



## PERWAJA HOLDINGS BERHAD

(Company No.: 798513-D)  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second 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 Thursday 17 June 2010 at 11.00 a.m. for the following purposes:-

#### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2009 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of Directors' Fees for the financial year ended 31 December 2009. **Resolution 2**
3. To re-elect the following Directors retiring under Article 78 of the Company's Articles of Association:
  - (a) Dato' Henry Pheng Chin Guan **Resolution 3**
  - (b) Dato' Abu Talib Bin Mohamed **Resolution 4**
  - (c) Tan Sri Mohd Bakri Bin Haji Omar **Resolution 5**
  - (d) Datuk Lim Chaing Cheah **Resolution 6**
4. To re-elect the following Director retiring under Article 84 of the Company's Articles of Association:
  - (a) Mr Amro F F A H Alkhadhra **Resolution 7**
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

#### AS SPECIAL BUSINESS

6. 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 9**

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

#### BY ORDER OF THE BOARD

CHAN LAI CHOON  
Company Secretary

Kuala Lumpur  
24 May 2010

#### 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 9 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.

The general mandate sought is a renewal of the mandate that was approved by the shareholders at the last Annual General Meeting held on 03 June 2009. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.