

icapital.biz Berhad (674900 X)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of **icapital.biz Berhad** will be held at Level 1, Sapphire Room, Mandarin Oriental Kuala Lumpur, Kuala Lumpur City Centre, P.O. Box 10905, 50088 Kuala Lumpur, on Saturday, 8 August 2009 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

1. **Resolution 1** - To receive the Audited Financial Statements for the financial year ended 31 May 2009 and the Reports of the Directors and Auditors thereon.
2. **Resolution 2** - To approve the payment of Directors' Fees of RM82,137.00 for the financial year ended 31 May 2009.
3. **Resolution 3** - To re-elect YM Tengku Yunus Kamaruddin who retires pursuant to Article 103 of the Company's Articles of Association.
4. **Resolution 4** - To re-appoint Messrs Horwath as Auditors of the Company and authorise the Directors to fix their remuneration.

As Special Business

5. To consider and if thought fit, pass the following resolutions pursuant to Section 129(6) of the Companies Act, 1965:-

Resolution 5

"THAT YM Tunku Tan Sri Dato' Seri Ahmad Bin Tunku Yahaya who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting of the Company."

Resolution 6

"THAT Michael Vitus Wong Kuan Lee who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the next Annual General Meeting of the Company."

To consider and if thought fit, to pass the following resolutions, with or without any modification, as an Ordinary Resolution of the Company:-

6. Ordinary Resolution

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution 7

"THAT approval be and is hereby given to the Company to seek renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature and with specified class of the related party as stated in Section 2.3 of the Circular to Shareholders dated 17 July 2009, which are necessary for its day-to-day operations subject to the following:-

- (i) the transactions are in the ordinary course of business and are entered into on terms which are not more favourable to the related parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Shareholders' Mandate"); and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting of the Company following the Fifth Annual General Meeting at which the Proposed Shareholders' Mandate has been passed, at which time it will lapse, unless by a resolution passed at an Annual General Meeting whereby authority is renewed;
- (b) the expiration of the period within the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act 1965); or
- (c) revoked or varied by a resolution passed by the shareholders in general meeting;

whichever is the earlier.

Kuan Hui Fang (MIA 16876)
Tham Wai Ying (MAICSA 7016123)

Company Secretaries
Kuala Lumpur
17 July 2009

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend and vote in his place. 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.
2. Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. 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 in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
4. The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the Meeting or any adjournment thereof.

Explanatory Notes on Special Business

5. **Resolution 5:-**

The re-appointment of YM Tunku Tan Sri Dato' Seri Ahmad Bin Tunku Yahaya, a person over the age of 70 years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution 5 is passed by a majority of not less than three-fourths (¾) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.

6. **Resolution 6:-**

The re-appointment of Mr Michael Vitus Wong Kuan Lee, a person over the age of 70 years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution 6 is passed by a majority of not less than three-fourths (¾) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.

7. **Resolution 7:**

The proposed Resolution 7, if passed, will enable the Company to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in Section 2.3 of the Circular to Shareholders of the Company dated 17 July 2009. This authority, unless revoked or varied by the Company in a General Meeting, will expire at the next Annual General Meeting of the Company.

8. **Presentation of Investment Portfolio of the Company**

In order to keep the shareholders abreast of the investments of the Company for the year ended 31 May 2009, the Board is pleased to invite the share owners of the Company to attend the Presentation on the Company's Investment Portfolio by Tan Teng Boo, the Designated Person of the Fund Manager, i.e. Capital Dynamics Asset Management Sdn. Bhd., immediately after the conclusion of the Fifth Annual General Meeting.

AGM of icapital.biz Berhad

Saturday, 8 August 2009
Mandarin Oriental Kuala Lumpur

Some pointers to note

- 1) To attend the AGM, please bring along your :-
 - a) Original Identity Card (NRIC) (Malaysian), or
 - b) Police Report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c) Passport (Foreigner).
- 2) Registration will ONLY start at 8.30 am on 8 August. The AGM will start punctually at 10.00 am on Saturday, 8 August 2009.
- 3) **For those shareowners who cannot attend the AGM but wish to send their representatives over (a maximum of 2 persons), please ensure that your proxy form reaches the registered office not less than 48 hours before the AGM starts, ie., Thursday, 6 August 2009, at 10.00 am.**
- 4) Shareowners are advised to read the proxy form carefully before sending it to the registered office.
- 5) If you intend to attend the AGM but your shares are held by your nominee(s), please contact your nominee(s) to complete the proxy form appointing you or your representative to attend the AGM. The proxy form is required to be deposited at the registered office not less than 48 hours before the AGM starts, ie., Thursday, 6 August 2009, at 10.00 am.
- 6) Shareowners are encouraged to take the LRT as the parking fee is a flat RM8.00.
- 7) Short presentation by Tan Teng Boo, Designated Person, immediately after the closure of the AGM.



