545	-	301,545
Tax recoverable	-	-	-	54,566	54,566	-	54,566
Receivables	-	-	-	1,142,911	1,142,911	-	1,142,911
Deposits, cash and bank balances	6	912,254	912,260	(36,221)	876,039	(7,500)	868,539
Derivative assets	-	-	-	12,484	12,484	-	12,484
Total current assets	6	-	912,260	-	3,018,323	-	3,010,823
Total assets	6	-	912,260	-	7,032,476	-	7,024,976
Equity and liabilities							
Equity attributable to equity holders of the Company							
Share capital	*	-	*	1,292,505	1,292,505	-	1,292,505
Share premium	-	-	-	2,326,509	2,326,509	-	2,326,509
Capital reserve	-	-	-	109,312	109,312	-	109,312
Capital redemption reserve	-	-	-	203	203	-	203
Negative merger reserve	-	-	-	(1,190,200)	(1,190,200)	-	(1,190,200)
Foreign currency reserve	-	-	-	(8,002)	(8,002)	-	(8,002)
Fair value reserve	-	-	-	49,967	49,967	-	49,967
Statutory reserve	-	-	-	618	618	-	618
Revaluation reserve	-	-	-	22,501	22,501	-	22,501
Accumulated losses	(79)	-	(79)	-	(79)	(7,500)	(7,579)
Shareholders' equity	(79)	-	(79)	-	2,603,334	-	2,595,834
Minority interest	-	-	-	385,837	385,837	-	385,837
Total equity	(79)	-	(79)	-	2,989,171	-	2,981,671
Current liabilities							
Payables	85	-	85	1,379,773	1,379,858	-	1,379,858
Borrowings	-	-	-	505,454	505,454	-	505,454
Current tax liabilities	-	-	-	67,605	67,605	-	67,605
Derivative liabilities	-	-	-	279	279	-	279
Total current liabilities	85	-	85	-	1,953,196	-	1,953,196
Non current liabilities							
Borrowings	-	912,254	912,254	914,081	1,826,335	-	1,826,335
Long term liabilities	-	-	-	180,895	180,895	-	180,895
Derivative liabilities	-	-	-	1,754	1,754	-	1,754
Deferred tax liabilities	-	-	-	81,125	81,125	-	81,125
Total liabilities	-	-	912,254	-	2,090,109	-	2,090,109
Total equity and liabilities	85	-	912,339	-	4,043,305	-	4,043,305
Total equity and liabilities	6	-	912,260	-	7,032,476	-	7,024,976
Net assets attributable to equity holders of the Company ("NA") (RM '000)	*	-	*	-	2,603,334	-	2,595,834
Number of ordinary shares ('000)	#	-	#	-	1,292,505	-	1,292,505
NA per ordinary shares (RM)	#	-	#	-	2.01	-	2.01

* RM2

negligible

 ERNST & YOUNG (AF: 0039)
Chartered Accountants, Kuala Lumpur
For identification purposes only

9. FINANCIAL INFORMATION (cont'd)

Sunway Berhad
Pro forma consolidated income statements

	Year ended 30 June 2008	18 month ended 31 December 2009	Year ended 31 December 2010
	RM'000	RM'000	RM'000
Revenue	2,939,828	4,150,355	3,134,474
Cost of sales	(1,897,835)	(2,659,045)	(2,076,424)
Gross profit	1,041,993	1,491,310	1,058,050
Other operating income	405,318	838,456	300,390
Administrative expenses	(330,428)	(545,666)	(407,411)
Selling and marketing expenses	(44,358)	(64,015)	(50,483)
Distribution costs	(39,842)	(93,873)	(62,011)
Other operating expenses	(190,112)	(321,762)	(246,393)
Profit from operations	842,571	1,304,450	592,142
Finance income	16,928	18,846	26,963
Finance costs	(123,290)	(164,308)	(101,170)
Share of results of associates	13,848	28,860	73,152
Share of results of jointly controlled entities	9,132	101,577	126,180
Profit before taxation	759,189	1,289,425	717,267
Taxation	(201,990)	(308,478)	280,216
Profit after taxation	557,199	980,947	997,483
Profit after taxation attributable to:			
Equity holders	358,723	643,494	688,248
Minority interest	198,476	337,453	309,235
	557,199	980,947	997,483

Sunway Berhad
Pro forma consolidated statement of cash flows

	Year ended 31 December 2010
	RM'000
Net cash flow generated from operating activities	461,734
Net cash flow generated from investing activities	2,034,995
Net cash flow used in financing activities	(2,265,856)
Net increase in cash and cash equivalents	230,873
Effect of exchange rate changes	(16,275)
Cash and cash equivalents at the beginning of the period	641,595
Cash and cash equivalents at the end of the period	856,193
Cash and cash equivalents comprise the followings:	
(a) Deposits, cash and bank balances	868,539
(b) Bank overdrafts	(12,346)
	856,193

 **ERNST & YOUNG** (AF: 0039)

 Chartered Accountants, Kuala Lumpur
 For identification purposes only

9. FINANCIAL INFORMATION (cont'd)

**Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Notes to the pro forma financial information**
Abbreviations

Unless the context otherwise requires, the following words and abbreviations shall apply throughout this report:

Sunway	Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Sunway Group	Sunway and its proposed subsidiaries
SunCity	Sunway City Berhad
SunH	Sunway Holdings Berhad
Acquisitions	Acquisitions by Sunway of the entire business and undertaking including all the assets and liabilities of SunCity and SunH
Sunway Shares	Ordinary shares of RM1 each of Sunway
Sunway Warrants	Warrants of Sunway
SunCity Shares	Ordinary shares of RM1 each of SunCity
SunCity ESOS Options	Employees' share option scheme of SunCity
SunCity Warrants	Warrants of SunCity
SunH Shares	Ordinary shares of RM1 each of SunH
SunH ESOS Options	Employees' share option scheme of SunH
SunH Warrants	Warrants of SunH

9. FINANCIAL INFORMATION (cont'd)

**Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Notes to the pro forma financial information (Contd.)**

Introductions

Sunway will acquire the entire business and undertaking, including all the assets and liabilities, of SunCity at an aggregate purchase consideration ("SunCity Consideration"):

- (a) equivalent to RM5.10 per SunCity Share multiplied by the total outstanding SunCity Shares on 27 July 2011;
- (b) equivalent to the Black-Scholes valuation based on RM5.10 per SunCity Share and calculated by applying all the relevant variables as at 22 November 2010 for the options issued under SunCity ESOS Options, multiplied by the total outstanding number of SunCity ESOS Options issued (for every issue of the SunCity ESOS Options, batched by their respective conversion prices). The Black-Scholes values for the SunCity ESOS Options range from RM0.96 to RM4.10 per SunCity ESOS Option (subject to the respective conversion price of the options); and
- (c) equivalent to the Black-Scholes valuation based on RM5.10 per SunCity Share and calculated by applying all the relevant variables as at 22 November 2010, being RM1.29 SunCity Warrants, multiplied by the total outstanding number of SunCity Warrants in issue.

Sunway will acquire the entire business and undertaking, including all the assets and liabilities of SunH, at an aggregate purchase consideration ("SunH Consideration"):

- (a) equivalent to RM2.60 per ordinary SunH Share (less treasury shares, if any) multiplied by the total outstanding SunH Shares on 27 July 2011;
- (b) equivalent to the Black-Scholes valuation based on RM2.60 per SunH Share and calculated by applying all the relevant variables as at 22 November 2010 for the options issued under SunH ESOS Options, multiplied by the total outstanding number of SunH ESOS Options issued (for every issue of the SunH ESOS Options, batched by their respective conversion prices). The Black-Scholes values for the SunH ESOS Options range from RM0.98 to RM1.67 per SunH ESOS Option (subject to the respective conversion price of the options); and
- (c) equivalent to the Black-Scholes valuation based on RM2.60 per SunH Share and calculated by applying all the relevant variables as at 22 November 2010, being RM1.50 per SunH Warrants, multiplied by the total outstanding number of SunH Warrants in issue.

Pursuant to the Acquisitions, a total of 1,292,505,002 Sunway Shares will be issued as part of the SunCity Consideration and SunH Consideration with the remainder of the SunCity Consideration and SunH Consideration being satisfied in cash. A total of 258,501,000 Sunway Warrants will be issued for free on the basis of 1 Sunway Warrant for every 5 Sunway Shares issued as part of the SunCity Consideration and SunH Consideration.

9. FINANCIAL INFORMATION (cont'd)

**Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Notes to the pro forma financial information (Contd.)****Basis of Preparation**

The pro forma financial information consists of the following:

- (a) The pro forma consolidated income statements of Sunway for the financial year/periods ended 30 June 2008, 31 December 2009 and 31 December 2010;
- (b) The pro forma consolidated statements of financial position of Sunway as at 31 December 2010; and
- (c) The pro forma consolidated statement of cash flows of Sunway for the financial year ended 31 December 2010.

The above pro forma financial information have been prepared on the basis stated below using the financial statements of Sunway, SunCity and SunH prepared in accordance with the Financial Reporting Standards in Malaysia and in a manner consistent with both the format of the financial statements and the accounting policies adopted by SunCity and SunH, which policies are those adopted by Sunway.

For the purposes of the pro forma consolidated income statements for the financial year/periods ended 30 June 2008, 31 December 2009 and 31 December 2010 and the pro forma consolidated statement of cash flows for the financial year ended 31 December 2010, the Sunway Group is assumed to have been in existence throughout the periods under review.

The pro forma consolidated statements of financial position as at 31 December 2010 are prepared for illustrative purposes only to show the effects of the Acquisitions, as described below, with the assumption that these transactions were completed on 31 December 2010.

9. FINANCIAL INFORMATION (cont'd)

**Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Notes to the pro forma financial information (Contd.)****1. Pro forma 1 – Draw down of borrowings**

Pro forma 1 incorporates the effects of the draw down of borrowings by Sunway. The total cash draw down of approximately RM912.25 million is to be used for part settlement of the SunCity Consideration and SunH Consideration.

2. Pro forma 2 – Acquisition

Pro forma 2 includes the effects of Pro forma 1 and the following:

- (i) acquisition by Sunway of the entire business and undertaking, including all the assets and liabilities, of SunCity, for a consideration of approximately RM2,597.09 million, which is to be satisfied via the issuance of approximately 742.03 million new Sunway Shares at an issue price of RM2.80 each and cash of approximately RM519.42 million; and
- (ii) acquisition by Sunway of the entire business and undertaking, including all the assets and liabilities, of SunH, for a consideration of approximately RM1,926.68 million, which is to be satisfied via the issuance of approximately 550.48 million new Sunway Shares at an issue price of RM2.80 each and cash of approximately RM385.34 million.

The combination of Sunway, SunCity and SunH is accounted for under the pooling of interest method.

The SunCity Consideration and SunH Consideration are computed based on outstanding SunCity Shares, SunCity ESOS Options, SunCity Warrants, SunH Shares, SunH ESOS Options and SunH Warrants as at 27 July 2011.

9. FINANCIAL INFORMATION (cont'd)

Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd)
Notes to the pro forma financial information (Contd.)

3. Pro forma 3 – Listing expenses

Pro forma 3 includes the effects of Pro forma 2 and the listing expenses as described below.

	RM '000
Estimated listing expenses	
- Professional fees ⁽¹⁾	5,000
- Fees to authorities pursuant to the listing scheme	1,000
- Other fees and expenses ⁽²⁾	800
- Miscellaneous expenses and contingencies	700
	7,500

Notes:

⁽¹⁾ Includes fees for among others, the Joint Principal Advisers, Legal Adviser and the Reporting Accountants.

⁽²⁾ Includes finance costs, printing, advertisement and public relations related expenses.

10. INFORMATION ON OUR GROUP

10.1 History and background

10.1.1 Sunway Berhad

We were set up as a special purpose company to facilitate the acquisition of SunCity Business and SunH Business. Upon the Completion, the businesses of SunCity Business and SunH Business will be merged under the enlarged Sunway Group.

We were incorporated in Malaysia under the Act on 10 November 2010 as a private limited company under the name of Alpha Sunrise Sdn Bhd. On 23 November 2010, we changed our name to Sunway Sdn Bhd. On 30 November 2010, we were converted into a public limited company and assumed our present name. The enlarged Sunway Group will consist of 2 main businesses, namely, property and construction. Other business divisions include quarry and building materials, trading and manufacturing, and hospitality, leisure and healthcare.

10.1.2 History and background of SunCity and SunH

(i) SunCity's history and business

SunCity was incorporated as a private limited company in Malaysia on 13 July 1982 as Sri Jasa Sdn Bhd and subsequently changed its name to Sri Jasa Development Corporation Sdn Bhd on 1 December 1986 and Bandar Sunway Sdn Bhd on 25 July 1987. It was converted to a public limited company on 24 July 1995 and assumed its present name, Sunway City Berhad on 2 April 1996. SunCity's successful listing on the Main Market of Bursa Securities on 8 July 1996 is a testament to its solid business management and aspiration to evolve even further as an integrated real estate conglomerate. There are 5 main business divisions within the SunCity Group prior to the Acquisition, namely property development division, property investment division, hospitality division, leisure division and healthcare division. A description of the businesses above is set out in Section 6.1 of this Prospectus.

(ii) SunH's history and business

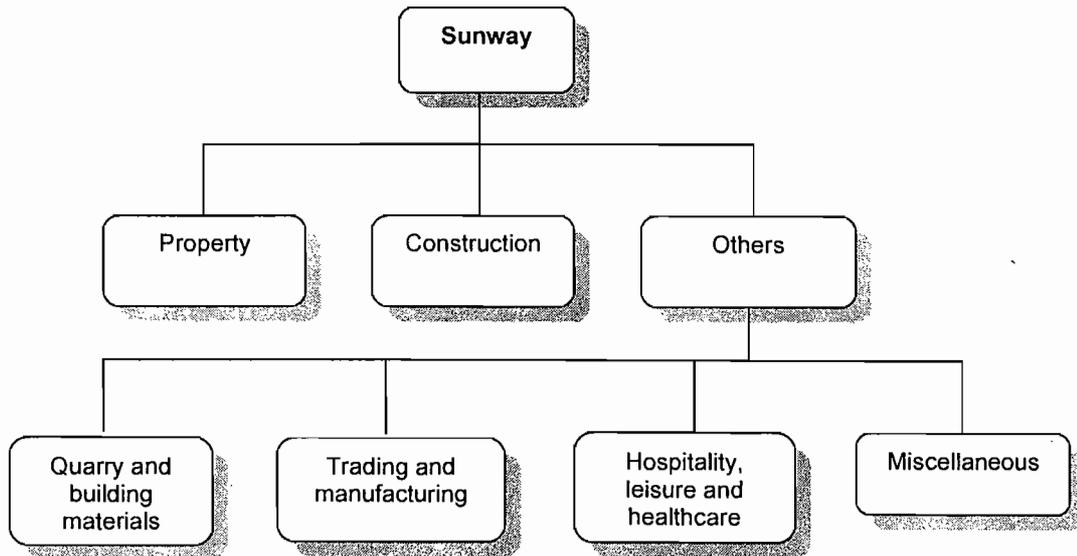
SunH was incorporated as a private limited company under the Act on 26 January 1978 as Sungei Way Holdings Sdn Bhd. It was converted to a public limited company on 13 December 1983 and was officially listed on the Main Market of Bursa Securities as Sungei Way Holdings Berhad on 16 February 1984. SunH subsequently changed its name to Sunway Holdings Incorporated Berhad on 13 December 1999 and assumed its present name of Sunway Holdings Berhad on 3 December 2007.

Whilst SunH started as a tin-mining and quarrying company, SunH grew to become an investment holding company, with subsidiaries involved in the core businesses of construction, property development, quarrying, trading, manufacturing and building materials with a growing presence in various countries prior to the Acquisition. A description of the businesses above is set out in Section 6.1 of this Prospectus.

10. INFORMATION ON OUR GROUP (cont'd)

10.1.3 Group structure

As at the date of this Prospectus, our Group structure is as follows:



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10. INFORMATION ON OUR GROUP (cont'd)

Property

- Sunway Damansara Sdn Bhd
- Sunway D'Mont Kiara Sdn Bhd
- Sunway Semenyih Sdn Bhd
- Sunway Monterez Sdn Bhd
- Sunway City (Ipoh) Sdn Bhd
- Sunway Rahman Putra Sdn Bhd
- Sunway City (Penang) Sdn Bhd
- Sunway Kinrara Sdn Bhd
- Sunway Tunas Sdn Bhd
- Sunway Townhouse Sdn Bhd
- Sunway Crest Sdn Bhd
- Sunway South Quay Sdn Bhd
- Sunway Bukit Gambier Sdn Bhd
- Sunway Grand Sdn Bhd
- Sunway City Properties Sdn Bhd
- Sunway Melawati Sdn Bhd
- Sunway City India Private Limited #
- Sunway Cana City Development Ltd *#
- Sunway SPK Homes Sdn Bhd *
- Sunway Opus International Private Limited *#
- Sunway Platinum Success Sdn Bhd
- Sunway Residence Sdn Bhd
- Kinta Sunway Resort Sdn Bhd
- Sunway PFM Sdn Bhd (formerly known as Menara Sunway Sdn Bhd)
- Sunway Destiny Sdn Bhd (formerly known as Stellar Destiny Sdn Bhd)
- Sunway Monash-U Residence Sdn Bhd
- SunwayMas Sdn Bhd
- Sunway Termuning Sdn Bhd
- Sunway Rydgeway Sdn Bhd (formerly known as Sunway Greenview Sdn Bhd)
- Sunway Rawang Heights Sdn Bhd
- Sunway Kanching Heights Sdn Bhd
- Sunway Bangi Sdn Bhd
- Muhibbah Permai Sdn Bhd
- Sunway Developments Pte Ltd #
- Hoi Hup Sunway Development Pte Ltd *#
- Hoi Hup Sunway J.V. Pte Ltd *#
- Hoi Hup Sunway Property Pte Ltd *#
- Area Star Sdn Bhd
- Sunway Facility Management Sdn Bhd
- Sunway IFM Sdn Bhd
- Rich Worldclass Sdn Bhd
- Sunway Symphony Sdn Bhd (formerly known as Worldclass Symphony Sdn Bhd)
- Sunway Pinnacle Sdn Bhd (formerly known as Quest Affinity Sdn Bhd)
- Sunway Ambience Sdn Bhd (formerly known as Spring Ambience Sdn Bhd)
- Sunway Parking Management Sdn Bhd
- Sunway Bintang Sdn Bhd (formerly known as Prime Delight Sdn Bhd)
- Pena Enterprise Sdn Bhd
- Frontier Acres Sdn Bhd
- Ekuiti Meranti (M) Sdn Bhd
- Sunway Guanghao Real Estate (Jiangyin) Co. Ltd * #
- Sunway MAK International Private Limited * #
- Shahawan (M) Sdn Bhd
- Sunway Land Pte Ltd #
- Mujurmas Sdn Bhd
- Pembangunan Risjaya Sdn Bhd
- Eaglefield Sdn Bhd
- Sunway PJ51A Sdn Bhd (formerly known as Sungei Way Resources Sdn Bhd)
- Hoi Hup Sunway Miltonia Pte Ltd *#
- Hoi Hup Sunway Tampines Pte Ltd *#
- Sunway City (JB) Sdn Bhd (formerly known as Asli Budimas Sdn Bhd)
- Salient Century Sdn Bhd
- Analisa Kekal Sdn Bhd
- Bintutara Sdn Bhd
- Sunway REIT *
- Sunway REIT Management Sdn Bhd
- Sunway Tower 1 Sdn Bhd
- Hartford Lane Pty Ltd #
- Sunway Australia Unit Trust #
- Sunway Top Magnitude Sdn Bhd (formerly known as Top Magnitude Sdn Bhd)
- Sunway Giza Parking Sdn Bhd (formerly known as Seruan Istilah Sdn Bhd)
- Sunway Giza Mall Sdn Bhd (formerly known as Cahaya Jejaka Sdn Bhd)
- Virgo Rhythm Sdn Bhd
- Daksina Harta Sdn Bhd
- Hoi Hup Sunway Yuan Ching Pte Ltd * #

10. INFORMATION ON OUR GROUP (cont'd)

Construction

- Sunway Construction Sdn Bhd
- Sunway Engineering Sdn Bhd
- Sunway Machinery Sdn Bhd
- Sunway Construction India Pte Ltd #
- Sunway Construction Caribbean Ltd #
- Sunway Builders Sdn Bhd
- Sunway Innopave Sdn Bhd
- Sunway Concrete Products (S) Pte Ltd #
- Sunway Geotechnics (M) Sdn Bhd
- Sunway Creative Stones Sdn Bhd
- Sunway Creative Stones (Xiamen) Co. Ltd #
- Sunway Geotechnics (S) Pte Ltd #
- Sunway GD Foundation Engineering Co. Ltd #
- Shanghai Xinhetai Construction Ltd #
- Shanghai Sunway Geotechnics Engineering Co. Ltd #
- PT Sunway Construction Engineering #
- Sunway GD Foundation Engineering Technical Advisory (Shanghai) Co. Ltd #
- Splendid Era Sdn Bhd
- Sunway GD Piling Sdn Bhd
- Sunway SK Sdn Bhd

Quarry and building materials

- Sunway Quarry Industries Sdn Bhd
- Sunway Hatay Construction & Building Materials J.V. Co. Ltd #
- Sungei Way Ocean Joint Venture Ltd #
- Sunway Quarry (Kuala Kangsar) Sdn Bhd (formerly known as Kualiti Klasik Sdn Bhd)
- Sunway Quarry (Melaka) Sdn Bhd (formerly known as Ansa Teknik Holdings Sdn Bhd)
- Sunway Quarry Industries (Caribbean) Limited #
- Sunway Quarry Industries (Taiping) Sdn Bhd (formerly known as Taiping Kuari Sdn Bhd)
- Sunway Paving Solutions Sdn Bhd
- Sunway Keramo Sdn Bhd
- Sunway Pipeplus Technology Sdn Bhd
- Sunway Building Materials (Shanghai) Co. Ltd #
- Sunway Building Materials (Dongguan) Co. Ltd #
- Sunway Spun Pile (Zhuhai) Co. Ltd #
- Sunway Cavity Wall Panel Sdn Bhd
- Sunway Cavity Wall Panel (S) Pte Ltd #
- Sunway Dimension Stones Sdn Bhd
- Sunway Quarry Industries (Melaka) Sdn Bhd (formerly known as Ansa Teknik (Melaka) Sdn Bhd)
- Sunway Holdings (Vietnam) Sdn Bhd

10. INFORMATION ON OUR GROUP (cont'd)

Trading and
manufacturing

- Sunway Marketing Sdn Bhd
- Sunway Marketing (S) Pte Ltd #
- Sunway Enterprise (1988) Sdn Bhd
- Sunway Hydraulic Industries Sdn Bhd
- Sunway Xin Long (Anhui) Hydraulic Co. Ltd #
- Sunway Trading (Shanghai) Pte Ltd #
- Sunway Daechang Forging (Anhui) Co. Ltd #
- PT Sunway Trek Masindo #
- Sunway Marketing (Thailand) Ltd #
- Totalrubber Ltd #
- Pacific Flow Technology Pty Ltd #
- Total Rubber Services Franchising Pty Ltd #
- Sunway Marketing (East Malaysia) Sdn Bhd
- Sunway Hose Centre Sdn Bhd
- Buildtrend B.S.G. (M) Sdn Bhd *
- Sunway Supply Chain Enterprise Sdn Bhd
- Sunway Precast Industries Sdn Bhd
- Sunway Pharma Sdn Bhd
- PT Sunway Flowtech #
- Sunway International Trading (Tianjin) Pte Ltd #
- Sunway Opus International Trading Private Limited #
- Sunway Architectural Products Sdn Bhd
- Reptolink Sdn Bhd

Hospitality, leisure
and healthcare

- Sunway Hospitality Holdings Limited #
- Sunway Resort Hotel Sdn Bhd
- Sunway Hotel (Penang) Sdn Bhd
- Sunway Hotel (Seberang Jaya) Sdn Bhd
- Sunway Hotel Phnom Penh Ltd #
- Sunway Lagoon Sdn Bhd
- Sunway Travel Sdn Bhd
- Sunway Lagoon Club Berhad
- Sunway International Vacation Club Berhad
- Sunway Healthy Lifestyle Sdn Bhd
- Sunway Lagoon Water Park Sdn Bhd
- Sunway Leisure Services Sdn Bhd
- Pyramid Bowl Sdn Bhd *
- Sunway Medical Centre Berhad
- SunMed@Home Sdn Bhd
- SunMed Clinics Sdn Bhd
- Sunway Hotel Hanoi Liability Limited Company with one member #
- Sunway Leisure Sdn Bhd (formerly known as Mega Capacity Sdn Bhd)
- Sunway Shopping Centre Management Private Limited #
- Allson International Hotels & Resorts (B.V.I.) Limited #
- Allson International Management Limited #
- Sunway International Hotels & Resorts Sdn Bhd
- Allson International Hotels & Resorts Sdn Bhd
- Sunway Lost World Hotel Sdn Bhd (formerly known as Linear Plus Sdn Bhd)
- Sydney Theme Park Pty Limited #
- Sunway Putra Hotel Sdn Bhd (formerly known as Wisdom Achievers Sdn Bhd)

