



I-Berhad (7029-H)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 46th Annual General Meeting of I-Berhad will be held at i-Gallery, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor Darul Ehsan on Tuesday, 30 April 2013 at 10.30 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the audited Financial Statements for the year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees of RM210,000 for the year ended 31 December 2012. **(Resolution 1)**
3. To re-elect the following Directors retiring pursuant to Article 109 of the Company's Articles of Association:
(i) Mr. Liang Yew Ming **(Resolution 2)**
(ii) Madam Ong Poh Ling **(Resolution 3)**
4. To re-appoint Messrs. BDO, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

5. To consider, and if thought fit, to pass the following 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, the Directors be and are hereby authorised to issue 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 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, subject always to the approvals of all the relevant regulatory authorities being obtained for such issue and allotment."

(Resolution 5)

6. To transact any other business of which due notice shall have been received.

By Order of the Board

TOO YET LAN (MAICSA 0817992)
Company Secretary

Shah Alam
8 April 2013

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 April 2013 [General Meeting Record of Depositors] shall be entitled to attend and vote at this 46th AGM.
2. A member entitled to attend, speak and vote at the general meeting is entitled to appoint a proxy to attend, speak and vote in his stead. A proxy 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.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. The Form of Proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation, under its common seal or the hand of its attorney.
6. All proxy forms duly executed should be deposited at the Company's Registered Office at D-1-4, Jalan Multimedia 7/AJ, CityPark, i-City, 40000 Shah Alam, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

RESOLUTION 5

The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the 45th Annual General Meeting held on 12 June 2012 and which will lapse upon the conclusion of the forthcoming 46th Annual General Meeting to be held on 30 April 2013. A renewal of this authority is being sought at the 46th Annual General Meeting under proposed Resolution 5.

Resolution 5 proposed under Agenda 5, if passed, will give the Directors of the Company authority to issue and allot shares as the Directors in their discretion consider to be in the best interest of the Company, without having to convene a general meeting in the event of any strategic opportunities to broaden the operating base and earnings potential of the Company which may involve the issuance of new shares. Any delay and cost involved in convening a general meeting to approve such issuance of shares would thus be avoided. This authority will expire at the next Annual General Meeting of the Company.