

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 52<sup>nd</sup> Annual General Meeting of I-Berhad will be held at i-City Convention Centre (iCCC), centralWalk, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor, Malaysia on Tuesday, 18 June 2019 at 10.30 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

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|---|----------------|
| 1. To receive the audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon.            | Note A         |
| 2. To approve a final single tier dividend of 1.75 sen per ordinary share for the financial year ended 31 December 2018.  | (Resolution 1) |
| 3. To approve the payment of Directors' fees of RM407,223 for the financial year ended 31 December 2018.  | (Resolution 2) |
| 4. To re-elect, Y. Bhg Puan Sri Tey Siew Thuan who retires pursuant to Article 109 of the Company's Constitution and being eligible, offer herself for re-election. | (Resolution 3) |
| 5. To re-appoint Messrs. PricewaterhouseCoopers PLT, as Auditors of the Company and to authorise the Directors to fix their remuneration.                           | (Resolution 4) |

**AS SPECIAL BUSINESS**

6. To consider, and if thought fit, to pass the following Ordinary Resolutions:-

**(A) AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, 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 total number of issued shares of the Company for the time being, subject always to the approvals of all the relevant regulatory authorities"

(Resolution 5)

**(B) PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**

"THAT subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the listing requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by law, to buy-back and/or hold such amount of shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of shares bought-back and/or held does not exceed 10% of the total number of issued shares of the Company as quoted on Bursa Securities;
- (ii) the amount allotted shall not exceed the retained profits of the Company based on its latest audited financial statements available up to the date of the transaction pursuant to the Proposed Authority for Share Buy-Back Renewal.
- (iii) the shares purchased are to be treated in either of the following manner:-
  - (a) cancel the purchased ordinary shares; or
  - (b) retain the purchased ordinary shares as treasury shares held by the Company; or
  - (c) retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

The treasury shares may be distributed as share dividends to the shareholders and/or resold on Bursa Securities and/or transferred for the purposes of or under an employees' share scheme and/or as purchase consideration.

AND THAT this Proposed Authority for Share Buy-Back Renewal, if approved by the shareholders at the forthcoming Annual General Meeting, will be effective upon the passing of the ordinary resolution proposed at the Annual General Meeting and such authority shall only continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders at a general meeting, whichever is earlier.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid buy-back with full powers to amend and/or assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Companies Act 2016, the provisions of the Constitution of the Company and the requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

(Resolution 6)

7. To consider, and if thought fit, to pass the following Special Resolution:

**PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

"THAT approval be and is hereby given to alter or amend the existing Constitution of the Company in its entirety by the replacement thereof with a new Constitution of the Company as set out in Appendix III of the Circular to Shareholders dated 30 April 2019 with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities and to do all such acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

(Resolution 7)

8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

**TOO YET LAN (MAICSA No. 0817992)**

Company Secretary

Shah Alam

30 April 2019

**Notes:-**

**Proxy**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 June 2019 [General Meeting Record of Depositors] shall be entitled to attend and vote at this 52<sup>nd</sup> AGM.
2. A member entitled to attend, speak and vote at the general meeting is entitled to appoint any person as his proxy to attend, speak and vote in his stead.
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 an officer or attorney duly authorised.
6. All proxy forms duly executed must be deposited at the Company's Registered Office at i-Gallery, Persiaran Multimedia, i-City, 40000 Shah Alam, Selangor not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
7. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**EXPLANATORY NOTES**

**NOTE A**

This Agenda item is meant for discussion only as under the provision of Section 340 of the Companies Act 2016, 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 Company has not issued any new shares to-date under the general authority which was approved at the 51<sup>st</sup> Annual General Meeting held on 26 June 2018 and which will lapse upon the conclusion of the forthcoming 52<sup>nd</sup> Annual General Meeting to be held on 18 June 2019. A renewal of this authority is being sought at the 52<sup>nd</sup> Annual General Meeting under proposed Resolution 5.

Resolution 5 proposed under Agenda 6(A), 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.

**RESOLUTION 6**

The ordinary resolution 6 proposed under Agenda 6(B), will empower the Directors of the Company to purchase the Company's own shares by utilising the funds allocated which shall not exceed the total retained profits of the Company provided that the aggregate number of shares which may be purchased and/or held as treasury shares by the Company does not exceed ten per centum (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Further information on the Company's proposed renewal of authority to purchase its own shares are set out in the Share Buy Back Statement in the Circular to Shareholders dated 30 April 2019 which is despatched together with the Company's 2018 Annual Report.

**RESOLUTION 7**

The proposed Resolution 7, if passed, will bring the Company's Constitution in line with the enforcement of the Companies Act 2016 and will enhance administrative efficiency. The proposed new Constitution is set out in Appendix III of the Circular to Shareholders dated 30 April 2019 accompanying the Company's 2018 Annual Report.