10. INFORMATION ON OUR GROUP (cont'd)

Miscellaneous

- Sunway Global Limited #
- Sunway Management Sdn Bhd
- Sunway Shared Services Centre Sdn Bhd
- Sunway BPO Sdn Bhd
- Sunway Leasing Sdn Bhd
- SWL Nominees (Tempatan) Sdn Bhd
- Sunway Elite Sdn Bhd
- Sunway Credit Sdn Bhd
- Sunway Risk Management Sdn Bhd
- Sunway Integrated Outsourcing Sdn Bhd
- Sunway Captive Insurance Ltd
- Gopeng Berhad ^*
- Peluang Klasik (M) Sdn Bhd
- Konsep Objektif (M) Sdn Bhd
- Sunway Pyramid Sdn Bhd
- Emerald Tycoon Sdn Bhd
- Sunway Treasury Sdn Bhd (formerly known as Sunway Monorail Sdn Bhd)
- Sunway Real Estate (China) Limited #
- Pembinaan Objektif (M) Sdn Bhd
- Sunway Medical Holdings Sdn Bhd
- SunCity SSC Sdn Bhd
- Sunway City (Cambodia) Sdn Bhd
- Sunway City (S'pore) Pte. Ltd.#
- Sunway FitOut Sdn Bhd
- Sunway Homes (MM2H) Sdn Bhd
- Sunway Loyalty Card Sdn Bhd (formerly known as Loyal Connection Sdn Bhd)
- SunCity Vietnam Sdn Bhd
- Warisan Kerjasama Sdn Bhd
- Fame Parade Sdn Bhd
- Era Primision Sdn Bhd
- Commercial Parade Sdn Bhd
- Sunway Carnival Sdn Bhd
- Sejati Pesona Sdn Bhd
- Associated Circle Sdn Bhd
- Alliance Parade Sdn Bhd
- Sunway Wildlife Sdn Bhd ~
- Eastern Glory Enterprises Limited #
- Sunway Lagoon Management Sdn Bhd ~
- Hochimex Nominee Company Limited #
- Sunway Gamma Knife Centre (Malaysia) Sdn Bhd
- Sunway City Cambodia Limited #
- Objektif Ekuiti (M) Sdn Bhd
- Lagoon Fantasy Sdn Bhd
- Semangat Kancil (M) Sdn Bhd
- Ganda Antik Sdn Bhd
- Sunway Hotel Services (Ipoh) Sdn Bhd
- Imbasan Intisari Sdn Bhd
- Tidal Elegance Sdn Bhd
- Park Symphony Sdn Bhd
- Pan Unicreation Sdn Bhd
- Winning Excellence Sdn Bhd
- Laudable Generations Sdn Bhd
- Contemporary Deal Sdn Bhd
- Contemporary Factor Sdn Bhd
- Petikan Tropika Sdn Bhd
- Sumber Dorongan Sdn Bhd
- Anggaran Salju Sdn Bhd
- Bisikan Seni Sdn Bhd
- Emerald Freight Sdn Bhd
- MSW Parking Sdn Bhd
- Sunway Parking Services Sdn Bhd
- Logic Square Sdn Bhd
- International Theme Park Pty Ltd #
- Aktif - Sunway Sdn Bhd *
- Sunway Velocity Mall Sdn Bhd (formerly known as Glitter Performance Sdn Bhd) *
- Sunway Land Sdn Bhd
- Sunway Property (China) Limited #
- Galaxy Avenue Sdn Bhd
- Sunway Orient Sdn Bhd
- Sunway Juarasama Sdn Bhd
- ABS Land & Properties Berhad
- Myanmar Sungei Way Holdings Limited @#
- PT Sunway Quarry Indonesia #
- Amalan Insaf (M) Sdn Bhd
- Sunway M&E Sdn Bhd
- Binajelata (M) Sdn Bhd@

10. INFORMATION ON OUR GROUP (cont'd)

Miscellaneous (cont'd)

- Identiti Jelata (M) Sdn Bhd @
- Sunspan Sdn Bhd
- Target Beam (M) Sdn Bhd @
- Baramatics Sdn Bhd @
- Classvest Realty Sdn Bhd @
- Crossside Realty Sdn Bhd @
- Sunway Industrial Products Sdn Bhd
- Sunway Machinerics Services Sdn Bhd
- Sun-Block (Batang Kali) Sdn Bhd
- Sunway IBS Sdn Bhd
- Sunway PMI-Pile Construction Sdn Bhd
- Sunway Smartek Sdn Bhd
- Sunway Land (China) Limited#
- Geneva Dua Sdn Bhd
- PT Sunway Marketing Indonesia #
- Fortuna Gembira Enterpris Sdn Bhd
- Realty Investments (HB) Inc #
- Hang Bai Office Complex JVC #
- Sunway Pipe Inspection and Repair Services Centre Sdn Bhd
- Sun-Block (Senai) Sdn Bhd
- Sun-Block (Beranang) Sdn Bhd
- Heng Ngai Knitting Manufacturer Sdn Bhd
- Sungei Way-Saigon-Pilecon Engineering Company #
- Sungei Way Construction (S) Pte Ltd #
- Varich Industries Sdn Bhd
- Sunway Daechang Forging Investment Limited *#
- Sunway Marketing (Shanghai) Pte Ltd #
- Coral-White Sdn Bhd ~
- Sunway City Captive Insurance Ltd#
- Sunway Tower 2 Sdn Bhd
- Estonia Enterprises Limited#
- Sunway Interiors Sdn Bhd (formerly known as Sunway-LCL Interior Sdn Bhd)

Notes:

- ^ Public listed companies
- # Overseas company
- * Associated company/jointly controlled entity
- @ In members' voluntary liquidation
- ~ In creditors' voluntary liquidation

10. INFORMATION ON OUR GROUP (cont'd)

10.1.4 Share capital and changes in share capital

As at the LPD, our authorised share capital is RM10,000,000,000 comprising 10,000,000,000 Shares and our issued and paid-up share capital is RM2 comprising 2 Shares. Upon Completion, our issued and paid-up share capital is RM1,292,505,004 comprising 1,292,505,004 Shares and there are 258,501,000 Warrants. Save for our Warrants and Sunway Global Limited which has granted share options to key employees which are still unexercised, neither our Company nor our subsidiaries have any outstanding warrants, options, convertible securities or uncalled capital.

The changes in our issued and paid-up share capital since our incorporation are as follows:

Date of allotment	No. of shares allotted	Par value RM	Consideration	Cumulative issued and paid-up share capital RM
10.11.2010	2	1.00	Subscribers' shares	2
Date of this Prospectus	1,292,505,002	1.00	Acquisition	1,292,505,004

10.2 Subsidiaries, jointly controlled entities and associated companies

As at the date of the LPD, the details of our subsidiaries, jointly controlled entities and associated companies are set out in the table below:

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Subsidiaries of Sunway					
SunCity	87564-X	13.07.1982 Malaysia	2 (as at the date of this Prospectus)	100	Investment holding
SunH	37465-A	26.01.1978 Malaysia	2 (as at the date of this Prospectus)	100	Investment holding
Bintutara Sdn Bhd	112537-P	04.01.1984 Malaysia	2,818,182	100	Property development and investment holding
Sunway Kinrara Sdn Bhd	159422-A	10.02.1987 Malaysia	250,000	100	Property development
Sunway Hotel (Penang) Sdn Bhd	130380-T	08.11.1984 Malaysia	20,710,361	100	Hotel business
Sunway City (Penang) Sdn Bhd	141336-U	27.06.1985 Malaysia	2,099,347	100	Property development and investment holding
Konsep Objektif (M) Sdn Bhd	324348-V	23.11.1994 Malaysia	69,704	70	Investment holding
Sunway Pyramid Sdn Bhd	261164-X	12.04.1993 Malaysia	136,042,669	52	Dormant

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway City Properties Sdn Bhd	18451-M	07.05.1974 Malaysia	250,000	100	Property development and investment holding
Sunway Lagoon Sdn Bhd	211311-A	18.01.1991 Malaysia	10,000,000	100	Theme park operator
Sunway Resort Hotel Sdn Bhd	182198-M	23.05.1989 Malaysia	20,000,000	100	Hotel business
Sunway Lagoon Club Berhad	185477-W	14.08.1989 Malaysia	2,400,000	84	Recreational club facilities
Sunway Travel Sdn Bhd	158589-D	27.12.1986 Malaysia	1,148,000	100	Travel and tour agent
Sunway Hospitality Holdings Limited	145765	23.03.1995 British Virgin Islands	USD6,548	100	Hotel management
Emerald Tycoon Sdn Bhd	554342-U	25.07.2001 Malaysia	300,000	100	Investment holding
Sunway Treasury Sdn Bhd (formerly known as Sunway Monorail Sdn Bhd)	434005-W	05.06.1997 Malaysia	2	100	Provision of financial services
Sunway Grand Sdn Bhd	66715-X	20.01.1981 Malaysia	700,000	100	Property development
Pembinaan Objektif (M) Sdn Bhd	324342-H	23.11.1994 Malaysia	100	100	Investment holding
Sunway Medical Holdings Sdn Bhd	210146-H	28.12.1990 Malaysia	1,000,003	100	Investment holding
SunCity SSC Sdn Bhd	602138-H	28.12.2002 Malaysia	2	100	Provision of shared services
Sunway City (Cambodia) Sdn Bhd	364790-P	25.10.1995 Malaysia	100	76	Investment holding
Sunway City (Ipoh) Sdn Bhd	219749-M	28.06.1991 Malaysia	28,600,000	65	Property development and investment holding
Sunway Damansara Sdn Bhd	179182-V	28.02.1989 Malaysia	10,250,002	60	Property development and investment holding
Sunway Semenyih Sdn Bhd	395056-T	22.07.1996 Malaysia	10,000,000	70	Property development
Sunway Tunas Sdn Bhd	334419-X	22.02.1995 Malaysia	250,000	100	Property development
Area Star Sdn Bhd	415501-H	02.01.1997 Malaysia	23,506	100	Property development
Sunway City (S'pore) Pte. Ltd.	198204048H	24.09.1982 Singapore	SGD2 SGD14,098,336 (redeemable preference shares) SGD5 (non-convertible redeemable preference shares)	100	Promotion and marketing services and investment holding

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Sunway FitOut Sdn Bhd	456451-P	08.01.1998 Malaysia	2	100	Provision of fit-out management services
Sunway Destiny Sdn Bhd (formerly known as Stellar Destiny Sdn Bhd)	443511-H	18.08.1997 Malaysia	100,001	100	Property investment
Sunway Facility Management Sdn Bhd	443028-K	14.08.1997 Malaysia	1,800	100	Building facilities management
Sunway Leisure Sdn Bhd (formerly known as Mega Capacity Sdn Bhd)	886286-M	14.01.2010 Malaysia	2	100	Ice rink operator and car park management
Sunway City (JB) Sdn Bhd (formerly known as Asli Budimas Sdn Bhd)	896512-M	31.03.2010 Malaysia	795,000	80	Property development
Sunway IFM Sdn Bhd	130231-P	06.11.1984 Malaysia	100	100	Building facilities management
Sunway Melawati Sdn Bhd	606358-V	18.02.2003 Malaysia	749,845	100	Property development
Sunway Bukit Gambier Sdn Bhd	616416-W	27.05.2003 Malaysia	250,000	100	Property development
Sunway PFM Sdn Bhd (formerly known as Menara Sunway Sdn Bhd)	218317-K	06.06.1991 Malaysia	33,480,000	100	Building facilities management
Sunway Crest Sdn Bhd	547439-V	12.05.2001 Malaysia	250,000	100	Property development
Sunway International Vacation Club Berhad	644585-X	05.03.2004 Malaysia	10,000,000	100	Time sharing business
Sunway Tower 2 Sdn Bhd	542070-M	16.03.2001 Malaysia	250,000	100	Dormant
Sunway Platinum Success Sdn Bhd	545957-T	25.04.2001 Malaysia	2	100	Property investment
Sunway Healthy Lifestyle Sdn Bhd	689476-X	26.04.2005 Malaysia	1,000,000	100	Medical tourism
Sunway Residence Sdn Bhd	538641-W	08.02.2001 Malaysia	100,001	100	Property investment
Sunway Leisure Services Sdn Bhd	543257-K	29.03.2001 Malaysia	200,000	100	Provision of transportation services
Rich Worldclass Sdn Bhd	866558-X	30.07.2009 Malaysia	12	100	Property investment
Sunway Homes (MM2H) Sdn Bhd	546411-P	30.04.2001 Malaysia	50,000	100	Dormant
Sunway Tower 1 Sdn Bhd	545935-D	25.04.2001 Malaysia	285,422	100	Property investment

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway Symphony Sdn Bhd (formerly known as Worldclass Symphony Sdn Bhd)	769617-T	16.04.2007 Malaysia	2	100	Property investment
Sunway Loyalty Card Sdn Bhd (formerly known as Loyal Connection Sdn Bhd)	914000-K	03.09.2010 Malaysia	2	100	Loyalty card program
Sunway Pinnacle Sdn Bhd (formerly known as Quest Affinity Sdn Bhd)	895562-K	26.03.2010 Malaysia	500,010	100	Property investment
Sunway Shopping Centre Management Private Limited	1049170	02.06.2006 Hong Kong	HKD1	100	Provision of shopping centre and facilities management services
Sunway City India Private Limited	U70102KA200 6FTC041314	27.12.2006 India	INR100,000	99.99	Property development and investment holding
Sunway REIT Management Sdn Bhd	806330-X	14.02.2008 Malaysia	1,000,000	100	Managing and administering real estate investment fund
Sunway Ambience Sdn Bhd (formerly known as Spring Ambience Sdn Bhd)	767918-W	02.04.2007 Malaysia	2	100	Property investment
Sunway Rahman Putra Sdn Bhd	561202-P	10.10.2001 Malaysia	300,000	100	Property development
Sunway Medical Centre Berhad	341855-X	27.04.1995 Malaysia	131,121,845	91	Operator of a medical centre
SunCity Vietnam Sdn Bhd	813007-U	09.04.2008 Malaysia	53	100	Investment holding
Sunway City Captive Insurance Ltd (held in trust by General Captive International Ltd)	LL07120	19.06.2009 Malaysia	USD1	100	Captive insurance
Warisan Kerjasama Sdn Bhd	894742-A	23.03.2010 Malaysia	2	100	Dormant
Sunway Parking Management Sdn Bhd	454068-M	28.11.1997 Malaysia	10,020	100	Property investment
Salient Century Sdn Bhd	883253-V	21.12.2009 Malaysia	2	100	Property investment
Sunway Top Magnitude Sdn Bhd (formerly known as Top Magnitude Sdn Bhd)	926145-W	21.12.2010 Malaysia	2	100	Property Investment
Sunway Putra Hotel Sdn Bhd (formerly known as Wisdom Achievers Sdn Bhd)	938275-T	29.03.2011 Malaysia	2	100	Hotel business
Sejati Pesona Sdn Bhd	237217-H	28.03.1992 Malaysia	2	100	Dormant

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway Construction Sdn Bhd	27175-V	26.04.1976 Malaysia	193,954,000	100	Turnkey, construction related design and build, civil engineering and building works
SunwayMas Sdn Bhd	130027-K	02.11.1984 Malaysia	7,642,120	100	Property and housing development
Sunway Keramo Sdn Bhd	205881-A	09.10.1990 Malaysia	33,000,000	100	Marketing, manufacturing and sale of glazed vitrified clay pipes and other similar related clay products
Sunway Marketing Sdn Bhd	110342-X	21.11.1983 Malaysia	13,100,000	100	Marketing, distribution and sale of construction related products and industrial products
Sunway Marketing (S) Pte Ltd	197501497R	21.08.1975 Singapore	SGD6,000,000	100	Trading in hose and fittings and hose assembly
Sunway Leasing Sdn Bhd	35433-X	17.10.1977 Malaysia	8,500,000	100	Provision of finance through leasing; hire purchase, money lending and share financing
Sunway Risk Management Sdn Bhd	130211-V	06.11.1984 Malaysia	100,000	100	General and life insurance agency providing insurance underwriting and consultancy service
Sunway Management Sdn Bhd	50661-X	18.09.1979 Malaysia	20,000	100	Share registration and secretarial services
Sunway Land Sdn Bhd	123532-K	19.07.1984 Malaysia	600,000	100	Investment holding
Sunway Holdings (Vietnam) Sdn Bhd	85174-D	24.05.1982 Malaysia	710,002	100	Investment holding
Reptolink Sdn Bhd	432747-P	26.05.1997 Malaysia	2	100	Investment holding
Sunway Property (China) Limited	221429	15.07.1988 Hong Kong	HKD1,000	99	Dormant
Shahawan (M) Sdn Bhd	454336-K	02.12.1997 Malaysia	1,000	100	Property investment
Galaxy Avenue Sdn Bhd	434068-K	05.06.1997 Malaysia	2	100	Dormant
Sunway Orient Sdn Bhd	345649-U	07.06.1995 Malaysia	100	100	Dormant
Sunway BPO Sdn Bhd	559031-P	17.09.2001 Malaysia	2	100	Provision of financial, accounting and information technology services

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway Shared Services Centre Sdn Bhd	603026-A	09.01.2003 Malaysia	2	100	Provision of financial, accounting and information technology services
Sunway Supply Chain Enterprise Sdn Bhd	395751-M	26.07.1996 Malaysia	2	100	General traders dealing in timber, plywood, metal products, information and communication technology equipment, general plant and machineries and other general merchandise
Sunway Juarasama Sdn Bhd	111886-A	21.12.1983 Malaysia	12,000,000	100	Dormant
ABS Land & Properties Berhad #	622908-T	25.07.2003 Malaysia	2	-	Dormant
# We have adopted IC interpretation 112 "Consolidation Special Purpose Entities" ("IC112"), which led to the consolidation of ABS Land & Properties Berhad, an entity which is in substance controlled by us.					
Sunway Quarry Industries Sdn Bhd	110401-A	22.11.1983 Malaysia	9,000,000	100	Manufacturing and supplying of premix, quarry operations to carry out contract works for civil projects
Sunway Pipeplus Technology Sdn Bhd	411837-T	29.11.1996 Malaysia	2,710,000	100	Production of concrete pipes
Sunway Paving Solutions Sdn Bhd	77490-W	02.11.1981 Malaysia	38,381,000	100	Manufacturing and marketing of concrete pavers, hollow concrete blocks and eurotiles, undertake contracts for paving works and the hiring of heavy machinery
Sunway Quarry (Kuala Kangsar) Sdn Bhd (formerly known as Kualiti Klasik Sdn Bhd)	221592-V	24.07.1991 Malaysia	120,000	100	To sell or otherwise deal in stones, aggregates, premix or other construction related products
Sunway Quarry (Melaka) Sdn Bhd (formerly known as Ansa Teknik Holdings Sdn Bhd)	98513-M	10.03.1983 Malaysia	7,490,000	100	Investment holding
Sunway Quarry Industries (Caribbean) Limited	S5291(95)	27.09.2007 Trinidad and Tobago	USD2,000,000	100	Manufacturing and quarry operations to carry out contract works for civil projects
Sunway Integrated Outsourcing Sdn Bhd	414012-T	17.12.1996 Malaysia	8,000	100	Provision of business process outsourcing, knowledge process outsourcing and information technology outsourcing services

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Myanmar Sungei Way Holdings Limited	-	21.03.1997 Myanmar	K1,000,000	99.9	In members' voluntary liquidation
PT Sunway Quarry Indonesia	-	04.07.2008 Indonesia	USD500,000	95	Dormant
Amalan Insaf (M) Sdn Bhd	325217-T	29.11.1994 Malaysia	1,000	83	Dormant
Sunway Global Limited	832729	07.02.2003 Hong Kong	HKD281,810,477	77	Investment holding and provision of management services
Sunway Real Estate (China) Limited	1244034	04.06.2008 Hong Kong	HKD1,513,346	100	Investment holding
Subsidiaries of Sunway City (Penang) Sdn Bhd					
Fame Parade Sdn Bhd	238148-V	20.04.1992 Malaysia	2	100	Dormant
Era Primision Sdn Bhd	238182-V	21.04.1992 Malaysia	2	100	Dormant
Commercial Parade Sdn Bhd	235996-P	12.03.1992 Malaysia	2	100	Dormant
Sunway Hotel (Seberang Jaya) Sdn Bhd	238606-A	24.04.1992 Malaysia	2,000,000	100	Hotel business
Sunway Carnival Sdn Bhd	238144-X	20.04.1992 Malaysia	100,000	100	Dormant
Sunway Bintang Sdn Bhd (formerly known as Prime Delight Sdn Bhd)	238575-M	24.04.1992 Malaysia	2	100	Property development
Associated Circle Sdn Bhd	238151-V	21.04.1992 Malaysia	2	100	Dormant
Alliance Parade Sdn Bhd	237611-X	14.04.1992 Malaysia	2	100	Dormant
Subsidiary of Konsep Objektif (M) Sdn Bhd					
Sunway Hotel Phnom Penh Limited	INV.239/96E	03.09.1996 Cambodia	USD4,000,000	75	Hotel business
Subsidiary of Sunway City Properties Sdn Bhd					
Pena Enterprise Sdn Bhd	193510-P	15.02.1990 Malaysia	354,601	100	Property development and investment holding
Subsidiaries of Sunway Lagoon Sdn Bhd					
Sunway Wildlife Sdn Bhd	382024-V	01.04.1996 Malaysia	100	100	In creditors' voluntary liquidation

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Eastern Glory Enterprises Limited	IBC No. 206168	18.11.1996 British Virgin Islands	AUD24,521,365	45	Investment holding
Sunway Townhouse Sdn Bhd	444689-T	26.08.1997 Malaysia	265,903	100	Property development
Sunway South Quay Sdn Bhd	636596-T	10.12.2003 Malaysia	250,000	60	Property development
Frontier Acres Sdn Bhd	644961-W	09.03.2004 Malaysia	25,000	100	Property investment
Sunway Lagoon Management Sdn Bhd	366514-X	09.11.1995 Malaysia	1,000,000	100	In creditors' voluntary liquidation
Subsidiaries of SunCity Vietnam Sdn Bhd					
Hochimex Nominee Company Limited	340957	16.01.1992 Hong Kong	HKD1,000,000	100	Investment holding
Sunway Hotel Hanoi Liability Limited Company with one member		09.10.1992 Vietnam	USD5,040,000	100	Hotel business
Subsidiary of Sunway South Quay Sdn Bhd					
Sunway Monash-U Residence Sdn Bhd	843281-X	06.01.2009 Malaysia	300,000	100	Property investment
Subsidiaries of Sunway Hospitality Holdings Ltd					
Allson International Hotels & Resorts (B.V.I) Limited	34506	11.09.1990 British Virgin Islands	USD1	100	Hotel management
Allson International Management Limited	67577	11.08.1992 British Virgin Islands	USD1	100	Hotel management
Sunway International Hotels & Resorts Sdn Bhd	430654-V	09.05.1997 Malaysia	2	100	Hotel management
Allson International Hotels & Resorts Sdn Bhd	785546-K	21.08.2007 Malaysia	2	100	Hotel management
Subsidiary of Emerald Tycoon Sdn Bhd					
Sunway D'Mont Kiara Sdn Bhd	559638-V	21.09.2001 Malaysia	250,000	70	Property development
Subsidiary of Sunway D'Mont Kiara Sdn Bhd					
Ekuiti Meranti (M) Sdn Bhd	328670-X	27.12.1994 Malaysia	1,000	100	Property Investment

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Subsidiary of Sunway Medical Holdings Sdn Bhd					
Sunway Gamma Knife Centre (Malaysia) Sdn Bhd	512091-U	21.04.2000 Malaysia	2	100	Dormant
Subsidiary of Sunway City (Cambodia) Sdn Bhd					
Sunway City Cambodia Limited	INV.405/97M	16.09.1997 Cambodia	USD500,000	80	Dormant
Subsidiaries of Sunway City (Ipoh) Sdn Bhd					
Kinta Sunway Resort Sdn Bhd	359940-K	16.09.1995 Malaysia	10,000,000	100	Property investment and hotel owner and operator
Objektif Ekuiti (M) Sdn Bhd	346731-H	14.06.1995 Malaysia	2	100	Dormant
Peluang Klasik (M) Sdn Bhd	354479-V	07.08.1995 Malaysia	250,000	100	Dormant
Sunway Lagoon Water Park Sdn Bhd	240342-P	15.05.1992 Malaysia	10,000,000	100	Theme park operator
Lagoon Fantasy Sdn Bhd	207205-K	06.11.1990 Malaysia	2	100	Dormant
Semangat Kancil (M) Sdn Bhd	355988-A	18.08.1995 Malaysia	2	100	Dormant
Ganda Antik Sdn Bhd	347795-M	22.06.1995 Malaysia	2	100	Dormant
Sunway Hotel Services (Ipoh) Sdn Bhd	325648-P	02.12.1994 Malaysia	2	100	Dormant
Sunway Lost World Hotel Sdn Bhd	862578-V	30.06.2009 Malaysia	250,000	100	Hotel business
Subsidiaries of Sunway Damansara Sdn Bhd					
Imbasan Intisari Sdn Bhd	386220-U	06.05.1996 Malaysia	2	100	Dormant
Tidal Elegance Sdn Bhd	387222-K	14.05.1996 Malaysia	2	100	Dormant
Park Symphony Sdn Bhd	387225-D	14.05.1996 Malaysia	2	100	Dormant
Pan Unicreation Sdn Bhd	383756-D	15.04.1996 Malaysia	2	100	Dormant
Winning Excellence Sdn Bhd	371837-M	26.12.1995 Malaysia	2	100	Dormant

