



PERWAJA HOLDINGS BERHAD

(Company No.: 798513-D) (formerly known as Vertical Winners Sdn. Bhd.)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of Perwaja Holdings Berhad will be held at Meranti II, Hyatt Regency Kuantan Resort, Telok Chempedak, 25050 Kuantan, Pahang Darul Makmur, Malaysia, on Wednesday 3 June 2009 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial period ended 31 December 2008 and the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To approve the payment of Directors' Fees for the financial period ended 31 December 2008. **Resolution 2**
3. To re-elect the following Directors retiring under Article 78 of the Company's Articles of Association:
 - (a) Tan Sri Abu Sahid Bin Mohamed **Resolution 3**
 - (b) Tan Sri Dato' Pheng Yin Huah **Resolution 4**
 - (c) Dato' Henry Pheng Chin Guan **Resolution 5**
 - (d) Tan Sri Mohd Bakri Bin Haji Omar **Resolution 6**
 - (e) Dato' Abu Talib Bin Mohamed **Resolution 7**
 - (f) Dato' Mohamed Fuad Bin Yon **Resolution 8**
 - (g) Datuk Lim Chaing Cheah **Resolution 9**
 - (h) Dato' Md Sharif Bin Shamsuddin **Resolution 10**
 - (i) Dato' Siew Mun Chuang **Resolution 11**
 - (j) Shamsudin @ Samad Bin Kassim **Resolution 12**
 - (k) Pheng Chin Huat **Resolution 13**
 - (l) Pheng Chin Shiun **Resolution 14**
4. To re-appoint Messrs Horwath as Auditors and to authorise the Directors to fix their remuneration. **Resolution 15**

AS SPECIAL BUSINESS

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

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

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 16

BY ORDER OF THE BOARD

CHAN LAI CHOON
YEAP KOK LEONG
Joint Company Secretaries

Kuala Lumpur
11 May 2009

NOTES:

- 1) A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy or not 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 the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- 2) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- 3) The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorised in writing, and in the case of a corporation, shall be either given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
- 4) The instrument appointing the proxy must be deposited at the Registered Office of the Company at Level 31, Maju Tower, 1001 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- 5) Explanatory Note on Special Business to be transacted:
The Ordinary Resolution 16 is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will empower the Directors of the Company from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company. This authority will, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.