

notice of annual general meeting

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting of Sriwani Holdings Berhad (or “the Company”) will be held at Hotel Equatorial, No. 1, Jalan Bukit Jambul, Bayan Lepas, 11900 Penang on Tuesday, 22 June 2004 at 11.30 a.m. for the following purposes:-

AGENDA

1. To receive the Directors’ Report and the Audited Financial Statements for the financial year ended 31 December 2003 together with the Auditors’ Report thereon. **Resolution 1**
2. To re-elect the following Directors who are retiring in accordance with Article 102 of the Company’s Articles of Association and are offering themselves for re-election:-
 - a) Y.Bhg. Dato’ Ong Kar Beau **Resolution 2**
 - b) Mr. Wong Soo Teong, Terry **Resolution 3**
3. To re-elect En. Mohamed Suhaimi bin Sulaiman who is retiring in accordance with Article 109 of the Company’s Articles of Association and is offering himself for re-election. **Resolution 4**
4. To pass the following resolution pursuant to section 129(6) of the Companies Act 1965:

“That pursuant to section 129(6) of the Companies Act 1965, Y. Bhg. Dato’ Ong Kim Hoay, who is over the age of seventy (70) years, be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting.”

Resolution 5
5. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**
6. **As special business:**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:-

Ordinary Resolution
Authority to issue and allot shares

“**That**, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of the relevant governmental/regulatory authorities, the Directors be and are hereby authorized, pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in 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 Bursa Malaysia Securities Berhad.”

Resolution 7

By Order of the Board

THUM SOOK FUN
 (MAICSA 7025619)
 Company Secretary

Date: 31 May 2004

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(cont'd)

Explanatory Note on Special Business

Resolution 7 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under item 6 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 within which the next Annual General Meeting is required by law to be held, whichever is earlier.

Notes:-

1. *A member of the Company entitled to attend and vote at the Meeting is entitled to appoint more than two (2) 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.*

Shareholders' attention is hereby drawn to the listing requirements of the Bursa Malaysia Securities Berhad which came into force on 1st June 2001 which allows a member of the Company who is an authorized nominee as defined under the Securities Industry (Central Depository) Act 1991 to 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.

2. *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.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized.*
4. *The instrument appointing a proxy must be deposited at the Company's registered office at 418, Chulia Street, 10200 Penang, not less than 48 hours before the time for holding the Meeting or any adjournment thereof.*