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Laudable Generations Sdn Bhd	380875-P	22.03.1996 Malaysia	2	100	Dormant
Contemporary Deal Sdn Bhd	381149-A	25.03.1996 Malaysia	2	100	Dormant
Contemporary Factor Sdn Bhd	381153-P	25.03.1996 Malaysia	2	100	Dormant
Petikan Tropika Sdn Bhd	375840-P	29.01.1996 Malaysia	2	100	Dormant
Sunway Giza Mall Sdn Bhd (formerly known as Cahaya Jejaka Sdn Bhd)	385998-X	04.05.1996 Malaysia	2	100	Property investment
Sunway Giza Parking Sdn Bhd (formerly known as Seruan Istilah Sdn Bhd)	378471-W	02.03.1996 Malaysia	2	100	Property investment
Sumber Dorongan Sdn Bhd	384876-P	23.04.1996 Malaysia	2	100	Dormant
Anggaran Salju Sdn Bhd	380449-V	20.03.1996 Malaysia	2	100	Dormant
Bisikan Seni Sdn Bhd	383132-M	10.04.1996 Malaysia	2	100	Dormant
Emerald Freight Sdn Bhd	385026-M	24.04.1996 Malaysia	2	100	Dormant
Sunway Monterez Sdn Bhd	531944-H	14.11.2000 Malaysia	250,000	100	Property development
Subsidiary of Sunway PFM Sdn Bhd (formerly known as Menara Sunway Sdn Bhd)					
MSW Parking Sdn Bhd	318333-T	03.10.1994 Malaysia	2	100	Dormant
Subsidiary of Sunway IFM Sdn Bhd					
Sunway Parking Services Sdn Bhd	643825-X	28.02.2004 Malaysia	100	100	Car park management
Subsidiary of Pena Enterprise Sdn Bhd					
Logic Square Sdn Bhd	546331-M	27.04.2001 Malaysia	2	100	Dormant
Subsidiaries of Eastern Glory Enterprise Limited					
Estonia Enterprises Limited	IBC No. 206175	18.11.1996 British Virgin Islands	AUD168	100	Dormant

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Hartford Lane Pty Ltd	ACN 077261048	29.01.1997 Australia	AUD12	100	Trustee
International Theme Park Pty Ltd	ACN 078003540	26.03.1997 Australia	AUD21,612,564	100	Investment holding
Subsidiaries of International Theme Park Pty. Ltd.					
Sunway Australia Unit Trust	-	18.02.1997 Australia	AUD3,973,915	100	Unit trust
Sydney Theme Park Pty Limited	ACN 002743455	02.04.1984 Australia	AUD101	100	Theme park licence holder
Subsidiaries of Sunway Medical Centre Berhad					
SunMed@Home Sdn Bhd	635467-K	27.11.2003 Malaysia	350,000	51	Home nursing care and allied healthcare services
SunMed Clinics Sdn Bhd	843658-D	08.01.2009 Malaysia	2	100	Operation of clinics
Subsidiaries of Sunway Construction Sdn Bhd					
Sunway Innopave Sdn Bhd	390417-A	13.06.1996 Malaysia	500,000	100	Construction of civil and building works and provision of project management
Sunway M&E Sdn Bhd	253771-P	09.12.1992 Malaysia	500,000	100	Dormant
Sunway Machinery Sdn Bhd	389253-P	04.06.1996 Malaysia	500,000	100	Renting of machinery and site equipment and undertaking sub-contract work
Binajelata (M) Sdn Bhd	355335-X	15.08.1995 Malaysia	2	100	In members' voluntary liquidation
Identiti Jelata (M) Sdn Bhd	354314-T	07.08.1995 Malaysia	2	100	In members' voluntary liquidation
Sunway Engineering Sdn Bhd	341887-W	27.04.1995 Malaysia	1,016,000	75	Provision of mechanical and engineering works
Sunway Builders Sdn Bhd	285205-T	27.12.1993 Malaysia	1,000,000	100	Construction of building and civil works
Sunway Geotechnics (M) Sdn Bhd	414014-W	17.12.1996 Malaysia	1,159,601	100	Manufacturing and sales of precast micro injection piles, reinforced concrete piles and undertaking of piling contracts and hire of heavy machineries
Sunspan Sdn Bhd	390366-D	13.06.1996 Malaysia	1,000,000	100	Dormant

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Muhibbah Permai Sdn Bhd	216988-V	13.05.1991 Malaysia	160,000	80	Property development
Target Beam (M) Sdn Bhd	355669-H	16.08.1995 Malaysia	2	100	In members' voluntary liquidation
Baramatics Sdn Bhd	484836-T	01.06.1999 Malaysia	2	100	In members' voluntary liquidation
Sunway Interiors Sdn Bhd (formerly known as Sunway-LCL Interior Sdn Bhd)	864610-D	15.07.2009 Malaysia	10,000	100	Dormant
Classvest Realty Sdn Bhd	485145-T	07.06.1999 Malaysia	2	100	In members' voluntary liquidation
Crosside Realty Sdn Bhd	485140-D	07.06.1999 Malaysia	2	100	In members' voluntary liquidation
Sunway Industrial Products Sdn Bhd	442583-M	12.08.1997 Malaysia	222,448	100	Investment holding
Sunway Machineries Services Sdn Bhd	288977-X	03.02.1994 Malaysia	1,500,000	100	Investment holding
Sunway Construction India Pte Ltd	U45203KA2001 PTC029947	31.12.2001 India	INR100,000	98	Construction of civil and building works
Sunway Creative Stones Sdn Bhd	429140-M	28.04.1997 Malaysia	1,000,000	70	Trading of construction materials and general contract work
Sunway GD Piling Sdn Bhd	693303-X	31.05.2005 Malaysia	1,000,000	100	Piling and foundation works
Sunway Construction Caribbean Limited	S4276(95)	19.10.2004 Trinidad and Tobago	TTD23,343,332	100	Construction of civil and building works
Sunway Precast Industries Sdn Bhd	231775-X	04.01.1992 Malaysia	3,063,631	100	Manufacturing precast concrete building components, undertaking of precast concrete building contracts and renting of machinery
Sun-Block (Batang Kali) Sdn Bhd	456798-V	15.01.1998 Malaysia	100	100	Dormant
Sunway IBS Sdn Bhd	622890-M	25.07.2003 Malaysia	10	70	Dormant
Subsidiary of Sunway Industrial Products Sdn Bhd					
Sunway Concrete Products (S) Pte Ltd	199409213Z	16.12.1994 Singapore	SGD12,000,000	100	Manufacturing and sale of precast concrete building components

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Subsidiaries of Sunway Creative Stones Sdn Bhd					
Sunway Dimension Stones Sdn Bhd	511429-A	17.04.2000 Malaysia	100,000	100	Cutting, profiling and other value-added works on granites, marbles and related natural stones materials
Sunway Creative Stones (Xiamen) Co.Ltd	-	12.03.2007 China	USD200,000	100	Trading of construction materials and general contract works
Subsidiary of Sunway Concrete Products (S) Pte Ltd					
Sunway Developments Pte Ltd	200408542H	08.07.2004 Singapore	SGD2	100	Other investment holding companies and general contractors (building construction including major upgrading works)
Subsidiary of Sunway Developments Pte Ltd					
Sunway Land Pte Ltd	201024425D	16.11.2010 Singapore	SGD1,000,000	100	Real estate developers and building contractor NEC
Subsidiaries of Sunway Machineries Services Sdn Bhd					
Sunway PMI-Pile Construction Sdn Bhd	154079-X	25.06.1986 Malaysia	26,193,040	98	Dormant
Sunway SK Sdn Bhd	416448-A	11.01.1997 Malaysia	237,500	100	Construction of building and civil works
Subsidiary of Sunway Engineering Sdn Bhd					
Sunway Smartek Sdn Bhd	749340-W	03.10.2006 Malaysia	2	100	Dormant
Subsidiary of Sunway Geotechnics (M) Sdn Bhd					
Sunway Geotechnics (S) Pte Ltd	200920733Z	05.11.2009 Singapore	SGD25,000	100	Piling and foundation works
Subsidiaries of SunwayMas Sdn Bhd					
Sunway Bangi Sdn Bhd	215920-W	23.04.1991 Malaysia	250,000	100	Property development
Mujurmas Sdn Bhd	206849-D	26.10.1990 Malaysia	750,000	100	Property development
Pembangunan Risjaya Sdn Bhd	258922-A	04.03.1993 Malaysia	250,000	100	Property development

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Sunway Rawang Heights Sdn Bhd	157051-K	24.10.1986 Malaysia	4,455,700	100	Property development
Sunway Kanching Heights Sdn Bhd	76395-P	30.09.1981 Malaysia	2,036,050	100	Property development
Eaglefield Sdn Bhd	187153-V	23.09.1989 Malaysia	252,000	100	Property development
Sunway Rydgeway Sdn Bhd (formerly known as Sunway Greenview Sdn Bhd)	771561-H	30.04.2007 Malaysia	5,000,000	80	Property and housing development
Sunway Termuning Sdn Bhd	649129-D	14.04.2004 Malaysia	6,749,931	80	Property and housing development
Virgo Rhythm Sdn Bhd	781253-W	17.07.2007 Malaysia	2	100	Property and housing development
Sunway Land (China) Limited	1390512	11.11.2009 Hong Kong	HKD2	100	Investment holding
Analisa Kekal Sdn Bhd	795327-T	12.11.2007 Malaysia	2	100	Property and housing development
Sunway PJ51A Sdn Bhd (formerly known as Sungei Way Resources Sdn Bhd)	120068-A	21.05.1984 Malaysia	1,500,000	100	Property and housing development
Geneba Dua Sdn Bhd	423383-A	17.03.1997 Malaysia	2	100	Dormant
Daksina Harta Sdn Bhd	915269-T	21.09.2010 Malaysia	2	100	Property investment
Subsidiary of Sunway Quarry Industries Sdn Bhd					
Sunway Quarry Industries (Taiping) Sdn Bhd (formerly known as Taiping Kuari Sdn Bhd)	621882-A	16.07.2003 Malaysia	427,000	100	To undertake quarry operation, manufacturer or supplier of processed or unprocessed stones, rock materials and other similar products for construction and building works
Subsidiaries of Sunway Marketing Sdn Bhd					
Sunway Marketing (East Malaysia) Sdn Bhd	353248-U	31.07.1995 Malaysia	1,000,000	85	Trading in hose and fittings and industrial products
Sunway Hose Centre Sdn Bhd	350617-H	12.07.1995 Malaysia	100,000	85	Trading in hose and fittings and hose assembly
Sunway Architectural Products Sdn Bhd	146551-W	24.10.1985 Malaysia	200,000	85	Trading in architectural and finishing products

10. INFORMATION ON OUR GROUP (cont'd)

<u>Name of companies</u>	<u>Company no.</u>	<u>Date and country of incorporation</u>	<u>Issued and paid-up share capital RM (unless otherwise stated)</u>	<u>Equity interest held %</u>	<u>Principal activities</u>
Sunway Opus International Trading Private limited	U51909AP2010 FTC069882	09.08.2010 India	INR10,00,000	60	To undertake business of import, marketing and sale of architectural and finishing products
Sunway Pharma Sdn Bhd	802483-M	11.01.2008 Malaysia	2	100	To carry on the business of wholesale and retail chemists
Subsidiaries of Sunway Marketing (S) Pte Ltd					
PT Sunway Marketing Indonesia	-	07.09.2001 Indonesia	USD100,000	95	Dormant
Sunway Marketing (Shanghai) Pte Ltd	-	26.09.2003 China	USD260,000	100	Dormant
PT Sunway Trek Masindo	-	06.10.2003 Indonesia	USD1,000,000	95	Trading in hose and fittings, hose assembly and heavy equipment parts
Sunway Marketing (Thailand) Ltd	0105533107052	06.09.1990 Thailand	THB105,000,000	99.9	Trading in hose and fittings, hose assembly and heavy equipment parts
Totalrubber Ltd	ABN111032123 53	19.12.2002 Australia	AUD4,418,197	100	Import and distribution of industrial rubber and plastics
PT Sunway Flowtech	-	30.04.2010 Indonesia	USD500,000	95	Trading in hoses and fittings and hose assembly
Subsidiaries of Sunway Leasing Sdn Bhd					
SWL Nominees (Tempatan) Sdn Bhd	388808-U	28.05.1996 Malaysia	2	100	Provision of shares nominee services
Sunway Elite Sdn Bhd	433853-H	04.06.1997 Malaysia	2	100	To coordinate and provide administration of employees' health care benefits and insurance services
Sunway Credit Sdn Bhd	80767-A	05.02.1982 Malaysia	1,000,000	100	Provision of finance through hire purchase
Subsidiary of Sunway Land Sdn Bhd					
Fortuna Gembira Enterpris Sdn Bhd	16634-P	04.12.1973 Malaysia	121,002	100	Investment holding
Subsidiaries of Reptolink Sdn Bhd					
Sunway Enterprise (1988) Sdn Bhd	62711-M	25.09.1980 Malaysia	4,037,500	100	Trading and hiring of heavy machinery and spares

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway Hydraulic Industries Sdn Bhd	103260-H	23.06.1983 Malaysia	1,500,000	100	Manufacturing of couplings and assembly of hydraulic hoses
Subsidiaries of Sunway Holdings (Vietnam) Sdn Bhd					
Sunway Hatay Construction & Building Materials JV Co Ltd	-	11.04.1995 Vietnam	USD5,959,286	86	Quarrying and manufacturing of ready-mixed concrete
Sungei Way Ocean Joint Venture Ltd	-	15.01.1997 Vietnam	USD2,527,776	70	Quarrying and production of building stones
Realty Investments (HB) Inc	-	01.07.1994 Panama	USD20,000	100	Investment holding
Subsidiary of Realty Investments (HB) Inc					
Hang Bai Office Complex JVC	-	17.03.1995 Vietnam	USD3,030,000	74	Dormant
Subsidiary of Sunway Keramo Sdn Bhd					
Sunway Pipe Inspection and Repair Services Centre Sdn Bhd	616149-M	23.05.2003 Malaysia	2	100	Dormant
Subsidiaries of Sunway Paving Solutions Sdn Bhd					
Sun-Block (Senai) Sdn Bhd	32357-U	07.04.1977 Malaysia	2,000,000	100	Dormant
Sun-Block (Berang) Sdn Bhd	253102-K	20.11.1992 Malaysia	3,850,000	100	Dormant
Sunway Cavity Wall Panel Sdn Bhd	803140-W	17.01.2008 Malaysia	2,510,000	100	Manufacturing and marketing of cavity wall panel
Sunway Cavity Wall Panel (S) Pte Ltd	200801566W	21.01.2008 Singapore	SGD250,000	100	Manufacturing and marketing of cavity wall panel
Subsidiary of Sunway Quarry (Melaka) Sdn Bhd (formerly known as Ansa Teknik Holdings Sdn Bhd)					
Sunway Quarry Industries (Melaka) Sdn Bhd (formerly known as Ansa Teknik (Melaka) Sdn Bhd)	4271-D	05.07.1961 Malaysia	5,700,000	100	Granite quarrying

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Subsidiary of ABS Land & Properties Berhad					
Coral-White Sdn Bhd	228583-T	09.11.1991 Malaysia	5,000,000	100	In creditors' voluntary liquidation
Subsidiaries of Sunway Global Limited					
Sunway Building Materials (Shanghai) Co Ltd	-	01.08.2005 China	USD2,350,000	100	Manufacturing, sale and marketing of interlocking pavers
Sunway Building Materials (Dongguan) Co Ltd	-	29.07.2005 China	USD4,750,000	100	Manufacturing, sale and marketing of interlocking pavers
Sunway Spun Pile (Zhuhai) Co Ltd	-	13.02.2006 China	RMB75,000,000	80	Design, manufacture and sale of pretensioned spun concrete piles
Sunway GD Foundation Engineering Co Ltd	22950SO	04.11.2005 Macau	MOP31,000,000	60	To carry out foundation and construction works
Sunway Xin Long (Anhui) Hydraulic Co Ltd	-	23.08.2006 China	RMB27,000,000	78	Production and sale of automotive parts, hydraulic pipes, coupling and adapter, production, sale and marketing of building materials, import and export trading
Sunway Trading (Shanghai) Pte Ltd	-	31.08.2006 China	USD600,000	100	Trading and distribution of hose and couplings, machineries, spare parts and related items
Sunway Daechang Forging (Anhui) Co Ltd	-	20.11.2007 China	RMB21,000,000	60	Manufacturing and assembling of undercarriage components, trading, providing design, consultancy services, repair and maintenance
Subsidiary of Sunway Enterprise (1988) Sdn Bhd					
Heng Ngai Knitting Manufacturer Sdn Bhd	47434-H	19.05.1979 Malaysia	29,403	100	Dormant
Subsidiaries of Sunway GD Foundation Engineering Co Ltd					
Shanghai Xinhetai Construction Ltd	-	16.08.2006 China	USD1,800,000	70	To undertake the business of foundation engineering
Splendid Era Sdn Bhd	282012-M	19.11.1993 Malaysia	300,000	100	To carry out foundation and construction works

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Sunway GD Foundation Engineering Technical Advisory (Shanghai) Co Ltd	-	24.11.2008 China	RMB25,940,000	100	Providing technical and consultancy advisory for engineering works and to undertake engineering works through contracting construction projects
PT Sunway Construction Engineering	-	15.04.2008 Indonesia	IDR3,000,000,000	55	To carry out foundation and construction works
Subsidiary of Shanghai Xinhetai Construction Ltd					
Shanghai Sunway Geotechnics Engineering Co Ltd	-	09.05.2008 China	RMB500,000	100	Undertake geotechnic and foundation engineering through contracting construction projects, installation, leasing and renting of machineries and equipment, marketing and distribution of building materials related products
Subsidiaries of Totalrubber Ltd					
Total Rubber Services Franchising Pty Ltd	ABN31007254 248	20.06.1989 Australia	AUD100	100	Franchisor for TOTALRUBBER franchising business
Pacific Flow Technology Pty Ltd	ABN33099928 480	15.03.2002 Australia	AUD100	80	Manufacturing and sales of rubber hose products
Subsidiary of Sunway Risk Management Sdn Bhd					
Sunway Captive Insurance Ltd (Held in trust by General Captive International Ltd)	LL07119	19.06.2009 Malaysia	USD1	100	To carry on business as a Labuan subsidiary rent-a-captive insurer
Subsidiary of Sunway Trading (Shanghai) Pte Ltd					
Sunway International Trading (Tianjin) Pte Ltd	-	06.05.2010 China	RMB1,000,000	100	Trading in hoses and fittings and providing technical consultancy advisory services
Subsidiary of Sunway Real Estate (China) Limited					
Sunway Guanghao Real Estate (Jiangyin) Co. Ltd	-	04.12.2006 China	RMB200,000,000	65	Property development

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Associate of Sunway					
Sunway Cana City Development Ltd	Co. 6971/04P	18.08.2004 Cambodia	USD6,050,000	49	Property development
Sunway Velocity Mall Sdn Bhd (formerly known as Glitter Performance Sdn Bhd)	767400-H	28.03.2007 Malaysia	2	50	Dormant
Aktif-Sunway Sdn Bhd	391715-P	25.06.1996 Malaysia	10,000,000	20	Ceased operation
Sungei Way-Saigon-Pilecon Engineering Company	-	01.09.1994 Vietnam	USD3,210,420	42	Dormant
Sunway REIT	-	20 May 2010 Malaysia	2,686,898,400 units	37	A real estate investment trust where funds from investors are pooled and invested towards a specified goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth
Associate of Sunway Damansara Sdn Bhd					
Sunway D'Mont Kiara Sdn Bhd	559638-V	21.09.2001 Malaysia	250,000	30	Property development
Associate of Sunway Leisure Sdn Bhd (formerly known as Mega Capacity Sdn Bhd)					
Pyramid Bowl Sdn Bhd	397399-M	09.08.1996 Malaysia	2,036,830	40	Bowling alley operator
Associate of Sunway City (S'pore) Pte Ltd					
Sunway MAK International Private Limited	U45209AP200 7PTC056739	18.12.2007 India	INR190,100,000	26	Property development
Associate of Fortuna Gembira Enterpris Sdn Bhd					
Gopeng Berhad	109465-X	09.11.1983 Malaysia	89,664,491	19	Cultivation of oil palm, investment holding and property development

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Associate of Sunway Juarasama Sdn Bhd					
Sungei Way Construction (S) Pte Ltd	199409426N	24.12.1994 Singapore	SGD2	50	Dormant
Associate of SunwayMas Sdn Bhd					
Varich Industries Sdn Bhd	251877-T	02.11.1992 Malaysia	2	50	Dormant
Associate of Sunway Marketing Sdn Bhd					
Buildtrend B.S.G. (M) Sdn Bhd	68350-H	13.03.1981 Malaysia	2,500,000	30	Distribution of architectural building products and sanitary wares
Jointly controlled entities of Sunway					
Sunway SPK Homes Sdn Bhd	583958-P	24.06.2002 Malaysia	1,224,558	50	Property development
Jointly controlled entity of Sunway Marketing Sdn Bhd					
Sunway Daechang Forging Investment Limited	1284420	03.11.2008 Hong Kong	HKD10	50	Investment holding
Jointly controlled entity of Sunway City (S'pore) Pte Ltd					
Sunway Opus International Private Limited	U70102AP200 7PTC055084	08.08.2007 India	INR200,000,010	50	Property development
Tianjin Eco-City Sunway Property Development Co Ltd	-	17.12.2010 China	RMB47,250,000	60	Property development
Jointly controlled entity of Sunway Concrete Products (S) Pte Ltd					
Hoi Hup Sunway Development Pte Ltd	200710307C	11.06.2007 Singapore	SGD1,000,000	30	Real estate development
Jointly controlled entities of Sunway Developments Pte Ltd					
Hoi Hup Sunway JV Pte Ltd	200816798G	25.08.2008 Singapore	SGD1,000,000	30	Real estate development
Hoi Hup Sunway Property Pte Ltd	200910390G	09.06.2009 Singapore	SGD1,000,000	30	Real estate activities with own or leased property

10. INFORMATION ON OUR GROUP (cont'd)

Name of companies	Company no.	Date and country of incorporation	Issued and paid-up share capital RM (unless otherwise stated)	Equity interest held %	Principal activities
Hoi Hup Sunway Miltonia Pte Ltd	201018354D	30.08.2010 Singapore	SGD1,000,000	30	Real estate developer
Hoi Hup Sunway Tampines Pte Ltd	201025725D	03.12.2010 Singapore	SGD1,000,000	30	Real estate developer
Hoi Hup Sunway Yuan Ching Pte Ltd	201101479H	15.01.2011 Singapore	SGD1,000,000	30	Real estate developer
Unincorporated joint venture of Sunway					
SunCity Medallion Joint Venture	-	Unincorporated	-	50	Property development
SunCity Fawanis Joint Venture	-	Unincorporated	-	50	Property development
SunCity SunCon Joint Venture	-	Unincorporated	-	50	Property development
SunCon Central Glass Joint Venture	-	Unincorporated	-	70	Completion of Curtain Walling Works
SunCon-Soma Joint Venture	-	Unincorporated	-	50	Construction
SunGeo-Awangsa Joint Venture	-	Unincorporated	-	51	Piling and sub-structure works
Silver Coast-Sunway Innopave Joint Venture	-	Unincorporated	-	60	Construction works
ISZL Consortium	-	Unincorporated	-	25	Construction
Fableplus Sdn Bhd-Sunway Engineering Sdn Bhd Joint Venture	-	Unincorporated	-	30	Provision of mechanical and engineering works

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS

11.1 Board of Directors

Within the limits set by our Articles, our Board is responsible for our governance and management. To ensure the effective discharge of their functions, our Board endeavours to follow our corporate governance guidelines, which sets out the following responsibilities:

- (i) setting our objectives, goals and strategic plans with a view to maximising shareholders' value.
- (ii) adopting and monitoring progress of our strategies, budgets, plans and policies.
- (iii) overseeing the conduct of our businesses to evaluate whether our businesses are properly managed.
- (iv) identifying our principal risks and ensuring the implementation of appropriate systems to mitigate and manage these risks. Our Board through the Risk Management Committee, sets, where appropriate, objectives, performance targets and policies to manage the key risks faced by us.
- (v) considering our management's recommendations on key issues including acquisitions, divestments, restructuring, funding and significant capital expenditure.
- (vi) human resources planning and development.
- (vii) reviewing the adequacy and integrity of our internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.

In accordance with Article 89 of our Articles, we must have at least 2 Directors.

At least 2 of our Directors or one-third (1/3) of our Board, whichever is higher, must also at all times be independent directors. As at the date of this Prospectus, our Board consists of 7 Directors, 3 of whom are independent directors.

In accordance with Article 107 of our Articles, one-third (1/3) of the Directors or, if the number of Directors is not 3 or a multiple of 3, the number nearest to one-third (1/3), shall retire from office at each annual general meeting and such Directors are eligible for re-election. The Directors to retire in each year shall be those who have been longest in office since their last election.

The members of our Board as at the date of this Prospectus are set out below:

Name	Age	Date of appointment	Designation
Tan Sri Jeffrey Cheah	65	22.11.2010	Executive Chairman
Datuk Razman M Hashim	72	17.06.2011	Deputy Executive Chairman
Dato' Chew Chee Kin	66	17.06.2011	President
Sarena Cheah	37	18.11.2010	Executive Director
Lim Swe Guan	57	17.06.2011	Independent Non-Executive Director
Datuk Low Seng Kuan	65	17.06.2011	Independent Non-Executive Director
Wong Chin Mun	67	17.06.2011	Independent Non-Executive Director

Our management and operations are led by Tan Sri Jeffrey Cheah, our Executive Chairman.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

The details of the date of expiration of the current term of office for each of our Directors and the period that each of our Directors has served in that office as at the LPD are as follows:

Director	Date of appointment	Date of expiration of the current term of office	No. of years in office
Tan Sri Jeffrey Cheah	22.11.2010	In accordance with Article 107(1) of our Articles, at the first annual general meeting, all our Directors shall retire from office and at the annual general meeting in every subsequent year, one-third (1/3) of our Directors or if the number is not 3 or a multiple of 3, the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all our Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.	less than 1 year
Datuk Razman M Hashim	17.06.2011		less than 1 year
Dato' Chew Chee Kin	17.06.2011		less than 1 year
Sarena Cheah	18.11.2010		less than 1 year
Lim Swe Guan	17.06.2011		less than 1 year
Datuk Low Seng Kuan	17.06.2011		less than 1 year
Wong Chin Mun	17.06.2011		less than 1 year

11.1.1 Profiles of our Directors

(i) Tan Sri Jeffrey Cheah

Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling, AO, aged 65, is our Founder and Executive Chairman. He was appointed to our Board on 22 November 2010.

