

DFZ CAPITAL BERHAD

(formerly known as Sriwani Holdings Berhad)
(Company No. 104556-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of DFZ Capital Berhad (formerly known as Sriwani Holdings Berhad) ("DFZ" or the "Company") will be held at Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Monday, 12 September 2005 at 11.00 a.m. or any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modifications the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE ARTICLES IN RELATION TO THE PROPOSED SHARE BUY-BACK SCHEME OF DFZ ("PROPOSED ARTICLES AMENDMENTS I")

"**THAT**, the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Section 1, Appendix I of the Circular to Shareholders dated 19 August 2005 ("Circular") be and are hereby approved."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE ARTICLES ("PROPOSED ARTICLES AMENDMENTS II")

"**THAT**, the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Section 2, Appendix I of the Circular be and are hereby approved."

ORDINARY RESOLUTION

PROPOSED SHARE BUY-BACK SCHEME OF DFZ TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO 10% OF THE ISSUED AND PAID-UP ORDINARY SHARE CAPITAL OF THE COMPANY ("PROPOSED SHARE BUY-BACK")

"**THAT**, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the passing of Special Resolution 1 and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company's issued and paid-up ordinary share capital, such purchases to be made through the Bursa Securities subject further to the following:

- (i) the aggregate number of ordinary shares of RM1.00 each in DFZ ("DFZ Shares") which may be purchased or held by the Company shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital for the time being of the Company, subject to a restriction that the issued and paid-up ordinary share capital of DFZ does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities ("Listing

Requirements") applicable to a company listed on the Main Board of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;

- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the DFZ Shares under the Proposed Share Buy-Back shall not exceed the share premium account and/or retained profits of the Company for the time being. Based on the audited financial statements of the Company for the financial year ended 31 December 2004, the audited share premium account and accumulated losses position of DFZ stood at RM97.363 million and RM209.849 million respectively. The unaudited share premium account and accumulated losses position of DFZ as at 31 March 2005 were RM100.307 million and RM209.320 million respectively. However, DFZ must maintain sufficient share premium reserve of up to RM85.853 million at all times to allow the conversion of outstanding irredeemable convertible preference shares ("ICPS")-B1, ICPS-B2 and ICPS-C into DFZ Shares throughout the tenure of each of the securities.
- (iii) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:

- (a) the conclusion of the next annual general meeting ("AGM") of the Company following the general meeting at which this resolution was passed at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the DFZ Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- (iv) upon completion of the purchase(s) of the DFZ Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the DFZ Shares so purchased or to retain the DFZ Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, and/or resold on the Bursa Securities, and/or subsequently cancelled or to retain part of the DFZ Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the DFZ Shares."

By Order of the Board of Directors of
DFZ CAPITAL BERHAD (formerly known as Sriwani Holdings Berhad)

Thum Sook Fun (MAICSA 7025619)
Company Secretary

Penang
19 August 2005

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and

vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a), (b) and (c) of the Companies Act, 1965, shall not apply to the Company.

- (2) Where a member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (3) Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he or she specifies the proportion of his or her holdings to be represented by each proxy.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (5) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall must be deposited at the Company's Registered Office at 418, Chulia Street, 10200 Pulau Pinang, not less than forty-eight (48) hours before the time appointed for holding this meeting or any adjournment thereof.