

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Eighth Annual General Meeting of I-Berhad will be held at the View Meeting Room, Level 6, Best Western i-City, No. 6, Persiaran Multimedia, 40000 i-City, Malaysia on Monday, 29 June 2015 at 10.00 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

1. To receive the audited Financial Statements for the financial year ended 31 December 2014 together with the Directors' and Auditors' Reports thereon. **Note A**
2. To approve a final single tier dividend of 1.51 sen per ordinary share for the financial year ended 31 December 2014. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM175,000 for the financial year ended 31 December 2014. **(Resolution 2)**
4. To re-elect Mr Ooi Chin Guan, who retires pursuant to Article 96 of the Company's Articles of Association and being eligible, offer himself for re-election. **(Resolution 3)**
5. To re-elect Y. Bhg Tan Sri Lim Kim Hong, who retires pursuant to Article 109 of the Company's Articles of Association and being eligible, offer himself for re-election. **(Resolution 4)**  
Madam Ong Poh Ling, who retires in accordance with Article 109 of the Company's Articles of Association has expressed her intention not to seek re-election. Hence, she will retain office until the conclusion of the 48th Annual General Meeting.
6. To appoint Messrs PricewaterhouseCoopers as Auditors of the Company in place of the retiring Auditors, Messrs BDO for the financial year ending 31 December 2015 and to authorise the Directors to fix their remuneration. **(Resolution 5)**

#### AS SPECIAL BUSINESS

7. 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."  
**(Resolution 6)**
8. To transact any other business of which due notice shall have been received.

By Order of the Board

TOO YET LAN (MAICSA No. 0817992)  
Company Secretary

Shah Alam  
25 May 2015

#### Notes:-

##### Proxy

- (i) In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2015 [General Meeting Record of Depositors] shall be entitled to attend and vote at this 48th AGM.
- (ii) 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.
- (iii) 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.
- (iv) 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.
- (v) 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.
- (vi) 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

##### NOTE A

This Agenda item is meant for discussion only as under the provision of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require a formal approval of the shareholders. Hence, this resolution will not be put forward for voting.

##### RESOLUTION 5

The Notice of Nomination from a member pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto, has been received by the Company for the nomination of Messrs PricewaterhouseCoopers, who have given their consent to act, for appointment as Auditors of the Company.

##### RESOLUTION 6

The Company has not issued any new shares to-date pursuant to Section 132D of the Companies Act 1965 under the general authority which was approved at the 47th Annual General Meeting held on 30 June 2014 and which will lapse upon the conclusion of the forthcoming 48th Annual General Meeting to be held on 29 June 2015. A renewal of this authority is being sought at the 48th Annual General Meeting under proposed Resolution 6.

Resolution 6 proposed under Agenda 7, 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.