A business graduate of the Victoria University in Melbourne, Australia, Tan Sri Jeffrey Cheah began his career as an accountant at a motor assembly plant in Malaysia. In 1974, he founded and started the Sunway Group.

He has been conferred 8 honorary doctorates by leading universities worldwide. In 2007, Tan Sri Jeffrey Cheah formed his namesake foundation, "Jeffrey Cheah Foundation" and in 2009, he transferred the entire ownership of Sunway Education Group Sdn Bhd together with its subsidiaries to HSBC (Malaysia) Trustee Berhad, which holds in trust for the Jeffrey Cheah Foundation. Sunway Education Group Sdn Bhd comprises, inter alia, Sunway University, Monash University Sunway Campus, Jeffrey Cheah School of Medicine and Health Sciences and Sunway International School. Jeffrey Cheah Foundation, to which Tan Sri Jeffrey Cheah pledged a personal contribution of RM20 million, was officially launched by Dato' Sri Mohd Najib Bin Tun Abdul Razak, the Prime Minister of Malaysia on 18 March 2010 in the presence of the Foundation's Patron, His Royal Highness Sultan of Selangor.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Tan Sri Jeffrey Cheah is among Malaysia's leading givers who made Forbes Asia's Heroes of Philanthropy list 2009. He is also the Founding Trustee to the Board of Mahathir Science Award Foundation and Razak School of Government.

In 2008, he was appointed Officer of the Order of Australia ("AO") by the then Prime Minister of Australia, Kevin Rudd. AO is one of Australia's most prestigious and highly regarded awards conferred to a non-citizen of Australia. In the same year, Tan Sri Jeffrey Cheah was appointed Chairman of the Malaysia Crime Prevention Foundation's Selangor Chapter by the Minister of Unity, Culture, Arts and Heritage. He is also the Chairman and Co-Founder of Asian Strategy & Leadership Institute.

Other achievements of Tan Sri Jeffrey Cheah are listed below:

- 2007 - the prestigious Monash University School of Medicine and Health Sciences was named after Tan Sri Jeffrey Cheah in appreciation of his immense contribution to Monash University Sunway Campus and Malaysia-Australia bilateral ties
- 2006 - His Royal Highness Sultan of Selangor installed him as the Foundation Chancellor of Sunway University
- 2002 - Deputy President of National Kidney Foundation of Malaysia
- First non-Malay Honorary Member of Kuala Lumpur Malay Chamber of Commerce
- 1999 - Founding Trustee of Malaysian Liver Foundation
- 1997 - President of Malaysian Hakka Association (until 2004)
- Council Member of the Financial Reporting Foundation
- 1996 - Appointed by the Minister of Education to the Higher Education Council of Malaysia
- Appointed Chairman of Malaysian Industry-Government Group for High Technology for Construction and Housing
- EXCO member of the Malaysian Tourism Action Council
- 1990 - Appointed Director of National Productivity Centre

Other awards bestowed upon Tan Sri Jeffrey Cheah include Property Man of the Year (Malaysia) in 1993, CEO of the Year (Malaysia) in 1996, the Paul Harris Fellow Award in 2002 and Asia's Most Innovative Chinese Entrepreneur Award in 2005.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(ii) Datuk Razman M Hashim

Datuk Razman M Hashim, aged 72, is our Deputy Executive Chairman. He was appointed to our Board on 17 June 2011.

After completing his early secondary education in Australia, he studied banking where he became a member of the Australian Institute of Bankers.

Upon his return to Malaysia, he joined Standard Chartered Bank Malaysia Berhad as an officer trainee in 1964. Throughout his 34 years of banking experience in Standard Chartered Bank Malaysia Berhad, he served with the bank's office in London, Europe, Hong Kong and Singapore. In 1994, he was appointed as Executive Director/Deputy Chief Executive of Standard Chartered Bank Malaysia Berhad until his retirement in June 1999.

In the same month in 1999, he was appointed as Chairman of MBF Finance Berhad by Bank Negara Malaysia as its nominee until January 2002 when the finance company was sold to Arab-Malaysian Group. He is also a member of the Australian Institute of Bankers with more than 39 years of experience in the banking industry.

(iii) Dato' Chew Chee Kin

Dato' Chew Chee Kin, aged 66, is our President. He was appointed to our Board on 17 June 2011.

In 1974, he graduated with a Bachelor of Economics (Honours) Degree from University of Malaya and he had attended the Program in Management Development at the Harvard Business School in 1980.

He started his career as Trainee Executive in UMW (Malaya) Sdn Bhd in 1974. Prior to joining SunH, he was the General Manager of UMW (Malaya) Sdn Bhd.

He joined SunH in 1981 as Group General Manager (Operations) and he was promoted to Deputy Group Managing Director (Operations) in 1989. In 1995, he was promoted to Managing Director of SunH and then to President of SunH in 1999. He has more than 30 years' experience in general management, quarrying, construction, building materials, trading and manufacturing businesses.

(iv) Sarena Cheah

Sarena Cheah Yeap Tih, aged 37, is our Executive Director of Strategy & Corporate Development. She was appointed to our Board on 18 November 2010.

She graduated from the University of Western Australia with a Bachelor of Commerce (Accounting & Finance) Degree in 1994. She also obtained a Master Degree in Business Administration from Melbourne Business School ("MBA") in 2001.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

She has been with the Sunway Group since 1995, starting her career in the Corporate Finance and Group Internal Audit divisions. In 2000, she left to pursue her MBA. Upon her return, she joined the education and healthcare divisions as Business Development Manager. In 2003, she rejoined the Corporate Finance division to lead the asset-backed securitisation exercise for SunCity. In 2006, she became the Sales & Marketing General Manager in the Property Development division before holding the position of the Director of Strategic & Corporate Development of SunCity in 2009.

(v) **Lim Swe Guan**

Lim Swe Guan, aged 57, is our Independent Non-Executive Director. He was appointed to our Board on 17 June 2011.

In 1979, he obtained a Bachelor of Science (Estate Management) Second Class Honours Degree from University of Singapore. Later, he obtained a Master of Business Administration from Darden School of Business, University of Virginia, United States of America in 1985. He started his career as Land Officer in Urban Redevelopment Authority of Singapore in 1979.

He was a Director of Jones Lang Wootton Australia from 1989 to 1995 and a Portfolio Manager, Property Division in Suncorp Investment Management in 1995.

He joined GIC Real Estate Pte Ltd in 1997 and he was the Managing Director of GIC Real Estate Pte Ltd, the real estate investment arm of Government of Singapore Investment Corporation Pte Ltd before retiring on 18 February 2011. He is also a Chartered Financial Analyst and a member of the Chartered Financial Analyst Institute. Among his achievements were the gold medals won from the Singapore Institute of Valuers and Singapore Institute of Surveyors.

(vi) **Datuk Low Seng Kuan**

Datuk Low Seng Kuan, aged 65, is our Independent Non-Executive Director. He was appointed to our Board on 17 June 2011.

He graduated from Footscray Institute of Technology (Victoria University) in Business Studies (Accountancy) in 1969 and Royal Melbourne Institute of Technology in Industrial Accountancy in 1971. In 1973, he began his career as an Accountant in Malaysian Sheet Glass Sdn Bhd and was the Managing Director before he retired in March 2010.

He was the president of the Federation of Malaysian Manufacturers in 1996 to 1999 and he is currently the Vice-President. He had served as a member of the National Economic Action Council, National Economic Consultative Council II, Malaysian Industrial Development Authority and the Malaysian Institute of Economic Research.

He is the President of the Transparency International Malaysia, an independent, non-governmental and non-partisan organisation committed to fight against corruption. He is a Chartered Accountant by profession and a member of Malaysian Institute of Accountants.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(vii) Wong Chin Mun

Wong Chin Mun, aged 67, is our Independent Non-Executive Director. He was appointed to our Board on 17 June 2011.

He graduated with a Bachelor of Business (Accounting) Degree and a Bachelor of Business (Secretarial Administration) Degree from Curtin University, Australia in 1972. He had attended the Senior Executives Program at International Management Imede Development at Lausanne, Switzerland in 1982. He also attended JUSE International Program for Total Quality Control for Top Management in Tokyo by Japanese Union of Scientists and Engineers in 1993.

He worked as the Financial Controller/Company Secretary in Yeo Heap Seng Bhd from 1974 to 1975. He then joined Nylex (Malaysia) Berhad ("**Nylex**") as its Financial Controller/Company Secretary in January 1976 and became the first local General Manager/Director of Nylex in 1980. He was promoted to the position of Managing Director in 1985 and left Nylex at the end of June 1994 to found TEC Asia Centre, an international organisation which aims to help chief executive officers manage change and grow their business. He had served on the National Export Council under the Ministry of International Trade & Industry from 1989 to 1992. He also served on the Board of Trustees of the Malaysian Rubber Export Promotion Council from 2000 to 2002.

Currently, he is a council member of Federation of Malaysian Manufacturers and the Chairman of FMM Branding & IPR Committee.

He is a fellow of the Australian Society of Certified Practising Accountants. He is also a certified senior coach and trainer of Vistage International of U.S. and a member of the Malaysian Institute of Accountants.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.1.2 Our Directors' shareholdings

The direct and indirect shareholdings of our Directors as at the LPD and after the Issuance are as follows:

Directors	As at the LPD			After the Issuance ^				
	Direct		Indirect	Direct		Indirect		
	No. of Shares	%	No. of Shares	%	No. of Shares	%		
Tan Sri Jeffrey Cheah	-	-	2 ⁽¹⁾	100.00 ⁽¹⁾	49,702,809	3.85	565,438,878 ⁽²⁾	43.75 ⁽²⁾
Datuk Razman M Hashim	-	-	-	-	602,032	0.05	-	-
Dato' Chew Chee Kin	-	-	-	-	2,402,619	0.19	77,142 ⁽³⁾	0.01 ⁽³⁾
Sarena Cheah	-	-	2 ⁽¹⁾	100.00 ⁽¹⁾	432,956	0.03	614,607,963 ⁽⁴⁾	47.55 ⁽⁴⁾
Lim Swe Guan	-	-	-	-	-	-	-	-
Datuk Low Seng Kuan	-	-	-	-	37,170	*	37,170 ⁽⁵⁾	* ⁽⁵⁾
Wong Chin Mun	-	-	-	-	59,428	*	-	-

Notes:

^ Computed based on their respective securities holdings in SunCity and/or SunH as at 27 July 2011 (after taking into consideration the conversion of convertible securities in SunCity and/or SunH on 27 July 2011) over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion.

(1) Deemed interest by virtue of Section 6A of the Act held through Active Equity, Timah Dunia and SWCSB.

(2) Deemed interest by virtue of Section 6A of the Act held through Active Builder, Jef-San, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and children.

(3) Deemed interest by virtue of Section 6A of the Act held through spouse.

(4) Deemed interest by virtue of Section 6A of the Act held through Active Builder, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent.

(5) Deemed interest by virtue of Section 6A of the Act held through spouse and child.

* Negligible.

None of our Directors represent any corporate shareholders.

Save for the Warrants, none of our Directors owns, directly or indirectly, any option to purchase any of our Shares.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.1.3 Other principal business activities performed outside our Group and other principal directorships in the past 5 years

Save as disclosed below, none of our Directors has performed any principal business activities outside our Group and/or have other principal directorships at present and in the last 5 years preceding the LPD:

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
Tan Sri Jeffrey Cheah	Sunway Education Group Sdn Bhd	To operate commercial college and institute of higher learning	23.09.1986	-	Chairman
	Sunway University Sdn Bhd (formerly known as Sunway University College Sdn Bhd)	To provide tertiary courses	26.05.2004	-	Chairman
	Monash University Sunway Campus Malaysia Sdn Bhd	Provision of tertiary courses	04.03.1998	-	Chairman
	Jeffrey Cheah Foundation	To receive and administer funds for educational purposes	28.12.2007	-	Director/Member
	Progressive Traders	Investment holding	21.08.2006	-	Director/Shareholder
	Sunway- TES Sdn Bhd	Provision of education services and training	18.01.2002	-	Director
	Timah Sini-Sana	Investment holding	21.08.2006	-	Director/Shareholder
	Active Equity	Investment holding	21.08.2006	-	Director/Shareholder
	Sungei Menderang Sdn Bhd	Investment holding	21.08.2006	-	Director/Shareholder
	Ardent Joy Sdn Bhd	Dormant	09.05.2005	-	Director/Shareholder
	Sunway Velocity Mall Sdn Bhd (formerly known as Glitter Performance Sdn Bhd)	Dormant	03.09.2007	-	Director/Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sunway SPK Homes Sdn Bhd	Property development	08.04.2003	-	Director/Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	-	-	Shareholder
	Sungei Jaya	Investment holding	-	-	Shareholder
	Timah Dunia	Investment holding	-	-	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	-	-	Shareholder
	ASLI Foundation	To help organisations enhance leadership and strategic capabilities through the exchange of ideas, information and human resources	28.07.2000	-	Director/Member
	Sunway College (KL) Sdn Bhd	Dormant	05.01.2011	-	Director
	Mahathir Science Award Foundation	To bestow on any scientist, institutions or organisations worldwide in recognition of contributions and innovations towards solving problems in the tropics through science and technology	10.11.2010	-	Director
	SWCSB	Property investment and investment holding	22.08.2006	-	Director/Shareholder
	Jef-San	Management services, rental of properties and investment holding	12.11.2009	-	Director/Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Active Builder	Investment holding	09.07.1999	-	Director/Shareholder
	Asian Strategy & Leadership Incorporated Sdn Bhd	To provide consultancy and to organise and conduct symposia, conferences, seminars and such other like activities in commerce and related inter-disciplinary subjects	02.08.1993	-	Chairman
	Timah Menderang Sdn Bhd	Investment holding	21.08.2006	-	Director/Shareholder
	Perusahaan Dunia Sdn Bhd	In members' voluntary liquidation	-	-	Shareholder
	Sunway Technology Sdn Bhd	Investment holding	-	-	Shareholder
	Sunway Business Applications Sdn Bhd	Trading in computers and related components and providing after sales services	-	-	Shareholder
	Enterprise Software Applications Sdn Bhd (formerly known as Ebasic Sdn Bhd)	Providing consulting services for selected software products	-	-	Shareholder
	S&I Technology (China) Co. Ltd	Design and development of software for commercial use, system integration, provision of related consultancy services and sale of self-developed products	-	-	Shareholder
	J.D. Edwards (Malaysia) Sdn Bhd	Marketing a broad range of general business software products and providing its after sales service and conducting training programs and courses	-	-	Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sunway E-Systems (M) Sdn Bhd	Provision of information technology consulting services, sales of computer hardware and related products	-	-	Shareholder
	Sunway Computer Services Sdn Bhd	Trading in computers and related components and providing computer services	-	-	Shareholder
	Sunway Digital Wave Sdn Bhd	Sale and marketing of internet/broadband services and related products	-	-	Shareholder
	Sunway Business Systems Sdn Bhd	Information technology services and software products	-	-	Shareholder
	Sunway Systems Sdn Bhd	Trading in computer software and related business and providing after sales services	-	-	Shareholder
	Sunway S&I Systems Sdn Bhd	Trading in computer hardware, software and related components and providing after sales services	-	-	Shareholder
	Sunway MSC Sdn Bhd	Software developers, software consultants and advisors and to provide other computer software services	-	-	Shareholder
	Sunway Technology (Shanghai) Pte Ltd	Software developers, software consultants and advisors and to provide other computer software services	-	-	Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Peopleco Sdn Bhd	Provide information technology solutions and trading in computer hardware and software	-	-	Shareholder
	Adasia (M) Sdn Bhd	To carry on the business of advertising consultants and agents	-	-	Shareholder
	JSSE Corporation Sdn Bhd	In members' voluntary liquidation	21.08.2006	-	Director/Shareholder
	Perusahaan Saladin Sdn Bhd	In members' voluntary liquidation	21.08.2006	-	Director/Shareholder
	Perusahaan Wanlian Sdn Bhd	Investment holding and leasing finance	-	-	Shareholder
	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specific goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth	-	-	Unitholder
	Razak School of Government	Aims to be an international centre for knowledge excellence and to groom high performing, quality and knowledgeable civil servants	07.04.2011	-	Director
	SunReit Capital Berhad (formerly known as Noble Pioneer Sdn Bhd)	Investment holding	-	-	Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
Datuk Razman M Hashim	Ardent Joy Sdn Bhd	Dormant	09.05.2005	05.03.2009	Director/Shareholder
	Asian Strategy & Leadership Incorporated Sdn Bhd	To provide consultancy and to organise and conduct symposia, conferences, seminars and such other like activities in commerce and related inter-disciplinary subjects	25.06.1997	-	Director
	Sunway Education Group Sdn Bhd	To operate commercial college and institute of higher learning	28.08.1995	-	Director
	Monash University Sunway Campus Malaysia Sdn Bhd	Provision of tertiary courses	12.03.1998	-	Director
	Sunway College Ipoh Sdn Bhd	To operate commercial college and institute of higher learning	04.12.2002	-	Director
	Sunway Tes (East Malaysia) Sdn Bhd	To operate a commercial college	23.07.2007	-	Director
	Sunway University Sdn Bhd (formerly known as Sunway University College Sdn Bhd)	To provide tertiary courses	03.09.2010	-	Director
	Sunway College (KL) Sdn Bhd	Dormant	05.01.2011	-	Director
	HMH Laraz Sdn Bhd	Business of managing cleaning and maintenance contracts covering all aspect of various industries	02.04.1991	03.10.2006	Director
	Barisan Minda Sdn Bhd	Investment holding	15.08.1995	-	Director
	Strategic Alpha Ventures Sdn Bhd	Investment holding	29.12.2000	12.11.2009	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	ASLI Foundation	To help organisations enhance leadership and strategic capabilities through the exchange of ideas, information and human resources	22.02.2001	-	Director
	Jeffrey Cheah Foundation	To receive and administer funds for educational purposes	28.12.2007	-	Director
	Berjaya Land Berhad	Investment holding	03.09.2007	-	Director
	FEAB Properties Sdn Bhd	Properties investment and development; and investment holding	01.04.2009	-	Director
	Selat Makmur Sdn Bhd	Property development and provision of property maintenance and management services	03.09.2007	-	Director
	Absolute Prestige Sdn Bhd	Engage in the business of letting of properties	30.07.2008	12.05.2011	Director
	MAA Holdings Berhad	Investment holding and provision of management services	01.07.2006	-	Director/Shareholder
	Malaysian Assurance Berhad	Underwriting of life insurance business including investment link and annuity business and all classes of general insurance business	01.07.2006	-	Director
	MAA Takaful Berhad	Underwriting of family takaful including investment link business and all classes of general takaful business	15.05.2007	-	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Multi-Purpose Holdings Berhad	Investment holding and provision of management services	07.05.2002	-	Director/Shareholder
	A.A. Anthony Securities Sdn Bhd	Dealing in securities and acting as a stock and share broker	14.04.2005	-	Director
	Ranhill Berhad	Investment holding, provision of management services and provision of engineering, procurement and construction services	25.02.2002	-	Director/Shareholder
	SILK Holdings Berhad	Investment holding	10.06.2002	-	Director
	Sistem Lingkaran-Lebuhraya Kajang Sdn Bhd	Toll road concession	12.02.1996	-	Director
	Affin Bank Berhad	Banking and financial services	21.05.2002	21.05.2009	Director
	OYL Industries Berhad	Manufacture, sale and distribution of heating, ventilating, air-conditioning and refrigeration equipment and the manufacture and sale of air filtration products and systems	21.08.2003	28.11.2006	Director
	Dekon Holdings Sdn Bhd	Investment holding and provision of management services	-	-	Shareholder
	Dekon Tajul Nursery & Landscaping Sdn Bhd	Landscaping contractors and property investment holding	-	-	Shareholder
	Dekon Sdn Bhd	General construction works	-	-	Shareholder
	Dekon Dynamic Sdn Bhd	Dormant	-	-	Shareholder
	Sanctuary Coast Sdn Bhd	Property Development	-	-	Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Decortrend Cleaning & Maintenance Services Sdn Bhd	Provision of cleaning and maintenance services	-	-	Shareholder
	Dekon Systems Sdn Bhd	Manufacturing and trading of formwork, supply and installation of formwork for the construction industry	-	-	Shareholder
	Dekon Style Sdn Bhd	Specialist contractor in renovation of commercial projects	-	-	Shareholder
	Sunway Design Sdn Bhd	Interior decorators and contractors	-	-	Shareholder
	Dekon Resources Sdn Bhd	Landscaping works, general construction works, supply and installation of modular house and logistic support for the construction industry	-	-	Shareholder
Dato' Chew Chee Kin	Gopeng Berhad	Cultivation of oil palm, investment holding and property development	18.05.1998	-	Director/Shareholder
	Asian Strategy & Leadership Incorporated Sdn Bhd	To provide consultancy and to organise and conduct symposia, conferences, seminars and such other like activities in commerce and related inter-disciplinary subjects.	02.08.1993	-	Director
	Monash University Sunway Campus Malaysia Sdn Bhd	Provision of tertiary courses	25.05.2009	-	Director
	Sunway Education Group Sdn Bhd	To operate commercial college and institute of higher learning	20.09.1989	-	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sunway University Sdn Bhd (formerly known as Sunway University College Sdn Bhd)	To provide tertiary courses	17.09.2010	-	Director
	Sun Pharmaceutical Sdn Bhd	Importation and distribution of pharmaceutical products	09.05.2008	01.07.2010	Director
	Sunway College (KL) Sdn Bhd	Dormant	05.01.2011	-	Director
	Sungei Way-Saigon- Pilecon Engineering Company	Dormant	24.07.2002	-	Director
	Sunway Computer Services Sdn Bhd	Trading in computers and related components and providing computer services	-	-	Shareholder
	Sunway Systems (S) Pte Ltd	Internet access providers and wholesale of computer accessories	08.07.1993	-	Director
Sarena Cheah	Progressive Traders	Investment holding	21.08.2006	-	Director/Shareholder
	Sunway-TES Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	Provision of education services and training	01.04.2009	-	Alternate Director
	Sunway College Johor Sdn Bhd	To operate commercial college and institute of higher learning	04.07.2005	-	Director
	Sungei Jaya	Investment holding	16.11.1998	-	Director/Shareholder
	Sunway University Sdn Bhd (formerly known as Sunway University College Sdn Bhd) (Alternate to Tan Sri Jeffrey Cheah)	To provide tertiary courses	01.04.2009	-	Alternate Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sunway International Business & Management Sdn Bhd	Conducting training courses and providing consultancy services	18.07.2002	-	Director
	Timah Sini-Sana	Investment holding	30.10.1998	-	Director/Shareholder
	Tan Sri (Dr) Jeffrey Cheah School of Medicine Sdn Bhd	Providing education, consultancy and training services	05.08.2003	-	Director
	Active Equity	Investment holding	07.04.1997	-	Director/Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	19.02.2003	-	Director/Shareholder
	Adasia (M) Sdn Bhd	To carry on the business of advertising consultants and agents	20.06.2001	-	Director/Shareholder
	Sungei Menderang Sdn Bhd	Investment holding	16.11.1998	-	Director/Shareholder
	Ardent Joy Sdn Bhd	Dormant	04.03.2009	-	Director/Shareholder
	Timah Dunia	Investment holding	09.12.1997	-	Director/Shareholder
	SWCSB	Property investment and investment holding	05.11.1999	-	Director/Shareholder
	Monash University Sunway Campus Malaysia Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	Provision of tertiary courses	25.05.2009	-	Alternate Director
	Jef-San	Management services, rental of properties and investment holding	07.04.1997	-	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	04.08.2010	-	Director/Shareholder
	Active Builder	Investment holding	16.12.1997	-	Director/Shareholder
	Sunway TES (East Malaysia) Sdn Bhd	To operate a commercial college	07.02.2007	-	Director
	Asian Strategy & Leadership Incorporated Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	To provide consultancy and to organise and conduct symposia, conferences, seminars and such other like activities in commerce and related inter-disciplinary subjects	01.04.2009	-	Alternate Director
	Sunway Education Group Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	To operate commercial college and institute of higher learning	01.04.2009	-	Alternate Director
	Timah Menderang Sdn Bhd	Investment holding	26.06.1997	-	Director/Shareholder
	Sunway College (KL) Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	Dormant	05.01.2011	-	Alternate Director
	Sunway Systems Sdn Bhd	Trading in computer software and related business and providing after sales services	15.09.1997	-	Director
	Sunway Velocity Mail Sdn Bhd (formerly known as Glitter Performance Sdn Bhd)	Dormant	03.09.2007	-	Director/Shareholder
	Sunway SPK Homes Sdn Bhd (Alternate to Tan Sri Jeffrey Cheah)	Property development	01.04.2009	-	Alternate Director/Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	JSSE Corporation Sdn Bhd	In members' voluntary liquidation	26.08.1998	-	Director/Shareholder
	Perusahaan Dunia Sdn Bhd	In members' voluntary liquidation	18.10.1999	-	Director/Shareholder
	Perusahaan Saladin Sdn Bhd	In members' voluntary liquidation	15.07.1998	-	Director/Shareholder
	Akinet Sdn Bhd	Trading of computer hardware, consultancy and software engineering	-	-	Shareholder
	Akisoft MSC Sdn Bhd	Advisers and consultants to electronic, business and commerce	-	-	Shareholder
	Cyber-Circulation Sdn Bhd	Dormant	-	-	Shareholder
	Etika Tanang Sdn Bhd	Investment holding	14.10.1996	-	Director/Shareholder
	Excelvagan Care Sdn Bhd	Dormant	11.10.1997	-	Director/Shareholder
	Excelvagan Production Sdn Bhd	Dormant	24.10.1996	05.02.2008	Director
	Excelvagan Education Services Sdn Bhd	Dormant	14.10.1996	-	Director/Shareholder
	EMC Global Sdn Bhd	Dormant	22.05.2001	-	Director/Shareholder
	Excelvagan Sdn Bhd	To operate and manage vocal training centre and other related business	15.10.1997	-	Director/Shareholder
	Infra-Melia Sdn Bhd	Trading in general merchandise and rendering support services	14.10.1996	-	Director/Shareholder
	Kaya Erti Sdn Bhd	Investment holding	21.01.1998	-	Director/Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Sheer First Sdn Bhd	Property investment holding	14.10.1996	-	Director/Shareholder
	Viablewin (M) Sdn Bhd	General trading and investment holding	23.12.1994	-	Director/Shareholder
	Progressive Venture Sdn Bhd	Investment holding, leasing and renting of properties and provision of secretarial/management services	21.04.1997	-	Director/Shareholder
	Bendera Teliti (M) Sdn Bhd	Property and investment holding	23.12.1994	-	Director/Shareholder
	SunReit Capital Berhad (formerly known as Noble Pioneer Sdn Bhd)	Investment holding	21.03.2011	-	Director/Shareholder
Lim Swe Guan	Please refer to Appendix IV for his list of directorships and other corporate representation in businesses/corporations outside our Group. He does not have any share interest in these businesses/corporations.				
Datuk Low Seng Kuan	Pos Malaysia Berhad	Providing postal and its related services which include receiving and dispatching of postal articles, postal financial services, dealing in philatelic products and sale of postage stamps	01.07.1992	-	Director
	Microdata Corporation Sdn Bhd	Providing document imaging services	22.01.1975	-	Director/Shareholder
	Tradenex.com Sdn Bhd	Providing e-commerce services	26.06.2000	-	Director
	Malaysian Sheet Glass Sdn Bhd	Float glass manufacturing	20.01.2004	31.03.2010	Director
	Pilkington Solar Energy Glass Sdn Bhd	Solar glass manufacturing	28.02.2008	31.10.2010	Director
	FMM Institute of Manufacturing	Providing industrial training and education	12.01.1999	-	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Director	Name of company	Principal activities	Date appointed as director	Date resigned as director	Position held
	Federation of Malaysian Manufacturers	Business association	08.10.1986	-	Vice-President
	Logos Institute Berhad	Video production	18.06.2004	-	Director
	Rosettanet Malaysia Berhad	Supplying e-commerce process standards	29.01.2002	11.12.2007	Director
Wong Chin Mun	Khind Holdings Berhad	Investment holding and provision of management services	19.07.2010	-	Director
	Vistage Malaysia Sdn Bhd	Chief executive officers organisation	19.04.1994	-	Chairman/Shareholder
	Vistage Penang Sdn Bhd	Chief executive officers organisation	27.11.1995	-	Chairman/Shareholder
	Vistage Asia Sdn Bhd	Provide value added services to Vistage members	14.02.2001	-	Chairman/Shareholder
	Pembinaan Dayapegas Sdn Bhd	Investment holding and providing management and consultancy services	08.05.1990	-	Director/Shareholder
	MYOB Asia Sdn Bhd	Trading in software and providing consultancy services	15.09.2000	-	Director
	Future Management Group SEA Sdn Bhd	Providing future strategic management consulting services	21.10.2002	-	Director/Shareholder
	Esthetics International Group Berhad	Investment holding	04.02.2004	22.08.2007	Director
	Federation of Malaysian Manufacturers	Business association	08.12.2010	-	Council member
	First Australian Resources N.L.	Oil exploration	-	-	Shareholder

