

SRIWANI HOLDINGS BERHAD

(Company No. 104556 X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19TH ANNUAL GENERAL MEETING of Sriwani Holdings Berhad will be held at Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900, Penang on Tuesday, 24 June 2003 at 11.30 a.m. for the following purposes: -

AS ORDINARY BUSINESS: -

1. To receive the audited financial statements as at 31 December 2002 together with the Directors' and Auditor's Reports. (Resolution 1)
2. To re-elect Dato' Paduka Syed Mansor bin Syed Kassim Barakbah who retire in accordance with Article 102 of the Company's Articles of Association. (Resolution 2)
3. To elect the following Directors who retire in accordance with Article 109 of the Company's Articles of Association: -
 - Tan Sri Dato' Seri Megat Junid bin Megat Ayob (Resolution 3)
 - Dato' Ong Kim Hoay (Resolution 4)
 - Dato' Ong Kar Beau (Resolution 5)
 - Dato' Khalid bin Mohamad Jiwa (Resolution 6)
 - Mr. Wong Peng Yew (Resolution 7)
 - Mr. Goh Seng Choon (Resolution 8)
4. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 9)

AS SPECIAL BUSINESS: -

5. To consider and if thought fit, to pass the following as Ordinary Resolution:

Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10 per centum of the issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on the Kuala Lumpur Stock Exchange."

(Resolution 10)

6. To consider and if thought fit, to pass the following as Special Resolution:

Proposed Change of Name of the Company

"THAT the change of name of the Company from Sriwani Holdings Berhad to DFZ Capital Berhad (effective upon the issuance of the Certificate of Incorporation on Change of Name of Company by the Companies Commission of Malaysia) be and is hereby approved; and that all references in the Memorandum and Articles of Association of the Company to the name Sriwani Holdings Berhad, wherever the same may appear, shall be substituted with the name DFZ Capital Berhad"

(Resolution 11)

BY ORDER OF THE BOARD

THUM SOOK FUN
(MAICSA 7025619)
Secretary

Penang
2 June 2003

Explanation Notes to Special Business:-

Resolution 10 - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under item 5 above if passed will empower the Directors to issue shares up to 10% of the issued capital of the Company for the time being for such purposes as the Directors may consider to be in the interest of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Resolution 11 - Proposed Change of Name of the Company

The Special Resolution proposed under item 6 above for the change of Company's name to "DFZ Capital Berhad" is to reflect the Corporate identity following the shareholders' approval on the corporate restructuring of the Company in the Extraordinary General Meeting held on 8 April 2003.

NOTES:

1. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 418, Chulia Street, 10200 Penang, not later than 48 hours before the time of holding the meeting and at any adjournment thereof.
2. In the case of a corporation, the instrument appointing a proxy should be under its common seal or under the hand of an officer or its attorney duly authorised on its behalf. 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 provision of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

1. Directors who are standing for re-election at the 19th Annual General Meeting of the Company are:-
 - i. Dato' Paduka Syed Mansor bin Syed Kassim Barakbah, attended all the nine (9) Board Meetings;
 - ii. Tan Sri Dato' Seri Megat Junid bin Megat Ayob*
 - iii. Dato' Ong Kim Hoay **
 - iv. Dato' Ong Kar Beau **
 - v. Dato' Khalid bin Mohamad Jiwa **
 - vi. Mr. Wong Peng Yew ***
 - vii. Mr. Goh Seng Choon ***

- * Tan Sri Dato' Megat Junid bin Megat Ayob has not attended any Board Meeting held during the financial year ended 31 December 2002 in view of his recent appointment to the Board on 15 April 2003.
- ** Dato' Ong Kim Hoay, Dato' Ong Kar Beau and Dato' Khalid bin Mahamad Jiwa have attended all the three (3) Board Meetings held during their tenure in office for the financial year ended 31 December 2002 since their appointment to the Board on 9 October 2002.
- *** Mr. Wong Peng Yew and Mr. Goh Seng Choon have attended all the two (2) Board Meetings held during their tenure in office for the financial year ended 31 December 2002 in view of their appointment was made to the Board on 15 October 2002.

2. The 19th Annual General Meeting of the Company will be held at Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Tuesday, 24 June 2003 at 11.30 a.m.

3. Further details of the Directors standing for re-election at the 19th Annual General Meeting are set out in pages 8 to 11 and their shareholdings information are listed in page 27, 81 and 83 of this Annual Report.