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

The involvement of our Executive Chairman and Executive Directors in other businesses set out above does not preclude them from allocating most of their time to our Group because the daily operations in those businesses are managed by the respective companies' personnel. They only attend meetings of other boards on which they serve and accordingly discharge their principal areas of responsibility as directors of those companies. They have been and have ensured that they would be able to fulfil and discharge their duties and responsibilities effectively as our Directors. As such, our Executive Chairman and Executive Directors' involvements in other businesses and operations outside of our Group are not expected to have any material effect on their contribution to our Group.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

11.1.4 Audit Committee

Our Audit Committee was established on 20 July 2011 and its members are appointed by our Board. Our Audit Committee shall comprise not less than 3 members. All members of the Audit Committee must be non-executive Directors, a majority of whom shall be independent Directors. In the event a member of our Audit Committee resigns, dies or for any reason ceases to be a member resulting in non-compliance with the membership of our Audit Committee, our Board must fill the vacancy within 3 months. The terms of office and performance of our Audit Committee and each of its members shall be reviewed by our Board no less than once every 3 years. However, the appointment terminates when a member ceases to be a Director.

Our Audit Committee is authorised to:

- (i) investigate any matter within its terms of reference.
- (ii) have adequate resources required to perform its duties.
- (iii) have full and unrestricted access to information, records and documents relevant to its activities.
- (iv) have direct communication channels with the external and internal auditors.
- (v) engage, consult and obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise it considers necessary.
- (vi) convene meetings with the external auditors, internal auditors or both, excluding the attendance of our other Directors and employees, whenever deemed necessary.

The primary functions and duties of our Audit Committee include the following:

- (i) to review and recommend for our Board's approval, the Internal Audit Charter which defines the independent purpose, authority, scope and responsibility of the internal audit function in our Group.
- (ii) to review the following and report to our Board:
 - (a) with the external auditors:
 - the audit plan and audit report and the extent of assistance rendered by our employees;
 - their evaluation of the system of internal controls;
 - the audit fee and on matter concerning their suitability for nomination, appointment and reappointment and the underlying reasons for resignation or dismissal as auditors;
 - the management letter and management's response; and
 - issues and reservations arising from audits.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS *(cont'd)*

- (b) with the internal audit department:
- the adequacy and relevance of the scope, functions, competency and resources of internal audit function and the necessary authority to carry out its work;
 - the audit plan of work programme and results of internal audit processes including recommendations and actions taken;
 - the extent of cooperation and assistance rendered by our employees; and
 - the appraisal of the performance of the internal audit function including that of the senior staff and any matter concerning their appointment and termination.
- (c) the quarterly results and year end financial statements prior to the approval by our Board, focusing particularly on:
- changes and implementation of major accounting policies and practices;
 - significant and unusual issues;
 - going concern assumption; and
 - compliance with accounting standards, regulatory and other legal requirements.
- (d) the major findings of investigations and management response.
- (e) the propriety of any related party transaction and conflict of interest situation that may arise within our Group including any transaction, procedure or course of conduct that raises questions of management integrity.
- (iii) to report any breaches of the Main Market LR which have not been satisfactorily resolved, to Bursa Securities.
- (iv) to prepare the Audit Committee Report for inclusion in our Annual Report covering:
- (a) the composition of our Audit Committee including the name, designation and directorship of the members;
 - (b) the terms of reference of our Audit Committee;
 - (c) the number of meetings held and details of attendance of each member of our Audit Committee;
 - (d) a summary of the activities of our Audit Committee in the discharge of its functions and duties; and
 - (e) a summary of the activities of the internal audit function.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

- (v) to review the following for publication in our Annual Report as well as to review the Annual Report and recommend for our Board's approval:
- (a) the disclosure statement of our Board on:
- our applications of the principles set out in Part I of the Malaysian Code on Corporate Governance; and
 - the extent of compliance with the best practices set out in Part II of the Malaysian Code on Corporate Governance, specifying reasons for any area of non-compliance and the alternative measures adopted in such areas.
- (b) the statement on our Board's responsibility for the preparation of our annual audited financial statements.
- (c) the disclosure statement on the state of the internal controls system of our Group.
- (d) other disclosures forming the contents of annual report spelt out in Part A of Appendix 9C of the Main Market LR.

Our Audit Committee currently comprises the following members:

<u>Name</u>	<u>Position</u>	<u>Date of appointment</u>	<u>Directorship</u>
Datuk Low Seng Kuan	Chairman	20.07.2011	Independent Non-Executive Director
Wong Chin Mun	Member	20.07.2011	Independent Non-Executive Director
Lim Swe Guan	Member	20.07.2011	Independent Non-Executive Director

11.1.5 Nomination Committee

Our Nomination Committee was established on 20 July 2011 and its members are appointed by our Board. Our Nomination Committee shall comprise not less than 3 members. The majority of its members shall be independent non-executive Directors. The members of our Nomination Committee shall elect a Chairman from among their number who is not our Executive Director. In the event of any vacancy in our Nomination Committee resulting in the number of members being reduced to below 3, our Board shall, within 3 months fill the vacancy.

Our Nomination Committee is entrusted with the task of proposing new nominees for our Board and for assessing existing Directors on an on-going basis. The ultimate decision as to who shall be nominated should be the responsibility of our full Board after considering the recommendations of our Nomination Committee.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

The functions of our Nomination Committee include the following:

- (i) to determine the core competencies and skills required of our Directors to best serve the business and operations of our Group as a whole and the optimum size of our Board to reflect the desired skills and competencies.
- (ii) to review the size of non-executive Directors, our Board balance and determine if additional Directors are required and also to ensure that at least 1/3 of our Board is independent.
- (iii) to recommend to our Board on the appropriate number of Directors to comprise our Board which should fairly reflect the investments of the minority shareholders in our Company, and whether our current Board representation satisfies this requirement.
- (iv) to recommend to our Board, candidates for all directorships to be filled by the shareholders or our Board.
- (v) to consider in making its recommendations, candidates for directorships proposed by any senior management or any of our Director or shareholder.
- (vi) to recommend to our Board, our Directors or officers of our Group to fill the seats on Board Committees.
- (vii) to undertake an annual review of the required mix of skills and experience and other qualities of our Directors, including core competencies which Non-Executive Directors should bring to our Board and to disclose this in the Annual Report.
- (viii) to assist our Board to implement a procedure to be carried out by our Nomination Committee annually for assessing the effectiveness of our Board as a whole, the Committees of our Board and for assessing the contributions and performance of individual Directors and Board Committee members.
- (ix) to introduce such regulations, guidelines and/or procedures to function effectively and fulfill our Nomination Committee's objectives.

Our Nomination Committee currently comprises the following members:

Name	Position	Date of appointment	Directorship
Lim Swe Guan	Chairman	20.07.2011	Independent Non-Executive Director
Wong Chin Mun	Member	20.07.2011	Independent Non-Executive Director
Datuk Low Seng Kuan	Member	20.07.2011	Independent Non-Executive Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.1.6 Remuneration Committee

Our Remuneration Committee was established on 20 July 2011 and its members are appointed by our Board. Our Remuneration Committee shall comprise not less than 3 members. The majority of its members shall be our Non-Executive Directors or any person not having a relationship which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the functions of our Remuneration Committee. The members of our Remuneration Committee shall elect a Chairman from among their number who is not our Executive Director. In the event of any vacancy in our Remuneration Committee resulting in the number of members being reduced to below 3, our Board shall, within 3 months fill the vacancy.

The primary responsibilities of our Remuneration Committee are to ensure that our Executive Directors are fairly rewarded for their individual contributions to our overall performance and the levels of remuneration should be sufficient to attract and retain our Directors to run our Company successfully.

Our Remuneration Committee currently comprises the following members:

<u>Name</u>	<u>Position</u>	<u>Date of appointment</u>	<u>Directorship</u>
Wong Chin Mun	Chairman	20.07.2011	Independent Non-Executive Director
Tan Sri Jeffrey Cheah	Member	20.07.2011	Executive Chairman
Datuk Low Seng Kuan	Member	20.07.2011	Independent Non-Executive Director
Lim Swe Guan	Member	20.07.2011	Independent Non-Executive Director

11.1.7 Service contracts with Directors

As at the date of this Prospectus, there are no existing or proposed service contracts entered into between our Directors and us, save for the standard employment contracts containing the normal terms of employment.

11.1.8 Remuneration and material benefits-in-kind of our Directors

The aggregate remuneration and benefits-in-kind paid or proposed to be paid to our Directors for services rendered or to be rendered to us in all capacities was approximately RM8.3 million for the year ended 31 December 2010 and is forecasted to be RM11.7 million for the year ending 31 December 2011.

The remuneration of our Directors, which includes Directors' salaries, bonus, fees and allowances as well as other benefits, must be considered and recommended by the Remuneration Committee and subsequently approved by our Board. The payment of our Directors' fees must be further approved and endorsed by our shareholders at a general meeting.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

The remuneration and benefits-in-kind paid or forecasted to be paid to our Directors are as follows:

Directors	Remuneration band of our Directors	
	Year ended 31 December 2010 (RM'000)	For the year ending 31 December 2011 (Forecast) (RM'000)
Tan Sri Jeffrey Cheah	5,150 - 5,200	7,250 - 7,300
Datuk Razman M Hashim	350 - 400	350 - 400
Dato' Chew Chee Kin	2,050 - 2,100	3,100 - 3,150
Sarena Cheah	550 - 600	650 - 700
Lim Swe Guan	50 -100	50 - 100
Datuk Low Seng Kuan	50 -100	50 - 100
Wong Chin Mun	50 -100	50 - 100

11.1.9 Amounts or benefits paid or intended to be paid or given to our Promoters, Directors and substantial shareholders

Save as disclosed below, there are no amounts or benefits paid or intended to be paid or given to any of our Promoters, Directors or substantial shareholders within the 2 years preceding the date of this Prospectus.

Promoters/Directors/Substantial shareholders	Amounts or benefits paid or intended to be paid	
	18 month period ended 31 December 2009 (RM'000)	Year ended 31 December 2010 (RM'000)
Promoters/Directors/Substantial shareholders		
Tan Sri Jeffrey Cheah	6,150 - 6,200	5,150 - 5,200
Sarena Cheah	600 - 650	550 - 600
Promoters/Substantial shareholders		
Puan Sri Susan Cheah	1,100 - 1,150	850 - 900
Evan Cheah	450 - 500	450 - 500
SWCSB	-	-
Timah Dunia	-	-
Active Equity	-	-
Promoters		
Active Builder	-	-
Jef-San	-	-
Progressive Traders	-	-
Timah Sini-Sana	-	-
Directors		
Datuk Razman M Hashim	500 - 550	350 - 400
Dato' Chew Chee Kin	2,700 - 2,750	2,050 - 2,100
Lim Swe Guan	50 -100	50 -100
Datuk Low Seng Kuan	50 -100	50 -100
Wong Chin Mun	50 -100	50 -100
Substantial shareholder		
GIC	-	-

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

11.2 Key management

Our key management consists of experienced personnel and is responsible for our day-to-day management and operations.

Our key management, as at the date of this Prospectus, are set out below:

<u>Name</u>	<u>Nationality</u>	<u>Age</u>	<u>Designation</u>
Dato' Tan Kia Loke	Malaysian	61	Senior Managing Director, Construction & Quarry Divisions
Kwan Foh Kwai	Malaysian	59	Managing Director, Construction Division
Ngian Siew Siong	Malaysian	59	Managing Director, International Property Development Division
Dato' Ngeow Voon Yean	Malaysian	59	Managing Director, Property Investment Division
Ho Hon Sang	Malaysian	51	Managing Director, Property Development Division
Lee Weng Keng	Malaysian	64	Executive Director, Healthcare Division
Chong Chang Choong	Malaysian	53	Chief Financial Officer
Tan Poh Chan	Malaysian	51	Deputy Chief Financial Officer
Ng Lai Ping	Malaysian	42	Deputy Chief Financial Officer
Sarena Cheah	Malaysian	37	Executive Director, Strategy & Corporate Development
Yap Chin Leong	Malaysian	55	Executive Director, Corporate Services

11.2.1 Profiles of our key management

(i) Dato' Tan Kia Loke

Dato' Tan Kia Loke, aged 61, is our Senior Managing Director of Construction & Quarry Divisions.

He attained a Bachelor of Science (Hon) Degree in Civil Engineering from University of Strathclyde, United Kingdom in 1977.

In 1971, he started his career as a technical assistant in the Drainage & Irrigation Department, Malaysia. He then worked as a Design Engineer in Esa Perunding from 1978 to 1981 prior to joining Sunway Construction Sdn Bhd in 1981 as a Project Manager to spearhead the formation of the construction arm within the SunH Group.

He is a registered professional engineer with the Board of Engineers, Malaysia, a fellow of the Institute of Engineers, Malaysia and Honorary Advisor of the Master Builders Association of Malaysia. He was awarded Chief Executive Officer of the Year 2006 by the Malaysian Construction Industry Excellence Awards. He has more than 30 years' experience in the construction industry.

He is currently a Board member of the Construction Industry Development Board and The Malaysian Property Incorporated, a government company formed to promote the marketing of Malaysian properties overseas.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(ii) Kwan Foh Kwai

Kwan Foh Kwai, aged 59, is our Managing Director of Construction Division.

He graduated with a Bachelor of Engineering (Civil) (Honours) Degree from University Malaya in 1977.

He began his career as a contract engineer in 1977 with the Department of Public Works, Ministry of Works for 3 years and was attached to the East-West Highway project. In 1980, he moved to Promet Construction Sdn Bhd as its Site Manager. Following this, he joined Alam Baru Sdn Bhd, a Class "A" Contractor, as General Manager in 1984. He joined Taisei Corporation of Japan from 1986 to 1996 and his last position held was General Manager of Taisei (Malaysia) Sdn Bhd.

On 1 October 1996, he joined Sunway Construction Berhad as an Executive Director. In June 2001, he was promoted to Managing Director of Sunway Construction Berhad, which was delisted from Bursa Securities and converted to a private limited company.

He is the President of the Master Builders Association of Malaysia for 2010 to 2012. He is also a Member of the Institute of Engineers Malaysia. He has over 34 years of extensive experience working in the construction industry, both in the public and private sectors.

(iii) Ngian Siew Siong

Ngian Siew Siong, aged 59, is our Managing Director of International Property Development Division.

He attained a Bachelor of Science Degree (Honours) in Civil Engineering from University of Leeds, United Kingdom in 1976.

In 1976, he started his career with the Malaysian Government as a design engineer with the Department of Irrigation and Drainage. In 1979, he was the Regional Operations Manager of MBF Holdings Bhd before joining SunCity. He joined SunCity in 1985 as a Project Manager and held various senior posts before being promoted to Executive Director in January 1996. Subsequently, he was promoted to Deputy Managing Director and Managing Director – Property Development on 1 October 2001 and 26 August 2004 respectively. He was redesignated as Managing Director – Property Development, International on 19 March 2010. In his role as managing director, he has made many positive contributions to enhance the growth and profitability of SunCity which helped reinforced the confidence of customers and shareholders.

He has also been appointed as the Chairman of Real Estate and Housing Developers' Association Selangor branch for the 2010 – 2012 term.

He has more than 30 years of experience in the property development industry.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(iv) Dato' Ngeow Voon Yean

Dato' Ngeow Voon Yean, aged 59, is our Managing Director of Property Investment Division.

In 1977, he obtained a Bachelor of Commerce Degree majoring in Business Studies and Economics from University of Auckland, New Zealand.

He began his career in 1977 with Landmarks Holdings Bhd, the developer owner of Sungei Wang Plaza, Regent Hotel. In 1988, he joined Metroplex Holdings Sdn Bhd, the developer of The Mall in 1988. In 1989, he moved to Singapore to join Marina Centre Holdings Pte Ltd, the developer and manager of Marina Square, a mixed-use waterfront development comprising 3 international class hotels, shopping mall and offices. He joined Suntec City Development Pte Ltd as part of the pioneering team in the development of one of Singapore's largest private mixed-use projects comprising an international convention and exhibition centre, shopping mall and 5 office towers in 1993. Currently, he manages the investment portfolio of SunCity which includes retail, commercial, hospitality, leisure and other asset management components.

He has more than 29 years of working experience in property development and investment, and management industry. He was the founder President of the Shopping and Highrise Buildings Association in both Malaysia and Singapore. He has wide experience in the development and management of mixed-use developments. He is a council member of the Malaysian Association of Hotel Owners and an Honorary Adviser to the Malaysian Association for Shopping and Highrise Complex Management.

(v) Ho Hon Sang

Ho Hon Sang, aged 51, is our Managing Director of Property Development Division.

He obtained a Bachelor of Engineering (Honours) from University of Malaya, Malaysia in 1984.

In 1984, he started his professional career as an engineer with Esa Jurutera Perunding Sdn Bhd and he was involved in the North South Highway project. He joined United Engineers Malaysia Berhad Group of Companies from 1988 until 1994 before joining SunCity as an Assistant General Manager. He was then appointed as the Unit Profit Centre Manager and also a Board Member of Sunway Damansara Sdn Bhd, a 60% owned subsidiary of SunCity, in 1995. Subsequently, he was promoted to Chief Operating Officer – Property Development in 2005.

He has been a member of the Institution of Engineers, Malaysia since 1988 and the Board of Engineers, Malaysia since 1989. He has more than 15 years of experience in the property development industry.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(vi) Lee Weng Keng

Lee Weng Keng, aged 64, is our Executive Director of Healthcare Division.

He graduated with a Bachelor of Economics (Honours) Degree from University of Malaya in 1974. He obtained his Masters in Business Administration from Cranfield University, United Kingdom in 1990.

In 1974, he started his career as a secondary school teacher in Sekolah Tunku Abdul Rahman, Ipoh, and subsequently gained experience in material and logistic management in UMW Corporation Sdn Bhd in 1975 before joining Texas Instruments (M) Sdn Bhd in 1977 to 1994 where he further enhanced his experience and management skills in logistic, production, operations and general business administration. He was the General Manager (M&C Operations) in Texas Instruments (M) Sdn Bhd before joining SunH.

He joined SunH as General Manager (Operations) in 1994 and was appointed Senior General Manager in 1997. He successfully achieved the turnaround of Sunway Keramo Sdn Bhd, a vitrified clay pipes business subsidiary of SunH and built it into a high quality and profitable company.

Over the years as director, he has provided the leadership for developing the business of Sunway Education Group Sdn Bhd. He was appointed Head of Sunway Group Education and Healthcare Division in 2005 and joined the Board of Directors in Sunway Medical Centre Berhad the same year.

(vii) Chong Chang Choong

Chong Chang Choong, aged 53, is our Chief Financial Officer.

He graduated with a Bachelor of Arts (Honours) in Economics and Accounting from the University of Newcastle Upon Tyne, England in 1979.

In 1980, he started his career as an Article Clerk in Robson Rhodes, a chartered accountant firm in London. He returned to Malaysia in 1984 and was a Corporate Banking Officer with Bumiputera Merchant Bankers Bhd. Subsequently, he held various positions in different financial institutions, including John Hancock Life Insurance Berhad and DMG K&N Kenanga Berhad. His last position prior to joining Sunway was the General Manager - Investments of Public Mutual Berhad from 1995 to 2004. Under his guidance, Public Mutual Berhad won numerous fund management awards.

He joined SunCity as the Director of Group Corporate Affairs on 1 December 2010 and he is responsible for overseeing the corporate finance and treasury functions.

He was a member of the Institute of Chartered Accountant in England and Wales and has more than 20 years of experience in banking, stockbroking, corporate finance and portfolio fund management.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(viii) Tan Poh Chan

Tan Poh Chan, aged 51, is our Deputy Chief Financial Officer.

She attained a Bachelor of Accounting (Honours) from University of Malaya in 1984.

She has started her career at Ernst & Young in 1984. After 5 years in Ernst & Young where she was exposed to audit, taxation and financial advisory, she joined SunCity as an accountant. During her tenure, she played a key role in the expansion of SunCity from property development to property investment, leisure and hospitality, as well as the listing of SunCity in 1996 on the Main Market of Bursa Securities (formerly known as Main Board of Kuala Lumpur Stock Exchange). In 1999, she was promoted to General Manager - finance and was transferred to Sunway Construction Berhad which was taken private 5 years later by SunH, its holding company.

She was the Chief Financial Officer of the construction division of SunH since 2007 until she was appointed as the Chief Financial Officer of SunCity on 1 April 2008.

She is a member of the Malaysian Institute of Accountants and has more than 26 years of experience in financial management.

(ix) Ng Lai Ping

Ng Lai Ping, aged 42, is our Deputy Chief Financial Officer.

In 1993, she started her career as Audit Assistant in Ernst & Young. Prior to joining the Sunway Group, she was the Senior Manager in the Assurance and Advisory Business Services of Ernst & Young, providing advisory, accounting and audit services for Malaysian and international clients principally involved in trading, manufacturing, property development and hospitality services for more than 10 years.

She joined Sunway Infrastructure Berhad in 2004 as Group Financial Controller. Sunway Infrastructure Berhad's principal activity was investment holding and its subsidiary company held a concession to build, operate and transfer the expressway commonly known as the Kajang SILK Highway. She subsequently assumed the role of Chief Financial Officer of Sunway Construction Sdn Bhd after the divestment of Sunway Infrastructure Berhad by SunH in 2008. She was promoted as Chief Financial Officer of SunH in 2009.

She is a fellow member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants. She has more than 17 years of experience in auditing, accounting and financial management.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(x) Please refer to Section 11.1.1 above for profile of **Sarena Cheah**.

(xi) **Yap Chin Leong**

Yap Chin Leong, aged 55, is our Executive Director of Corporate Services.

He attained a Bachelor of Science Degree in Mechanical Engineering from University of Leeds in 1978 and a Masters in Management from Imperial College, London in 1979.

In 1979, he started his career as a Remittance Officer in Hong Kong & Shanghai Bank and left in 1982 to join Sunway Group.

In Sunway Group, he started his career in the Corporate Planning Division. In that Division, he served as the Profit Centre Manager for the concrete, quarry and piling businesses of SunH from 1989, 1994 and 1999 respectively. During his tenure at the concrete company, Sun-Mix Concrete Sdn Bhd, he also served as Chairman of the National Ready-mixed Concrete Association of Malaysia. Under his helm, Sun-Mix Concrete Sdn Bhd became the first in the ready-mixed industry to obtain ISO 9002 certification.

His vast experience enabled him to lead the Human Resources function for Sunway Group, which earned 6th place for the Asia Pacific Region Top Companies for Leaders 2007 global survey (conducted by Hewitt Associates in collaboration with Fortune magazine and the RBL Group). He has been invited to speak at various conferences and seminars on topics relating to human resources, talent management and development and succession planning.

He has more than 28 years of experience with Sunway Group covering the areas of corporate planning, finance, information technology and human resources.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.2.2 Our key management's shareholding

The shareholdings of our key management as at the LPD and after the issuance are as follows:

Key management	As at the LPD			After the Issuance [^]		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Tan Kia Loke	-	-	-	-	1,667,962	0.13
Kwan Foh Kwai	-	-	-	-	714,124	0.06
Ngian Siew Siong	-	-	-	-	50,059	*
Dato' Ngeow Voon Yean	-	-	-	-	473,999	0.04
Ho Hon Sang	-	-	-	-	-	-
Lee Weng Keng	-	-	-	-	-	-
Chong Chang Choong	-	-	-	-	126,428	0.01
Tan Poh Chan	-	-	-	-	206,142	0.02
Ng Lai Ping	-	-	-	-	-	-
Sarena Cheah	-	-	2 ⁽²⁾	100.00 ⁽²⁾	432,956	0.03
Yap Chin Leong	-	-	-	-	371,428	0.03
					614,607,963 ⁽³⁾	47.55 ⁽³⁾
					4,422 ⁽¹⁾	* ⁽¹⁾

Notes:

[^] Computed based on their respective securities holdings in SunCity and/or SunH as at 27 July 2011 (after taking into consideration the conversion of convertible securities in SunCity and/or SunH on 27 July 2011) over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion.

(1)

Deemed interest by virtue of Section 6A of the Act held through spouse.

(2)

Deemed interest by virtue of Section 6A of the Act held through Active Equity, Timah Dunia and SWCSB.

(3)

Deemed interest by virtue of Section 6A of the Act held through Active Builder, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent. Negligible.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.2.3 Service contracts of our key management

As at the date of this Prospectus, there are no existing or proposed service contracts between our key management personnel and us save for the standard employment contracts containing the normal terms of employment.

11.2.4 Involvement of our key management in other businesses/corporations

Save as disclosed below, none of our key management is involved in other businesses or corporations.

Key management	Name of company	Principal activities	Position held
Dato' Tan Kia Loke	TKL Enterprise Sdn Bhd	Investment holding	Director/Shareholder
	Malaysian South-South Corporation Berhad	Investment	Director
Ngian Siew Siong	Sungei Way-Saigon Pilecon Engineering Company	Dormant	Director
	Sunway SPK Homes Sdn Bhd	Property development	Director
	Usamaju Sdn Bhd (In members' voluntary winding-up)	Dormant	Director
	Sunway Opus International Private Limited	Property development	Director
	Sunway MAK International Private Limited	Property development	Director
Dato' Ngeow Voon Yean	Sunway Cana City Development Limited	Property development	Director
	Pyramid Bowl Sdn Bhd	Bowling alley operator	Director
	Sunway Velocity Mall Sdn Bhd (formerly known as Glitter Performance Sdn Bhd)	Dormant	Director
Ho Hon Sang	Aktif-Sunway Sdn Bhd	Dormant	Director
	Sunway Opus International Private Limited	Property development	Director
	Sunway MAK International Private Limited	Property development	Director

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Key management	Name of company	Principal activities	Position held
Tan Poh Chan	Sunway Velocity Mall Sdn Bhd (formerly known as Glitter Performance Sdn Bhd)	Dormant	Director
	Sunway Cana City Development Limited	Property development	Director

The involvement of our key management in other businesses set out above does not preclude them from allocating most of their time to our Group because the daily operations in those businesses are managed by the respective companies' personnel. They only attend meetings of other boards on which they serve and accordingly discharge their principal areas of responsibility as directors of those companies. They have been and have ensured that they would be able to fulfil and discharge their duties and responsibilities effectively as our key management. As such, our key management's involvements in other businesses and operations outside of our Group are not expected to have any material effect on their contribution to our Group.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

11.3 Promoters

11.3.1 Promoters

Our Promoters are Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Timah Dunia, Active Equity, Active Builder, Jef-San, Progressive Traders and Timah Sini-Sana. Promoters are defined by the Equity Guidelines to include a controlling shareholder, a person connected with a controlling shareholder and an Executive Director who is our substantial shareholder.

The profile of Tan Sri Jeffrey Cheah, who is also our Director and substantial shareholder, is set out in Section 11.1.1 above. The profile of Sarena Cheah, who is also our Director, substantial shareholder and key management, is set out in Section 11.1.1 above. The information on our other Promoters, being Puan Sri Susan Cheah, Evan Cheah, SWCSB, Timah Dunia, Active Equity, Active Builder, Jef-San, Progressive Traders and Timah Sini-Sana are as follows:

(i) Puan Sri Susan Cheah

Puan Sri Datin Seri (Dr) Susan Cheah Seok Cheng, aged 67, is our substantial shareholder and Promoter.

In 1970, she graduated with Bachelor Degree in Commerce from Victoria University, Australia. She started her career in Sunway Group in 1974.

She holds professional qualifications of Chartered Accountant from Malaysian Institute of Accountants, Fellow Certified Practising Accountant, Fellow Company Certified Secretary from Malaysian Association of Company Secretaries and Fellow Professional National Accountant from National Institute of Accountants. On 21 February 2004, she was conferred with an Honorary Doctorate Degree by Victoria University, Australia. In 2005, she received The Paul Harris Fellowship Award from Rotary International and Asia HRD Congress Award (contribution to the society). In 2009, she received The Outstanding Women Award from Federation of Hokkien Association. In 2010, she was honoured with the prestigious "Most Outstanding ASEAN Women of Achievement Award 2010" from Malaysia Women's Career Building Association by the Prime Minister's wife, YBhg Datin Paduka Seri Rosmah Mansor.

She is actively involved in various associations holding the following positions:

1. President of the Wanita Federation of Hakka Association of Malaysia;
2. Director of Malaysian Australian Foundation;
3. Committee member of National Association of Women Entrepreneurs of Malaysia;
4. Honorary President of Malaysia Women's Career Building Association;
5. President of Pure Love True Family Malaysia for World Peace; and
6. Adviser of Women for World Peace Malaysia.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

(ii) Evan Cheah

Evan Cheah Yean Shin, aged 32, is our substantial shareholder and Promoter.

In 2001, he obtained a Bachelors Degree in Commerce and a Bachelors Degree in Business Systems from Monash University. In the same year, he started his career in the corporate finance division of Sunway Group.

He is currently the Chief Executive Officer, China of SunH Group. He is responsible for the China Corporate Office as well as the development of new business opportunities in China for SunH Group.

In the past 10 years, he has assumed positions in the trading, construction and group finance divisions of SunH with roles in investment analysis and due diligence, corporate finance, management accounting and group procurement. He is a Chartered Financial Analyst Charterholder, a Certified Practising Accountant and a member of the Malaysian Institute of Accountants.

(iii) SWCSB

SWCSB is our Promoter and substantial shareholder. It was incorporated as a private company in Malaysia under the Act on 9 April 1974. The authorised share capital of SWCSB is RM10,000,000 comprising 10,000,000 ordinary shares of RM1.00 each, of which RM10,000,000, comprising 10,000,000 ordinary shares of RM1.00 each are issued and paid-up.

The principal activities of SWCSB are property investment and investment holding.

As at the LPD, the substantial shareholders of SWCSB and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Jef-San	1,285,715	12.86	-	-
Progressive Traders	1,400,000	14.00	-	-
Sungei Jaya	1,142,857	11.43	-	-
Sungei Menderang Sdn Bhd	1,314,286	13.14	-	-
Timah Dunia	2,000,000	20.00	-	-
Timah Menderang Sdn Bhd	1,428,571	14.29	-	-
Active Builder	1,428,571	14.29	-	-
Active Equity	-	-	7,285,714 ⁽¹⁾	72.86 ⁽¹⁾
Tan Sri Jeffrey Cheah	-	-	10,000,000 ⁽²⁾	100 ⁽²⁾
Puan Sri Susan Cheah	-	-	10,000,000 ⁽³⁾	100 ⁽³⁾
Sarena Cheah	-	-	10,000,000 ⁽⁴⁾	100 ⁽⁴⁾
Evan Cheah	-	-	10,000,000 ⁽⁵⁾	100 ⁽⁵⁾

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Notes:

- (1) Deemed interest by virtue of Section 6A of the Act held through Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd.
- (2) Deemed interest by virtue of Section 6A of the Act held through Active Builder, Jef-San, Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd.
- (3) Deemed interest by virtue of Section 6A of the Act held through Jef-San and by virtue of her spouse's and daughter's interests in Active Builder, Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd as well as her son's interests in Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd.
- (4) Deemed interest by virtue of Section 6A of the Act held through Active Builder, Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd and by virtue of her parents' interests in Jef-San.
- (5) Deemed interest by virtue of Section 6A of the Act through Progressive Traders, Sungei Jaya, Sungei Menderang Sdn Bhd, Timah Dunia and Timah Menderang Sdn Bhd and by virtue of his parents' interests in Jef-San as well as his father's interest in Active Builder.

(iv) Timah Dunia

Timah Dunia is our Promoter and substantial shareholder. It was incorporated as a private company in Malaysia under the Act on 2 April 1980. The authorised share capital of Timah Dunia is RM500,000 comprising 500,000 ordinary shares of RM1.00 each, of which RM500,000, comprising 500,000 ordinary shares of RM1.00 each are issued and paid-up.

The principal activity of Timah Dunia is investment holding.

As at the LPD, the substantial shareholders of Timah Dunia and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Active Equity	500,000	100	-	-
Tan Sri Jeffrey Cheah	-	-	500,000 ⁽¹⁾	100 ⁽¹⁾
Sarena Cheah	-	-	500,000 ⁽¹⁾	100 ⁽¹⁾
Evan Cheah	-	-	500,000 ⁽¹⁾	100 ⁽¹⁾

Note:

- (1) Deemed interest by virtue of Section 6A of the Act held through Active Equity.

(v) Active Equity

Active Equity is our Promoter and substantial shareholder. It was incorporated as a private company in Malaysia under the Act on 5 November 1982. The authorised share capital of Active Equity is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM127,500, comprising 127,500 ordinary shares of RM1.00 each are issued and paid-up.

The principal activity of Active Equity is investment holding.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

As at the LPD, the substantial shareholders of Active Equity and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Tan Sri Jeffrey Cheah	102,000	80	25,500 ⁽¹⁾	20 ⁽¹⁾
Sarena Cheah	12,750	10	102,000 ⁽²⁾	80 ⁽²⁾
Evan Cheah	12,750	10	102,000 ⁽²⁾	80 ⁽²⁾

Notes:

(1) Deemed interest by virtue of Section 6A of the Act held through children.

(2) Deemed interest by virtue of Section 6A of the Act held through parent.

(vi) Active Builder

Active Builder is our Promoter and shareholder. It was incorporated as a private company in Malaysia under the Act on 16 December 1983. The authorised share capital of Active Builder is RM3,000,000 comprising 3,000,000 ordinary shares of RM1.00 each, of which RM1,198,602, comprising 1,198,602 ordinary shares of RM1.00 each are issued and paid-up.

The principal activity of Active Builder is investment holding.

As at the LPD, the substantial shareholders of Active Builder and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Tan Sri Jeffrey Cheah	1,198,600	99.99	2 ⁽¹⁾	0.01 ⁽¹⁾
Sarena Cheah	2	0.01	1,198,600 ⁽²⁾	99.99 ⁽²⁾

Notes:

(1) Deemed interest by virtue of Section 6A of the Act held through child.

(2) Deemed interest by virtue of Section 6A of the Act held through parent.

(vii) Jef-San

Jef-San is our Promoter and shareholder. It was incorporated as a private company in Malaysia under the Act on 11 July 1975. The authorised share capital of Jef-San is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM100,000, comprising 100,000 ordinary shares of RM1.00 each are issued and paid-up.

The principal activities of Jef-San are management services, rental of properties and investment holding.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

As at the LPD, the substantial shareholders of Jef-San and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Tan Sri Jeffrey Cheah	60,000	60	40,000 ⁽¹⁾	40 ⁽¹⁾
Puan Sri Susan Cheah	40,000	40	60,000 ⁽¹⁾	60 ⁽¹⁾

Note:

(1) Deemed interest by virtue of Section 6A of the Act held through spouse.

(viii) Progressive Traders

Progressive Traders is our Promoter and shareholder. It was incorporated as a private company in Malaysia under the Act on 22 July 1980. The authorised share capital of Progressive Traders is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM1,000,000, comprising 1,000,000 ordinary shares of RM1.00 each are issued and paid-up.

The principal activity of Progressive Traders is investment holding.

As at the LPD, the substantial shareholders of Progressive Traders and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Active Equity	1,000,000	100	-	-
Tan Sri Jeffrey Cheah	-	-	1,000,000 ⁽¹⁾	100 ⁽¹⁾
Sarena Cheah	-	-	1,000,000 ⁽¹⁾	100 ⁽¹⁾
Evan Cheah	-	-	1,000,000 ⁽¹⁾	100 ⁽¹⁾

Note:

(1) Deemed interest by virtue of Section 6A of the Act held through Active Equity.

(ix) Timah Sini-Sana

Timah Sini-Sana is our Promoter and shareholder. It was incorporated as a private company in Malaysia under the Act on 4 January 1980. The authorised share capital of Timah Sini-Sana is RM1,000,000 comprising 1,000,000 ordinary shares of RM1.00 each, of which RM100,000, comprising 100,000 ordinary shares of RM1.00 each are issued and paid-up.

The principal activity of Timah Sini-Sana is investment holding.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (*cont'd*)

As at the LPD, the substantial shareholders of Timah Sini-Sana and their respective shareholdings are as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
SWCSB	100,000	100	-	-
Timah Dunia	-	-	100,000 ⁽¹⁾	100 ⁽¹⁾
Active Equity	-	-	100,000 ⁽²⁾	100 ⁽²⁾
Tan Sri Jeffrey Cheah	-	-	100,000 ⁽³⁾	100 ⁽³⁾
Sarena Cheah	-	-	100,000 ⁽³⁾	100 ⁽³⁾
Evan Cheah	-	-	100,000 ⁽³⁾	100 ⁽³⁾

Notes:

(1) Deemed interest by virtue of Section 6A of the Act held through SWCSB.

(2) Deemed interest by virtue of Section 6A of the Act held through Timah Dunia and SWCSB.

(3) Deemed interest by virtue of Section 6A of the Act held through Active Equity.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.3.2 Our Promoters' shareholdings

The shareholdings of Tan Sri Jeffrey Cheah, as at the LPD and after the issuance are set out in Section 11.1.2 of this Prospectus. The shareholdings of our other Promoters, namely, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Timah Dunia, Active Equity, Active Builder, Jef-San, Progressive Traders and Timah Sini-Sana are as follows:

	As at the LPD			After the Issuance [^]		
	Direct		Indirect	Direct		Indirect
	No. of Shares	%	No. of Shares	No. of Shares	%	No. of Shares
Puan Sri Susan Cheah	-	-	2 ⁽¹⁾	-	-	615,141,687 ⁽²⁾
Sarena Cheah	-	-	2 ⁽³⁾	432,956	0.03	614,607,963 ⁽⁴⁾
Evan Cheah	-	-	2 ⁽⁵⁾	100,768	0.01	614,607,963 ⁽⁵⁾
SWCSB	2	100.00	-	497,478,165	38.49	7,596,681 ⁽⁶⁾
Timah Dunia	-	-	2 ⁽⁷⁾	-	-	505,074,846 ⁽⁸⁾
Active Equity	-	-	2 ⁽⁹⁾	6,960,118	0.54	516,671,502 ⁽¹⁰⁾
Active Builder	-	-	-	18,249,155	1.41	-
Jef-San	-	-	-	23,024,379	1.78	-
Progressive Traders	-	-	-	11,596,656	0.90	-
Timah Sini-Sana	-	-	-	7,596,681	0.59	-

Notes:

[^] Computed based on their respective securities holdings in SunCity and/or SunH as at 27 July 2011 (after taking into consideration the conversion of convertible securities in SunCity and/or SunH on 27 July 2011) over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion.

(1) Deemed interest by virtue of Section 6A of the Act held through SWCSB.

(2) Deemed interest by virtue of Section 6A of the Act held through Jef-San, SWCSB, Timah Sini-Sana, spouse and children.

(3) Deemed interest by virtue of Section 6A of the Act held through Active Equity, Timah Dunia and SWCSB.

(4) Deemed interest by virtue of Section 6A of the Act held through Active Builder, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent.

(5) Deemed interest by virtue of Section 6A of the Act held through Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent.

(6) Deemed interest by virtue of Section 6A of the Act held through Timah Sini-Sana.

(7) Deemed interest by virtue of Section 6A of the Act held through SWCSB.

(8) Deemed interest by virtue of Section 6A of the Act held through SWCSB and Timah Sini-Sana.

(9) Deemed interest by virtue of Section 6A of the Act held through Timah Dunia and SWCSB.

(10) Deemed interest by virtue of Section 6A of the Act held through Progressive Traders, Timah Dunia, SWCSB and Timah Sini-Sana.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.4 Substantial shareholders**11.4.1 Substantial shareholders**

Our current substantial shareholders are Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Timah Dunia, Active Equity and GIC.

The profile of Tan Sri Jeffrey Cheah who is also our Director and Promoter, is set out in Section 11.1.1 above. The profile of Sarena Cheah, who is also our Director, Promoter and key management, is set out in Section 11.1.1 above. The profiles of Puan Sri Susan Cheah, Evan Cheah, SWCSB, Timah Dunia and Active Equity, who are also our Promoters, are set out in Section 11.3.1 of this Prospectus.

The information on our other substantial shareholder, namely GIC, is as follows:

(i) GIC

Government of Singapore Investment Corporation Pte Ltd is our substantial shareholder. GIC was incorporated in 1981 under the Singapore Companies Act and is wholly owned by the Government of Singapore. GIC is responsible to preserve and enhance Singapore's foreign reserves. Its portfolio includes investments in public equities, private equity, fixed income, real estate, infrastructure, marketable alternatives and natural resources. Its headquarters is in Singapore with offices in South Korea, United Kingdom, United States, Japan, India and China.

(Source: www.gic.com.sg)

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.4.2 Substantial shareholders' shareholdings

The shareholdings of Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Timah Dunia and Active Equity as at the LPD and after the Issuance are set out in Section 11.3.2 of this Prospectus. The shareholdings of our other substantial shareholder, namely GIC, as at the LPD and after the Issuance are set out as follows:

	As at the LPD			After the Issuance [^]		
	Direct	Indirect	Direct	Indirect	Direct	Indirect
	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares	No. of Shares
	%	%	%	%	%	%
GIC	-	-	-	-	157,999,999	12.22
	-	-	-	-	-	-

Note: [^]

Computed based on its securities holdings in SunCity as at 27 July 2011 (after taking into consideration the conversion of convertible securities in SunCity on 27 July 2011) over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion.

Save as set out in Sections 11.1.2, 11.2.2 and 11.4.2 of this Prospectus, we are not aware of any other person who directly or indirectly, jointly or severally, exercises control over us.

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

11.5 Changes in the Promoters' and substantial shareholders' shareholdings in our Company since incorporation up to the Issuance

The changes in the shareholdings of our Promoters and substantial shareholders since incorporation up to the Issuance are set out below. There have been no changes in their shareholdings from the Issuance to the Listing.

Promoters and substantial shareholders	As at incorporation on 10 November 2010				After the Issuance ^			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Zatizam binti Zahari	1	50.00	-	-	-	-	-	-
Zalifah binti Kadis	1	50.00	-	-	-	-	-	-
Tan Sri Jeffrey Cheah	-	-	-	-	49,702,809	3.85	565,438,878 ⁽¹⁾	43.75 ⁽¹⁾
Puan Sri Susan Cheah	-	-	-	-	-	-	615,141,687 ⁽²⁾	47.59 ⁽²⁾
Sarena Cheah	-	-	-	-	432,956	0.03	614,607,963 ⁽³⁾	47.55 ⁽³⁾
Evan Cheah	-	-	-	-	100,768	0.01	614,607,963 ⁽⁴⁾	47.55 ⁽⁴⁾
SWCSB	-	-	-	-	497,478,165	38.49	7,596,681 ⁽⁵⁾	0.59 ⁽⁵⁾
Timah Dunia	-	-	-	-	-	-	505,074,846 ⁽⁶⁾	39.08 ⁽⁶⁾
Active Equity	-	-	-	-	6,960,118	0.54	516,671,502 ⁽⁷⁾	39.97 ⁽⁷⁾
GIC	-	-	-	-	157,999,999	12.22	-	-
Active Builder	-	-	-	-	18,249,155	1.41	-	-
Jef-San	-	-	-	-	23,024,379	1.78	-	-
Progressive Traders	-	-	-	-	11,596,656	0.90	-	-
Timah Sini-Sana	-	-	-	-	7,596,681	0.59	-	-

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, PROMOTERS AND SUBSTANTIAL SHAREHOLDERS (cont'd)

Notes:

- ^
- (1) *Computed based on their respective securities holdings in SunCity and/or SunH as at 27 July 2011 (after taking into consideration the conversion of convertible securities in SunCity and/or SunH on 27 July 2011) over 1,292,505,004 Shares, which is our enlarged number of shares issued after Completion.*
- (2) *Deemed interest by virtue of Section 6A of the Act held through Active Builder, Jef-San, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and children.*
- (3) *Deemed interest by virtue of Section 6A of the Act held through Jef-San, SWCSB, Timah Sini-Sana, spouse and children.*
- (4) *Deemed interest by virtue of Section 6A of the Act held through Active Builder, Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent.*
- (5) *Deemed interest by virtue of Section 6A of the Act held through Active Equity, Timah Dunia, Progressive Traders, SWCSB, Timah Sini-Sana and parent.*
- (6) *Deemed interest by virtue of Section 6A of the Act held through Timah Sini-Sana.*
- (7) *Deemed interest by virtue of Section 6A of the Act held through SWCSB and Timah Sini-Sana.*

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11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, SUBSTANTIAL SHAREHOLDERS AND PROMOTERS *(cont'd)*

11.6 Relationships or associations between our Directors, key management, substantial shareholders and Promoters

Save as disclosed below, there are no family relationships or associations between our Directors, key management, substantial shareholders and Promoters:

<u>Name</u>	<u>Relationship/Association</u>
Tan Sri Jeffrey Cheah	Tan Sri Jeffrey Cheah, our Director, substantial shareholder and Promoter, is the father to Sarena Cheah and Evan Cheah, who are both our Promoters and substantial shareholders.
Puan Sri Susan Cheah	Puan Sri Susan Cheah, our substantial shareholder and Promoter, is the spouse of Tan Sri Jeffrey Cheah. She is the mother to Sarena Cheah and Evan Cheah, who are both our Promoters and substantial shareholders.
Sarena Cheah	Sarena Cheah, our Director, substantial shareholder, Promoter and key management, is the child of Tan Sri Jeffrey Cheah and Puan Sri Susan Cheah. She is the sister to Evan Cheah, who is our substantial shareholder and Promoter.
Evan Cheah	Evan Cheah, our substantial shareholder and Promoter, is the child of Tan Sri Jeffrey Cheah and Puan Sri Susan Cheah. He is the brother to Sarena Cheah, who is our Director, substantial shareholder, Promoter and key management.
SWCSB	A company controlled or owned by Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah.
Timah Dunia	A company controlled or owned by Tan Sri Jeffrey Cheah, Sarena Cheah and Evan Cheah.
Active Equity	A company controlled or owned by Tan Sri Jeffrey Cheah, Sarena Cheah and Evan Cheah.
Active Builder	A company controlled or owned by Tan Sri Jeffrey Cheah and Sarena Cheah.
Jef-San	A company controlled or owned by Tan Sri Jeffrey Cheah and Puan Sri Susan Cheah.
Progressive Traders	A company controlled or owned by Active Equity, which is in turn controlled or owned by Tan Sri Jeffrey Cheah, Sarena Cheah and Evan Cheah.
Timah Sini-Sana	A company controlled or owned by SWCSB, which is in turn controlled or owned by Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, SUBSTANTIAL SHAREHOLDERS AND PROMOTERS (*cont'd*)

11.7 Declaration by our Directors, key management and Promoters

As at the LPD, none of our Directors, key management or Promoters is or has been involved in the following events (whether in or outside Malaysia):

- (i) a petition under any bankruptcy or insolvency laws was filed (and not struck out) against such person or any partnership in which he was a partner or any corporation of which he was a Director or key personnel;
- (ii) disqualified from acting as a director of any corporation or from taking part, directly or indirectly, in the management of any corporation;
- (iii) charged and/or convicted in a criminal proceeding or is a named subject of a pending criminal proceeding;
- (iv) any judgment was entered against such person involving a breach of any law or regulatory requirement that relates to the securities or futures industry; or
- (v) the subject of any order, judgment or ruling of any court, government, or regulatory authority or body temporarily enjoining him from engaging in any type of business practice or activity.

11.8 Employees

Our total workforce for the past 3 financial years/period ended 31 December 2010 and as at the LPD is as follows:

Business divisions	18 month period		
	Year ended 30 June 2008	ended 31 December 2009	Year ended 31 December 2010
Property	750	1,040	1,503
Construction	1,043	1,213	995
Others	5,184	5,530	4,939
Total	6,977	7,783	7,437

Our number of employees has decreased by 4.4%, mainly due to the disposal of a subsidiary, Sun Pharmaceutical Sdn Bhd, which had been trading in pharmaceutical products, the completion of construction projects overseas and the outsourcing of our ready mixed concrete business in Vietnam and certain low value jobs at our Malaysian building materials manufacturing plants to sub-contractors.

As at the LPD, the total number of our employees broken down by their job scope, years in service and whether they are employed as a full time or contractual staff are as follows:

Category of employees	No. of employees			Total
	Less than 1 year	1 to 5 years	More than 5 years	
Management and professional	145	282	430	857
Engineer and executive	522	914	493	1,929
Supervisory	87	243	419	749
Technician and Research and Development	87	160	144	391
Administration and clerical	266	407	223	896
General Workers	680	1,280	655	2,651
Total	1,787	3,286	2,364	7,437

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, SUBSTANTIAL SHAREHOLDERS AND PROMOTERS (cont'd)

Category of employees	No. of employees		
	Contractual	Non-Contractual	Total
Management and professional	86	771	857
Engineer and executive	112	1,817	1,929
Supervisory	106	643	749
Technician and Research and Development	36	355	391
Administration and clerical	151	745	896
General Workers	964	1,651	2,651
Total	1,455	5,982	7,437

As at the LPD, we have employees in the following countries:

Country	No. of employees
Malaysia	5,359
China	1,009
Vietnam	391
Singapore	133
India	23
Cambodia	156
Abu Dhabi	149
Indonesia	99
Thailand	46
Australia	72
Total	7,437

Based on the table above, 24.0% of the employees have less than a year's tenure with our Group. 44.2% of our employees have been with our Group for an average of between 1 and 5 years, while 31.8% of our employees have more than 5 years of service with us. Non-contractual employees form 80.4% of our total workforce with the remaining 19.6% being contractual employees.

We have implemented an integrated human capital organisational development ("OD") approach which encompasses the identification (external and internal), development and retention of our competent human capital. We integrated OD approach which encompasses performance management, talent management, succession planning and, learning and development. Strong leadership in our organisation is pivotal to drive the human capital development approach.

One of our core values is "excellence". The Managing for Excellence ("MFE") process i.e. a homegrown performance management process sets the platform for driving excellence in the performance of all our employees. Using MFE, performance expectations are agreed and our managers are responsible to move the performance bar continuously, thereby ensuring standards are raised to move us forward. The performance management is the core of many other human capital management processes as the derived performance rating of an employee is used for reward and recognition, promotion, talent development, succession planning, etc. Throughout the year, our managers are trained to provide coaching and feedback to engage our employees to deliver their best.

11. INFORMATION ON OUR DIRECTORS, KEY MANAGEMENT, SUBSTANTIAL SHAREHOLDERS AND PROMOTERS (cont'd)

We recognise that our employees across our Group are talents of many facets. By reviewing our employees' leadership and performance contribution, we have a more focused approach in managing the different types of talent in the organisation. The annual talent review assists us in having a better perspective of our bench strength by individual business units, functional areas, and etc. Since its implementation in 2009, our leadership views this exercise seriously and urges our managers to review the talents as rigorously as how they would review their business performance and results. Talents of greater potential are identified to be developed to assume greater roles and this facilitates the succession planning across our Group. The readiness of the talents to assume greater role are determined to help manage the risk mitigation as part and parcel of management responsibility to ensure business continuity if and when the unlikelihood occurs. There is a structured process in place for succession planning across our Group which is conducted along with our annual talent review.

Sizeable investments are put in to develop our employees in areas of technical, soft and leadership skills. Development of human capital is not done just through training but through a blended learning approach which include learning by doing, reading, coaching, mentoring, etc. In line with the nation call to cultivate a reading habit, our Human Resource Centre aims to do the same by offering books, CDs, DVDs and magazines of various subjects to our employees.

Other blended development approaches to name a few are project management, cross-functional taskforce, short term assignment and job rotation. Our diversified businesses offer wholesome development opportunities to our employees. One recent initiative taken by us was to partner with Sunway University and Lancaster University Management School, to design and deliver locally a management programme for our managers to hone their management skills.

The mentoring programme on the other hand, is targeted at high potential and identified successors. These groups of employees are put through a regime of training and development programmes to equip them with essential skills for future management and leadership positions. Our Mentoring Programme complimented with executive coaching are some of those offerings targeted at these groups of employee to develop them further through transfer of tacit knowledge and experience by our more experienced senior management team members and external coaches.

Our management enjoys good working relationships with our employees and none of our employees belong to any unions. As at the LPD, we have not been involved in any material industrial disputes which have materially adversely affected our operations.

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12. APPROVALS AND CONDITIONS

12.1 Approvals and conditions

The shareholders of SunCity and SunH have, at their EGMs held on 15 June 2011 respectively approved the disposal of the SunCity Business, the disposal of the SunH Business, the Capital Reduction and Repayment and the ESOS Termination. The holders of the SunCity warrants and the SunH warrants have at their respective Warrant holders meetings held on 15 June 2011 respectively approved their respective Warrant Scheme. All the ESOS Options Holders have granted their written consents to the ESOS Termination.

In addition, the relevant authorities or bodies have given their approval for the Acquisition, the Capital Reduction, the Warrant Scheme, our Issuance and our Listing which are subject to the conditions set out below and the status of compliance with these conditions are also set out below as follows:

(i) SC

- (a) The SC has, in its letter dated 16 May 2011, approved the Acquisition resulting in a significant change in business directions or policy of both SunCity and SunH, under Section 212(2)(f) of the CMSA, the distribution by SunCity and SunH of its assets other than cash, under Section 212(2)(e) of the CMSA, transfer of the listing status from either SunCity or SunH to Sunway and the issuance of shares by SunCity and SunH to us, according to the terms set out in the said letter and subject to compliance with the following conditions:

<u>Details of conditions imposed</u>	<u>Status of compliance</u>
(a) CIMB, RHB Investment Bank, Sunway and the Target Companies should fully comply with the requirements of the Equity Guidelines and Prospectus Guidelines – Equity and Debt pertaining to the implementation of the proposal; and	Noted.
(b) CIMB, RHB Investment Bank and Sunway to obtain the SC's approval for the Bumiputera equity in Sunway under the Equity Requirement For Public Companies	Approval obtained from the SC vide its letter dated 17 June 2011, as detailed under item (b) below.

Our Promoters are not subject to a moratorium on their respective shareholding and warrantholding in our Company.

- (b) The SC has, in its letter dated 17 June 2011, approved our resulting equity structure on our Listing under the Equity Requirements For Public Companies, subject to the following conditions:

<u>Details of conditions imposed</u>	<u>Status of compliance</u>
(a) Sunway to top up its Bumiputera equity interest by 6.68% to 12.5% of its new enlarged issued and paid-up share capital to Bumiputera investors approved by the Ministry of International Trade and Industry within one (1) year after the issuance of Sunway's audited results following the completion of the Acquisition and Listing.	Noted. Sunway had on 19 July 2011 submitted an application to waive the requirement to increase its Bumiputera equity interest by 6.68% to 12.5% of its new enlarged issued and paid-up share capital.

12. APPROVALS AND CONDITIONS (cont'd)

- (c) The SC, has via its letter dated 9 March 2011, approved our request for waivers from complying with certain requirements of the Prospectus Guidelines, as set out below:

Reference to the Prospectus Guidelines	Details of waivers and conditions of approval	Status of compliance and reference
Paragraphs 12.02, 12.10, 12.15 and 12.16 of the Prospectus – Equity and Debt	Approved, subject to:	Complied. The final audited financial statements and the Management's discussion and analysis on the said statements were submitted to the SC on 6 May 2011.
(a) Relief from disclosure of historical financial information of SunCity and SunH, and proforma financial information of Sunway for the financial year ended 30 June 2007 in the registrable prospectus to be submitted with the application; and	(a) The draft audited financial statements for the financial year ended 31 December as well as the Management's discussion and analysis on the said statements are submitted to the SC before the SC makes a decision on the proposal;	
(b) Relief from disclosure of interim audited financial statements of SunCity and SunH in the registrable prospectus to be submitted together with the application.	(b) The final audited financial statements and the updated prospectus based on the said statements should be submitted two weeks prior to the confirmation of registration of the prospectus; and	
Sunway proposes to prepare the proforma financial information in the registrable prospectus at the point of submission of the application to the SC based on:	(c) Material deviations, if any, between the draft financial statements and the final audited financial statements are highlighted and clarified to the SC.	
(a) The audited financial statements for the financial year ended 30 June 2008 and 18-month financial period ended 31 December 2009; and		
(b) The unaudited management results for the 9-month financial period ended 30 September for the purposes of review of the application by the SC.		

12. APPROVALS AND CONDITIONS (cont'd)

Reference to the Prospectus Guidelines	Details of waivers and conditions of approval	Status of compliance and reference
Paragraphs 12.02, 12.05, 12.10, 12.11 and 12.12 of the Prospectus Guidelines – Equity and Debt	Approved.	The latest quarterly results for the 3-month period ended 31 March 2011 of SunCity and SunH are disclosed in Appendices II and III of this Prospectus respectively.
Relief from disclosing interim audited financial statements in the printed prospectus.		
Sunway proposes to disclose the respective interim unaudited (Latest quarterly) financial results of SunCity and SunH as an appendix in the printed prospectus		
Chapter 13 of the Prospectus Guidelines – Equity and Debt	Approved, subject to the annual reports (for the past three financial years) in respect of SunCity and SunH are attached to the prospectus in a CD-Rom format or to state where such information may be obtained or downloadable.	Complied, as disclosed in Section 9.1 of this Prospectus.
Relief from preparing an accountants' report		
Paragraphs 8.01(a) to (d) of the Prospectus Guidelines – Equity and Debt	Approved.	Complied, as disclosed in Section 10.2 of this Prospectus.
Relief from disclosing the required information under the above paragraphs in respect of all subsidiary and associated companies, except for:		
(a) Date and place of incorporation;		
(b) Registration number;		
(c) Principal activities;		
(d) Percentage of interest to be held by Sunway;		
(e) Authorised, issued and paid-up capital; and		
(f) List of subsidiaries and associated companies of the subsidiary/ associated company.		

12. APPROVALS AND CONDITIONS (cont'd)

<u>Reference to the Prospectus Guidelines</u>	<u>Details of waivers and conditions of approval</u>	<u>Status of compliance and reference</u>
<p>Paragraph 11.01 of the Prospectus Guidelines – Equity and Debt</p> <p>Relief from disclosing the information on all related party transactions for the past three full financial years.</p> <p>Sunway proposes to disclose the information on all recurrent related party transactions for the past three full financials, assuming the Sunway Group has already existed for the past years under review.</p>	Approved.	Complied, as disclosed in Section 14.1.2 of this Prospectus.
<p>Paragraph 11.03(a) of the Prospectus Guidelines – Equity and Debt</p> <p>Relief from disclosing direct and indirect interests of a substantial shareholder (i.e. GIC) in:</p> <p>(a) Other businesses and corporations carrying on a similar trade as the corporation/group; and</p> <p>(b) Other businesses and corporations which are the customers or suppliers of the corporation/group.</p>	Approved.	Not applicable.
<p>Paragraphs 8.01(g) to 8.02(k) and (l) of the Prospectus Guidelines – Equity and Debt</p> <p>Relief from disclosing the required business information under the above paragraphs.</p>	Approved, subject to disclosure on the key licences, permits, brand names, patents and franchises which are material to the Sunway Group in the prospectus.	Complied, as disclosed in Section 6.8.3 of this Prospectus.

12. APPROVALS AND CONDITIONS (cont'd)

Reference to the Prospectus Guidelines	Details of waivers and conditions of approval	Status of compliance and reference
Chapter 9 and Paragraph 9.06(b) of the Prospectus Guidelines – Equity and Debt	Approved.	Complied, as disclosed in Section 11.1 of this Prospectus.
Relief from disclosing the finalised details of the board of directors as well as the audit, remuneration and nomination committees at the point of submission of the application to the SC.		
Sunway proposes to disclose details of the proposed directors and the proposed committees in the registrable prospectus at the point of submission. Sunway further undertakes to formalise the appointments of the directors and the committees' members prior to the registration of the final prospectus.		
Paragraphs 1.10 (b) to (k) of the Prospectus Guidelines – Equity and Debt	Approved.	Not applicable.
Paragraphs 1.10 of the Prospectus Guidelines – Equity and Debt		
Relief from:		
(a) Preparing and issuing a prospectus and various experts' report in Bahasa Malaysia; and		
(b) Publishing a summary advertisement in a Bahasa Malaysia newspaper.		

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12. APPROVALS AND CONDITIONS (cont'd)

- (d) As at the LPD, SunCity had equity interests in two (2) unlisted public companies namely Sunway Medical Centre Berhad and Sunway Lagoon Club Berhad, and a listed real estate investment trust, Sunway REIT (collectively, the "**Affected Entities**"). At Completion we acquired all voting shares/units in the Affected Entities held by SunCity under the terms of the Sale of Business Agreement with SunCity. The Sunway REIT units acquired by us pursuant to the Acquisition will be held by us directly and/or indirectly via our wholly-owned subsidiary to be identified ("**REIT Holdco**"). When the Sale of Business Agreement became unconditional, we and persons acting in concert with us ("**PAC**") would have been required to make a mandatory general offer to acquire all the remaining voting shares/units of each of the Affected Entities pursuant to Section 216(2) of the CMSA but for the exemptions stated below granted by the SC.

The SC, via its letter dated 23 June 2011, has granted our PAC and us exemptions under paragraph 21.1 of Practice Note 9 of the Code from having to undertake the mandatory take-over offers for all the remaining shares/units in the Affected Entities not already owned and/or to be owned by us and our PAC following the Sale of Business Agreement with SunCity becoming unconditional in accordance with its terms, subject to the following conditions:

Details of conditions imposed	Status of compliance
(a) REIT Holdco remaining a 100% wholly-owned subsidiary of Sunway; and	Noted and to be complied.
(b) CIMB, RHB Investment Bank and us are required to inform the SC upon the completion of the Acquisition and the Listing.	Noted and to be complied.

(ii) MITI

Pursuant to manufacturing licences issued by the MITI to a few of our subsidiaries, an application to MITI through the Malaysian Industrial Development Authority ("**MIDA**") has been submitted for its approval for the proposed disposal of SunH's subsidiaries with manufacturing licences issued by MITI to us. The approval of MITI has been obtained via MIDA's letter dated 27 May 2011, subject to the following condition:

Details of conditions imposed	Status of compliance
(a) The said subsidiaries are given an extension of time of two (2) years until 13 November 2012 to comply with the equity requirements under their respective manufacturing licenses.	Noted and to be complied.

(iii) Bursa Securities

Bursa Securities had, in its letter dated 9 August 2011, approved our admission to the Official List and our Listing.

12. APPROVALS AND CONDITIONS (cont'd)

(iv) High Court of Malaya

The High Court of Malaya had on 11 July 2011, granted the orders confirming the SunH Capital Reduction and Repayment, the SunCity Capital Reduction and Repayment and the Warrant Scheme of SunCity pursuant to the Act.

(v) Bank Negara Malaysia

The Controller of Foreign Exchange, Bank Negara Malaysia has, in its letter dated 23 February 2011, approved the issuance of our Warrants to the Entitled Holders who are non-residents for exchange control purposes pursuant to the Capital Reduction and Repayment, Warrant Scheme and ESOS Termination.

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13. DIRECTORS' REPORT

*(Prepared for inclusion in this Prospectus)***SUNWAY BERHAD****(Formerly known as ALPHA SUNRISE SDN BHD)**

(Company No. 921551-D)

Level 16, Menara Sunway, Jalan Lagoon Timur, Bandar Sunway, 46150 Petaling Jaya, Selangor Darul Ehsan

Tel No: 603-5639 8889

Fax No: 603-5639 9507

Date: 10 AUG 2011

Registered Office:Level 16, Menara Sunway
Jalan Lagoon Timur
Bandar Sunway
46150 Petaling Jaya
Selangor Darul Ehsan

The Shareholders

SUNWAY BERHAD (formerly known as Alpha Sunrise Sdn Bhd)

Dear Sir/Madam

On behalf of the Directors of Sunway Berhad (formerly known as Alpha Sunrise Sdn Bhd) ("**Sunway**"), I wish to report that, after due inquiries in relation to Sunway and its subsidiaries ("**Group**") during the period between 31 December 2010 (being the date to which the last audited financial statements of our Group have been made up) and the date herein (being a date not earlier than 14 days before the issue of this Prospectus):

- (a) the business of our Group has, in the opinion of the Directors, been satisfactorily maintained;
- (b) no circumstances have arisen subsequent to the last audited financial statements of the Group, which have adversely affected the trading or the value of the assets of our Group;
- (c) the current assets of the Group appear in the books at values which are believed to be realisable in the ordinary course of business;
- (d) save as disclosed in this Prospectus, there are no contingent liabilities by reason of any guarantees or indemnities given by our Group;
- (e) there have been, since the last audited financial statements of our Group, no default or any known event that could give rise to a default situation, in respect of payments of either interest and/or principal sums in respect of any borrowings; and
- (f) save as disclosed in this Prospectus, there have been, since the last audited financial statements of our Group, no material changes in the published reserves or any unusual factors affecting the profits of our Group.

Yours faithfully

For and on behalf of the Board of Directors of

SUNWAY BERHAD (formerly known as Alpha Sunrise Sdn Bhd)


Tan Sri Dato' Seri Dr Jeffrey Cheah Fook Ling, AO
Executive Chairman

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS

14.1 Related party transactions

Under the Main Market LR that are applicable to companies listed on the Main Market, a “**related party transaction**” is a transaction entered into by a listed company or its subsidiaries that involves the interests, direct or indirect, of a related party. A “**related party**” of a listed company is:

- (i) a director; or
- (ii) a major shareholder who has an interest or interests in one or more voting shares in a corporation and the nominal amount of those shares or the aggregate of the nominal amounts of those shares, is:
 - (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the corporation; or
 - (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the corporation where such person is the largest shareholder of the corporation,

and 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 officer or a major shareholder of the listed company or its subsidiaries or holding company.

Further, a related party includes a person connected with such director or major shareholder as defined under the Main Market LR.

As set out in Section 12.1(i)(d) of this Prospectus, we have been exempted from having to disclose all related party transactions of SunCity and SunH. Therefore, disclosures below are only in respect of our non-recurrent related party transactions that we have entered into since our incorporation, and recurrent related party transactions, as defined under the Main Market LR.

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

14.1.1 Non-recurrent related party transactions

Save as disclosed below, there are no existing or potential non-recurrent related party transactions since our incorporation up to the date of this Prospectus.

Our Directors confirmed that the non-recurrent related party transactions set out below were carried out on an arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to third parties.

Transacting parties	Nature of relationship	Nature of transaction	Transaction value (RM'000)
Sunway and SunCity	Tan Sri Jeffrey Cheah is a Director and major shareholder of SunCity. Sarena Cheah is a major shareholder of SunCity.	Acquisition of SunCity Business pursuant to a Sale of Business Agreement dated 18 January 2011	2,597,091.2
Sunway and SunH	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway.	Acquisition of SunH Business pursuant to a Sale of Business Agreement dated 18 January 2011	1,926,676.3
	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway.		

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

14.1.2 Recurrent related party transactions

Our Group has entered into transactions that are of a revenue or trading nature with related parties, which are necessary for our day-to-day operations ("**Recurrent Transactions**").

The past Recurrent Transactions were carried out on an arm's length basis and on commercial terms which were not more favourable to the related parties than those generally available to third parties and which were also not detrimental to our minority shareholders. Our Directors also confirmed based on the procedures set out in Section 14.3 of this Prospectus that such future Recurrent Transactions will be carried out on an arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to third parties and which will not be detrimental to our minority shareholders.

We will make disclosures in our annual report of the aggregate value of transactions conducted based on the nature of Recurrent Transactions made, the names of the related parties involved and their relationship with our Company during the financial year and in the annual reports for subsequent financial years.

Save as disclosed below, there are no other Recurrent Transactions or potential Recurrent Transactions that we have entered into in respect of which rights and obligations are subsisting and/or proposed for the year ended 30 June 2008, 18-month period ended 31 December 2009, year ended 31 December 2010 and period from the day of our Listing to the next annual general meeting (to be held in June 2012).

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
Purchases from						
Jef-San	Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah are Directors of Jef-San. Tan Sri Jeffrey Cheah and Puan Sri Susan Cheah are major shareholders of Jef-San.	<ul style="list-style-type: none"> Rental of premises. 	-	-	-	1,000
Applicable between Kemajuan Negeri Selangor, its subsidiaries and associated companies; and Sunway Damansara Sdn Bhd ("SDSB") or its subsidiaries	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah and Evan Cheah are Directors in several subsidiaries of Sunway and major shareholders of Sunway.	<ul style="list-style-type: none"> Construction and related services* and building materials. Acquisition of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	3,753	6,088	6,000	#
Sunway D'Mont Kiara Sdn Bhd	Perbadanan Kemajuan Negeri Selangor is a major shareholder with 40% direct interest in SDSB, which is a 60%-owned subsidiary of Sunway. Perbadanan Kemajuan Negeri Selangor also has 30% deemed interest in Sunway D'Mont Kiara Sdn Bhd, which is an associated company of SDSB.		-	-	-	##
any new subsidiaries/ associated companies to be incorporated or acquired by SDSB in future						

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
Adasia (M) Sdn Bhd ("Adasia")	Tan Sri Jeffrey Cheah has deemed interest in Adasia via corporations where he has more than 15% shareholding. Puan Sri Susan Cheah has deemed interest in Adasia by virtue of her deemed interest as well as her spouse's and children's deemed interests in Adasia. Sarena Cheah and Evan Cheah are Directors of Adasia and they have deemed interests in Adasia by virtue of their deemed interests as well as their parents' deemed interest in Adasia.	<ul style="list-style-type: none"> Advertising and related services. 	1,944	2,373	4,179	8,000
Sunway Technology Sdn Bhd, its subsidiaries and associated companies ("Sunway Group")	<p>Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah and Evan Cheah are Directors in several subsidiaries of Sunway and major shareholders of Sunway.</p> <p>Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah are Directors of Sunway Technology Group. Tan Sri Jeffrey Cheah is a major shareholder of Sunway Technology Group. Puan Sri Susan Cheah has deemed interest in Sunway Technology Group via a corporation where she has more than 15% shareholding and by virtue of her spouse's interest in Sunway Technology Group.</p> <p>Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah and Evan Cheah are Directors in several subsidiaries of Sunway and major shareholders of Sunway.</p>	<ul style="list-style-type: none"> Computer products, software support, maintenance and consultancy services for information technology software and hardware. 	1,909	2,047	1,228	8,500
Akitek Akiprima Sdn Bhd ("AASB")	Cheah Teik Jin, the brother of Puan Sri Susan Cheah, is a Director and major shareholder of AASB.	<ul style="list-style-type: none"> Architectural and related services/products. 	1,012	1,055	40	#
	Puan Sri Susan Cheah is a Director in several subsidiaries of Sunway and major shareholder of Sunway.					

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
Dekon Holdings Sdn Bhd, its subsidiaries and associated companies ("Dekon Holdings Group")	Datuk Razman M Hashim is a major shareholder of Dekon Holdings Group.	• Construction and related services*.	112,830	194,168	135,191	#
	Datuk Razman M Hashim is a Director and shareholder of Sunway as well as Director in several subsidiaries of Sunway.	• Landscaping and related services.	9,518	4,983	2,475	10,000
		• Interior decorations and related services, and renovation works.	23,245	18,434	7,652	25,000
		• Procurement of cleaning, maintenance and other related services.	-	-	522	5,000
Sunway REIT	Sunway is a major unitholder of Sunway REIT. Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Timah Dunia, Active Equity and GIC, being major shareholders of Sunway, also have deemed interests in Sunway REIT via Sunway.	• Leasing/rental of properties in respect of: - Sunway Pyramid Shopping Mall; - Sunway Carnival Shopping Mall; - Menara Sunway and accommodation for security staff; - Sunway Tower; - Putra Place.	-	-	795	5,000
		• Rental and management of car parks and related services.	-	-	286	2,000
		• Leasing/rental of properties in respect of Menara Sunway, Sunway Tower and such other new properties which may be owned by Sunway REIT.	-	-	730	5,000
			-	-	-	1,000
			-	-	-	100,000
			-	-	3,632	15,000
			-	-	1,875	10,000

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
Applicable for transactions between Sunway's subsidiaries and their respective joint venture partners (including subsidiaries of the joint venture partners)	The joint venture partners of Sunway's subsidiaries, which include inter alia, Wuhu Xin Long Machinery Co. Ltd, Biaxis (M) Sdn Bhd, DCF Trek Co. Ltd, Kumpulan Soilmas Sdn Bhd, Rongyao Investment Development Co. Ltd, Mr Yu De Mao, Mr Khor Seng Yan, Mr Chang Kim Long, Goldman Sachs Strategic Investments (Asia) LLC and Opus Developers and Builders Private Limited are major shareholders in some of the subsidiaries of Sunway.	<ul style="list-style-type: none"> • Construction, foundation and related services*. • Mechanical engineering and related services. • Building and raw materials, interlocking pavers, pretensioned spun concrete piles and related products, machineries, spare parts and related products. • Property development activities. • Management and related services. • Distribution, marketing, sales and after sales services of construction/automation equipment for the integration of electronic devices used for residential purposes. • Project management and related services. • Rental of office equipment, motor vehicles, plant and machineries and other related services. 	-	-	-	#
			-	-	-	100
			-	-	-	100
			-	-	-	#
			-	-	-	100

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value				Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	RM'000	
Sales To			RM'000	RM'000	RM'000	RM'000	RM'000
Applicable for transactions between Sunway or its subsidiaries and Sunway Pyramid Sdn Bhd ("SPSB") or any new subsidiaries/associated companies to be incorporated or acquired by SPSB in future	GIC is a major shareholder of Sunway and has 48% deemed interest in SPSB by virtue of Section 6A of the Act. SPSB is a 52%-owned subsidiary of Sunway.	<ul style="list-style-type: none"> Rental of premises/properties. Recreational club and theme park facilities, time sharing and medical tourism services. Hotel and related services. Ticketing and tour related services. Medical services. Financial related services, information technology network, internet, lotus notes and other related services. Property management and related services. Security and related services. Sales of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	50	309	112	5,000	
			6	221	79	300	
			135	119	155	1,000	
			11	179	192	300	
			3	26	13	600	
			119	1,089	382	1,200	
			-	30	-	500	
			-	-	-	300	
			-	-	-	##	

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
Jef-San	Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah are Directors of Jef-San. Tan Sri Jeffrey Cheah and Puan Sri Susan Cheah are major shareholders of Jef-San.	<ul style="list-style-type: none"> Recreational club and theme park facilities, time sharing and medical tourism services. 	-	-	-	50
	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah and Evan Cheah are Directors in several subsidiaries of Sunway and major shareholders of Sunway.	<ul style="list-style-type: none"> Hotel and related services. Ticketing and tour related services. Medical services. Security and related services. 	6	18	4	50
		<ul style="list-style-type: none"> Property management and related services. 	-	-	-	50
		<ul style="list-style-type: none"> Insurance products and related services. 	-	-	-	20
		<ul style="list-style-type: none"> Secretarial and management services. 	1	1	1	10
		<ul style="list-style-type: none"> Financial and information technology related services. 	-	2	1	10

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
Applicable for transactions between Perbadanan Kemajuan Negeri Selangor, its subsidiaries and associated companies, and: <ul style="list-style-type: none"> Sunway Damansara Sdn Bhd ("SDSB") or its subsidiaries Sunway D'Mont Kiara Sdn Bhd any new subsidiaries/associated companies to be incorporated or acquired by SDSB in future 	Perbadanan Kemajuan Negeri Selangor is a major shareholder with 40% direct interest in SDSB, which is a 60%-owned subsidiary of Sunway. Perbadanan Kemajuan Negeri Selangor also has 30% deemed interest in Sunway D'Mont Kiara Sdn Bhd, which is an associated company of SDSB.	<ul style="list-style-type: none"> Property management and related services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	-	-	-	50
Applicable for transactions between Kuwait Finance House (Malaysia) Berhad and Sunway South Quay Sdn Bhd ("SSQ") or its subsidiary(ies) or any new associated companies to be incorporated or acquired by SSQ in future	Kuwait Finance House (Malaysia) Berhad is a major shareholder with 20% direct interest in SSQ, which is a 60%-owned subsidiary of Sunway.	<ul style="list-style-type: none"> Property management and related services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	-	-	-	50
Applicable for transactions between Employees Provident Fund Board of Malaysia and SSQ or its subsidiary(ies) or any new associated companies to be incorporated or acquired by	Employees Provident Fund Board of Malaysia is a major shareholder with 20% direct interest in SSQ, which is a 60%-owned subsidiary of Sunway.	<ul style="list-style-type: none"> Property management and related services. 	-	-	-	50

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)	RM'000	RM'000	RM'000	##
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010					
SSQ in future										
		<ul style="list-style-type: none"> Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 								
Adasia	Tan Sri Jeffrey Cheah has deemed interest in Adasia via corporations where he has more than 15% shareholding. Puan Sri Susan Cheah has deemed interest in Adasia by virtue of her deemed interest as well as her spouse's and children's deemed interests in Adasia. Sarena Cheah and Evan Cheah are Directors of Adasia and they have deemed interests in Adasia by virtue of their deemed interests as well as their parents' deemed interest in Adasia.	<ul style="list-style-type: none"> Rental of premises/properties. 	101	167	79			100		
		<ul style="list-style-type: none"> Recreational club and theme park facilities, time sharing and medical tourism services. 	1	3	2			50		
		<ul style="list-style-type: none"> Hotel and related services. 	-	-	-			50		
		<ul style="list-style-type: none"> Ticketing and tour related services. 	-	-	-			50		
		<ul style="list-style-type: none"> Medical services. 	2	1	2			50		
		<ul style="list-style-type: none"> Security and related services. 	-	-	-			50		
		<ul style="list-style-type: none"> Property management and related services. 	2	12	12			50		
		<ul style="list-style-type: none"> Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	-	-	-			##		

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value				Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	RM'000	
			RM'000	RM'000	RM'000	RM'000	
Infra-Melia Sdn Bhd	Puan Sri Susan Cheah and Sarena Cheah are Directors and major shareholders of Infra-Melia Sdn Bhd. Sarena Cheah is a Director and major shareholder of Sunway as well as Director in several subsidiaries of Sunway. Puan Sri Susan Cheah is a Director in several subsidiaries of Sunway and major shareholder of Sunway.	• Insurance products and related services.	2	5	3	200	
		• Rental of office equipment, motor vehicles and other related services.	-	-	-	300	
		• Secretarial and management services.	1	1	1	8	
		• Financial and information technology related services.	9	4	2	20	
		• Rental of premises/properties.	-	-	-	50	
		• Recreational club and theme park facilities, time sharing and medical tourism services.	-	-	4	50	
		• Hotel and related services.	-	-	-	50	
		• Ticketing and tour related services.	-	-	-	50	
		• Medical services.	-	-	-	50	
		• Property management and related services.	-	-	-	50	
• Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR.	-	-	-	##			

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value				Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	RM'000	
			RM'000	RM'000	RM'000	RM'000	
Sunway Technology Group	Puan Sri Susan Cheah, Sarena Cheah and Evan Cheah are Directors of Sunway Technology Group. Tan Sri Jeffrey Cheah is a major shareholder of Sunway Technology Group. Puan Sri Susan Cheah has deemed interest in Sunway Technology Group via a corporation where she has more than 15% shareholding and by virtue of her spouse's interest in Sunway Technology Group.	<ul style="list-style-type: none"> Rental of premises/properties. Recreational club and theme park facilities, time sharing and medical tourism services. Hotel and related services. 	378	488	185	500	
	Tan Sri Jeffrey Cheah and Sarena Cheah are Directors and major shareholders of Sunway as well as Directors in several subsidiaries of Sunway. Puan Sri Susan Cheah and Evan Cheah are Directors in several subsidiaries of Sunway and major shareholders of Sunway.	<ul style="list-style-type: none"> Ticketing and tour related services. Medical services. Information technology network, internet, lotus notes and related services. Security and related services. 	34	87	62	100	
		<ul style="list-style-type: none"> Property management and related services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. Computer products, software support, maintenance and consultancy services for information technology software and hardware. 	11	19	22	50	
			-	-	-	50	
			-	-	-	100	
			68	90	36	100	
			-	-	-	##	
			-	-	-	1,000	

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value				Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	RM'000	
			RM'000	RM'000	RM'000	RM'000	
		<ul style="list-style-type: none"> • Secretarial and management services. 	5	14	9	20	
		<ul style="list-style-type: none"> • Insurance products and related services. 	12	43	31	200	
		<ul style="list-style-type: none"> • Rental of office equipment, motor vehicles and other related services. 	18	-	-	1,000	
		<ul style="list-style-type: none"> • Financial and information technology related services. 	330	468	304	800	
		<ul style="list-style-type: none"> • Trade mark license fee. 	-	-	-	50	
		<ul style="list-style-type: none"> • Recreational club and theme park facilities, time sharing and medical tourism services. 	-	-	-	50	
		<ul style="list-style-type: none"> • Hotel and related services. 	-	-	-	50	
		<ul style="list-style-type: none"> • Ticketing and tour related services. 	-	-	-	50	
		<ul style="list-style-type: none"> • Medical services. 	-	-	-	50	
		<ul style="list-style-type: none"> • Property management and related services. 	-	-	-	50	

GIC, its subsidiaries and associated companies GIC is a major shareholder of Sunway.

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)	RM'000	##
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010			
Dekon Holdings Group	Datuk Razman M Hashim is a major shareholder of Dekon Holdings Group. Datuk Razman M Hashim is a Director and shareholder of Sunway as well as Director in several subsidiaries of Sunway.	<ul style="list-style-type: none"> Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. Rental of premises/properties. Recreational club and theme park facilities, time sharing and medical tourism services. Hotel and related services. Ticketing and tour related services. Medical services. Information technology network, internet, lotus notes and related services. Security and related services. Property management and related services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	657	865	446	500	500	500
			125	110	5	200	100	100
			24	40	9	100	50	50
			31	29	31	100	50	50
			-	26	-	50	50	50
			-	-	-	50	50	50
			109	175	165	200	200	200
			-	-	16	##	##	##

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)	
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010		RM'000
			RM'000	RM'000	RM'000		RM'000
Directors and major shareholders of Sunway and its subsidiaries and persons connected with them		<ul style="list-style-type: none"> Recreational club and theme park facilities, time sharing and medical tourism services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. 	-	-	-	500	
Sunway REIT	Sunway is a major unitholder of Sunway REIT. Tan Sri Jeffrey Cheah, Puan Sri Susan Cheah, Sarena Cheah, Evan Cheah, SWCSB, Tirmah Dunia, Active Equity and GIC, being major shareholders of Sunway, also have deemed interests in Sunway REIT via Sunway.	<ul style="list-style-type: none"> Rental of office equipment, motor vehicles, plant and machineries and other related services. Management and related services. Internal audit and related services. Property management and related services. Sale of development properties and land or land-based properties provided that any one of the percentage ratios of the transaction does not exceed 10% as defined in the Main Market LR. Unit registration, secretarial and related services. Management and related services. 	-	-	4,749	5,000	
			-	-	5,664	25,000	
			-	-	-	1,000	
			-	-	-	20,000	
			-	-	-	##	
			-	-	-	1,000	
			-	-	12	1,000	

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value			Estimated value from the day of listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	
			RM'000	RM'000	RM'000	
			-	-	2	1,000
		<ul style="list-style-type: none"> Insurance products and related services. 				
		<ul style="list-style-type: none"> Trade mark license fee. 				500
		<ul style="list-style-type: none"> Construction and related services* and mechanical engineering and related services. 				#
		<ul style="list-style-type: none"> Building materials, spare parts and other related construction materials and services. 			6	#
		<ul style="list-style-type: none"> Rental and purchase of spare parts and construction machineries. 				#
		<ul style="list-style-type: none"> Rental of office equipment, motor vehicles, plant and machineries and other related services. 				1,000
		<ul style="list-style-type: none"> Construction, foundation and related services*. 				#
		<ul style="list-style-type: none"> Mechanical engineering and related services. 				#
		<ul style="list-style-type: none"> Building and raw materials, interlocking pavers, pretensioned spun concrete piles and related products, machineries, spare parts and related products. 				#
		<ul style="list-style-type: none"> Property development activities. 				#
Applicable for transactions between Sunway's subsidiaries and their respective joint venture partners (including the joint venture partners)	The joint venture partners of Sunway's subsidiaries, which include inter alia Wuhu Xin Long Machinery Co. Ltd, Biaxis (M) Sdn Bhd, DCF Trek Co. Ltd, Kumpulan Soilmas Sdn Bhd, Rongyao Investment Development Co. Ltd, Mr Yu De Mao, Mr Khor Seng Yan, Mr Chang Kim Long, Goldman Sachs Strategic Investments (Asia) LLC and Opus Developers and Builders Private Limited are major shareholders in some of the subsidiaries of Sunway.					

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Transacting parties	Nature of relationship	Nature of transaction	Transaction value				Estimated value from the day of Listing to the next annual general meeting (to be held in June 2012)
			Year ended 30 June 2008	18-month period ended 31 December 2009	Year ended 31 December 2010	RM'000	
			RM'000	RM'000	RM'000	RM'000	
		<ul style="list-style-type: none"> • Management and related services. 	-	-	-	-	100
		<ul style="list-style-type: none"> • Distribution, marketing, sales and after sales services of construction/automation equipment for the integration of electronic devices used for residential purposes. 	-	-	-	-	10,000
		<ul style="list-style-type: none"> • Project management and related services. 	-	-	-	-	#
		<ul style="list-style-type: none"> • Rental of office equipment, motor vehicles, plant and machineries and other related services. 	-	-	-	-	100
			-	-	-	-	10,000
			-	-	-	-	1,000
			-	-	-	-	3,000
			-	-	-	-	1,000
			-	-	-	-	10,000

Provision Of Financial Assistance

- Provision of leasing, factoring and hire purchase facilities, share financing, share margin financing or such other similar business that may be determined by Bursa Securities
- Sunway Technology Group
- Jef-San
- Adasia
- AASB
- Sunway REIT

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Notes:

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The estimated value of the transactions cannot be determined as the transactions are on project-by-project basis.

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The estimated value of this category of transaction cannot be ascertained given the various types of properties with prices which vary from project to project. However, in accordance with Paragraph 3.3(a) of Practice Note 12 of the Main Market LR, the transaction value cannot exceed 10% of any one of the percentage ratios.

Include inter alia, construction of civil and building works, contracting in mechanical, electrical and engineering works, prefabricated construction of building and civil works, precast concrete building contracts and piling contracts.

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

14.1.3 Transactions entered into that are unusual in their nature or conditions

Save as disclosed in Section 14 of this Prospectus, our Directors have confirmed that to the best of their knowledge and belief, we have not entered into any transactions which are unusual in their nature or conditions, involving goods, services, tangible or intangible assets in respect of the past 3 financial years/period under review.

14.1.4 Outstanding loans and guarantees

Our Directors have confirmed that to the best of their knowledge and belief, there are no outstanding loans (including guarantees of any kind), made by us, or any of our parent or subsidiaries to or for the benefit of our related parties for the past 3 financial years/period under review.

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

14.2 Conflict of interests

14.2.1 Our Directors' and substantial shareholders' interest, directorships and/or shareholdings in other businesses and corporations carrying on a similar trade as us

Save as disclosed below, none of our Directors or substantial shareholders has any interest, direct or indirect, directorship and/or shareholdings in other businesses or corporations carrying on a similar trade as us.

Director/ substantial shareholder	Company	Principal activities	Position held
Director and substantial shareholder Tan Sri Jeffrey Cheah	Progressive Traders	Investment holding	Director/Shareholder
	Timah Sini-Sana	Investment holding	Director/Shareholder
	Active Equity	Investment holding	Director/Shareholder
	Sungei Menderang Sdn Bhd	Investment holding	Director/Shareholder
	Sunway SPK Homes Sdn Bhd	Property development	Director/Shareholder
	SWCSB	Property investment and investment holding	Director/Shareholder
	Jef-San	Management services, rental of properties and investment holding	Director/Shareholder
	Active Builder	Investment holding	Director/Shareholder
	Timah Menderang Sdn Bhd	Investment holding	Director/Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	Shareholder
	Sungei Jaya	Investment holding	Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Timah Dunia	Investment holding	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Shareholder
	Perusahaan Wanlian Sdn Bhd	Investment holding and leasing finance	Shareholder
	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specific goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth	Unitholder
	SunReit Capital Berhad (formerly known as Noble Pioneer Sdn Bhd)	Investment holding	Shareholder
	Sunway Technology Sdn Bhd	Investment holding	Shareholder
Directors Datuk Razman M Hashim	Barisan Minda Sdn Bhd	Investment holding	Director
	Berjaya Land Berhad	Investment holding	Director
	FEAB Properties Sdn Bhd	Properties investment and development; and investment holding	Director
	Selat Makmur Sdn Bhd	Property development and provision of property maintenance and management services	Director
	MAA Holdings Berhad	Investment holding and provision of management services	Director/Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Malaysian Assurance Alliance Berhad	Underwriting of life insurance business including investment link and annuity business and all classes of general insurance business	Director
	Multi-Purpose Holdings Berhad	Investment holding and provision of management services	Director/Shareholder
	Ranhill Berhad	Investment holding, provision of management services and provision of engineering, procurement and construction services	Director/Shareholder
	Dekon Holdings Sdn Bhd	Investment holding and provision of management services	Shareholder
	Dekon Tajul Nursery & Landscaping Sdn Bhd	Landscaping contractors and property investment holding	Shareholder
	Dekon Sdn Bhd	General construction works	Shareholder
	Sanctuary Coast Sdn Bhd	Property development	Shareholder
	Dekon Style Sdn Bhd	Specialist contractor in renovation of commercial projects	Shareholder
	SILK Holdings Berhad	Investment holding	Director
	Dekon Resources Sdn Bhd	Landscaping works, general construction works, supply and installation of modular house and logistic support for the construction industry	Shareholder
	Sunway Design Sdn Bhd	Interior decorators and contractors	Shareholder
Dato' Chew Chee Kin	Gopeng Berhad	Cultivation of oil palm, investment holding and property development	Director/Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
Wong Chin Mun	Kind Holdings Berhad	Investment holding and provision of management services	Director
	Pembinaan Dayapegas Sdn Bhd	Investment holding and providing management and consultancy services	Director/Shareholder
Director and substantial shareholder Sarena Cheah	Active Builder	Investment holding	Director/Shareholder
	Active Equity	Investment holding	Director/Shareholder
	Jef-San	Management services, rental of properties and investment holding	Director
	Progressive Traders	Investment holding	Director/Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin.	Director/Shareholder
	Sungei Jaya	Investment holding	Director/Shareholder
	Sungei Menderang Sdn Bhd	Investment holding	Director/Shareholder
	SWCSB	Property investment and investment holding	Director/Shareholder
	Timah Dunia	Investment holding	Director/Shareholder
	Timah Menderang Sdn Bhd	Investment holding	Director/Shareholder
	Timah Sini-Sana	Investment holding	Director/Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Director/Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Sunway SPK Homes Sdn Bhd	Property development	Alternate Director/Shareholder
	Kaya Erti Sdn Bhd	Investment holding	Director/Shareholder
	Sheer First Sdn Bhd	Property investment holding	Director/Shareholder
	Viablewin (M) Sdn Bhd	General trading and investment holding	Director/Shareholder
	Progressive Venture Sdn Bhd	Investment holding, leasing and renting of properties and provision of secretarial/management services	Director/Shareholder
	Bendera Teliti (M) Sdn Bhd	Property investment holding	Director/Shareholder
	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specific goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth	Unitholder
	SunReit Capital Berhad (formerly known as Noble Pioneer Sdn Bhd)	Investment holding	Director/Shareholder
Substantial shareholders Puan Sri Susan Cheah	Jef-San	Management services, rental of properties and investment holding	Director/Shareholder
	Timah Dunia	Investment holding	Director
	SWCSB	Property investment and investment holding	Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Timah Sini-Sana	Investment holding	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	Shareholder
	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specific goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth	Unitholder
	Etika Tanang Sdn Bhd	Investment holding	Director/Shareholder
	Sunway Technology Sdn Bhd	Investment holding	Shareholder
	Aman Handal Sdn Bhd	Investment holding	Shareholder
	Cheah Choon Gan Holdings Sdn Bhd	Investment holding	Director
	ETAT Sdn Bhd	Property letting and investment holding	Shareholder
	Perusahaan Wanlian Sdn Bhd	Investment holding and leasing finance	Shareholder
	Akidev Sdn Bhd	Investment holding	Shareholder
	Primaraya Sdn Bhd	Investment holding	Director/Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Kaya Erti Sdn Bhd	Investment holding	Director/Shareholder
	Sheer First Sdn Bhd	Property investment holding	Director/Shareholder
	Viablewin (M) Sdn Bhd	General trading and investment holding	Director/Shareholder
	Progressive Venture Sdn Bhd	Investment holding, leasing and renting of properties and provision of secretarial/management services	Director/Shareholder
	Bendera Teliti (M) Sdn Bhd	Property and investment holding	Director/Shareholder
Evan Cheah	Active Builder	Investment holding	Director
	Active Equity	Investment holding	Director/Shareholder
	Jef-San	Management services, rental of properties and investment holding	Director
	Progressive Traders	Investment holding	Director/Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin.	Director/Shareholder
	Sungei Jaya	Investment holding	Director/Shareholder
	Sungei Menderang Sdn Bhd	Investment holding	Director/Shareholder
	SWCSB	Property investment and investment holding	Director/Shareholder
	Timah Dunia	Investment holding	Director/Shareholder
	Timah Menderang Sdn Bhd	Investment holding	Director/Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Timah Sini-Sana	Investment holding	Director/Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Director/Shareholder
	Progressive Venture Sdn Bhd	Investment holding, leasing and renting of properties and provision of secretarial/management services	Shareholder
	S&I Systems (Thailand) Limited	Investment holding	Director/Shareholder
SWCSB	Timah Sini-Sana	Investment holding	Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin.	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Shareholder
Timah Dunia	SWCSB	Property investment and investment holding	Shareholder
	Timah Menderang Sdn Bhd	Investment holding	Shareholder
	Timah Sini-Sana	Investment holding	Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Shareholder
Active Equity	Progressive Traders	Investment holding	Shareholder
	Sungei Jaya	Investment holding	Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Sungei Menderang Sdn Bhd	Investment holding	Shareholder
	Timah Dunia	Investment holding	Shareholder
	SWCSB	Property investment and investment holding	Shareholder
	Timah Menderang Sdn Bhd	Investment holding	Shareholder
	Timah Sini-Sana	Investment holding	Shareholder
	PRK Builders Sdn Bhd	Contract works for civil and housing projects, manufacturing and trading of cabin	Shareholder
	Sungei Way Properties Sdn Bhd	Property investment, property and project management and letting of property	Shareholder

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14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

14.2.2 Our Directors' and substantial shareholders' directorships and/or shareholdings in our customers or suppliers

Save as disclosed below, none of our Directors or substantial shareholders has any directorship and/or interest, direct or indirect, in other businesses or corporations which are our customers or suppliers:

Director/ substantial shareholder	Company	Principal activities	Position held
Director and substantial shareholder Tan Sri Jeffrey Cheah	Sunway Technology Sdn Bhd	Investment holding	Shareholder
	Sunway Business Applications Sdn Bhd	Trading in computers and related components and providing after sales services	Shareholder
	Enterprise Software Applications Sdn Bhd (formerly known as Ebasic Sdn Bhd)	Providing consulting services for selected software products	Shareholder
	S&I Technology (China) Co. Ltd	Design and development of software for commercial use, system integration, provision of related consultancy services and sale of self-developed products	Shareholder
	J.D. Edwards (Malaysia) Sdn Bhd	Marketing a broad range of general business software products and providing its after sales service and conducting training programs and courses	Shareholder
	Sunway E-Systems (M) Sdn Bhd	Provision of information technology consulting services, sales of computer hardware and related products	Shareholder
	Sunway Computer Services Sdn Bhd	Trading in computers and related components and providing computer services	Shareholder
	Sunway Digital Wave Sdn Bhd	Sale and marketing of internet/ broadband services and related products	Shareholder

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Sunway Business Systems Sdn Bhd	Information technology services and software products	Shareholder
	Sunway Systems Sdn Bhd	Trading in computer software and related business and providing after sales services	Shareholder
	Sunway S&I Systems Sdn Bhd	Trading in computer hardware, software and related components and providing after sales services	Shareholder
	Sunway MSC Sdn Bhd	Software developers, software consultants and advisors and to provide other computer software services	Shareholder
	Sunway Technology (Shanghai) Pte Ltd	Software developers, software consultants and advisors and to provide other computer software services	Shareholder
	Peopleco Sdn Bhd	Provide information technology solutions and trading in computer hardware and software	Shareholder
	Adasia (M) Sdn Bhd	To carry on the business of advertising consultants and agents	Shareholder
	Jef-San	Management services, rental of properties and investment holding	Director/Shareholder
	Asian Strategy & Leadership Incorporated Sdn Bhd	To provide consultancy and to organise and conduct symposia, conferences, seminars and such other like activities in commerce and related inter-disciplinary subjects	Chairman
	Sunway Education Group Sdn Bhd	To operate commercial college and institute of higher learning	Chairman

14. RELATED PARTY TRANSACTIONS AND CONFLICT OF INTERESTS (cont'd)

Director/ substantial shareholder	Company	Principal activities	Position held
	Sunway University Sdn Bhd (formerly known as Sunway University College Sdn Bhd)	To provide tertiary courses	Chairman
	Monash University Malaysia Sdn Bhd	Provision of tertiary courses	Chairman
	Sunway- TES Sdn Bhd	Provision of education services and training	Director
	Sunway REIT	A real estate investment trust where funds from investors are pooled and invested towards a specific goal as set out in the investment objective of the fund, to provide unitholders with an exposure to a diverse portfolio of authorised investments that will provide stable cash distributions with the potential for sustainable growth	Unitholder
Directors Datuk Razman M Hashim	Dekon Holdings Sdn Bhd	Investment holding and provision of management services	Shareholder
	Dekon Tajul Nursery & Landscaping Sdn Bhd	Landscaping contractors and property investment holding	Shareholder
	Dekon Sdn Bhd	General construction works	Shareholder
	Sanctuary Coast Sdn Bhd	Property development	Shareholder
	Decorfrend Cleaning & Maintenance Services Sdn Bhd	Provision of cleaning and maintenance services	Shareholder
	Dekon Systems Sdn Bhd	Manufacturing and trading of formwork, supply and installation of formwork for the construction industry	Shareholder