



NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of I-Berhad will be held at No. 3, Jalan Astaka U8/84, Section U8, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 31 May 2005 at 10.00 a.m. for the following purposes:-

AGENDA AS ORDINARY BUSINESS

1. To receive and adopt the audited Financial Statements for the year ended 31 December 2004 together with the Directors' and Auditors' Reports thereon. (Resolution 1)
2. To approve a final dividend of 1% less taxation for the year ended 31 December 2004. (Resolution 2)
3. To approve the payment of Directors' fees of RM65,000.00 for the year ended 31 December 2004. (Resolution 3)
4. To re-elect the following Directors retiring by rotation pursuant to Article 109 of the Company's Articles of Association:
 - (i) En Johari Low bin Abdullah @ Low Han Hing (Resolution 4)
 - (ii) Y. Bhg. Datin Tey Siew Thuan (Resolution 5)
5. To re-elect the following Directors retiring pursuant to Article 96 of the Company's Articles of Association:
 - (i) Y. Bhg. Datuk Pengiran Mohd Hussein bin Datuk Pengiran Haji Mohd Tahir (Resolution 6)
 - (ii) Tuan Haji Mat Hassan bin Esa (Resolution 7)
6. To re-appoint Messrs. BDO Binder, as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS

7. To consider, and if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions of the Company:-

(A) AUTHORITY TO ISSUE SHARES PURSUANT TO THE EXECUTIVE SHARE OPTION SCHEME

"That approval be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company in accordance with the terms and conditions of the I-Berhad Executive Share Option Scheme as approved by the shareholders at the Extraordinary General Meeting of the Company held on 13 November 2000 and that such approval shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(Resolution 9)

(B) 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 and to such person or persons 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, subject always to the approvals of all the relevant regulatory authorities being obtained for such issue and allotment."

(Resolution 10)

(C) PROPOSED RENEWAL OF AUTHORITY TO PURCHASE THE COMPANY'S OWN SHARES

"That subject to the Companies Act, 1965, ("the Act"), rules, regulations and orders made pursuant to the Act, and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby unconditionally and generally authorised to:

- (i) purchase shares in the Company, at any time 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 which may be purchased and/or held as treasury shares by the Company pursuant to this resolution does not exceed ten per cent (10%) of the issued and paid-up share capital of the Company for the time being and the total funds allocated shall not exceed the total retained profits and/or share premium account of the Company based on the audited financial statements for the financial year ended 31 December 2004 of RM2,090,825 and RM38,622,537 respectively; and that such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or upon the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever occurs first);
- (ii) retain the shares so purchased as treasury shares for distribution as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;
- (iii) deal with the shares purchased in the manner prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force; and
- (iv) take all such steps as are necessary or expedient to implement or to effect the purchase of the Company's own shares."

(Resolution 11)

8. 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, Selangor Darul Ehsan
6 May 2005

Notes:-

1. A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote in his stead.
2. A proxy need not be a member of the Company, but such appointment must comply with Section 149(1)(b) of the Companies Act, 1965, which states that a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Companies Commission of Malaysia in a particular case.
3. 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.
4. All proxy forms duly executed should be deposited at the Registered Office of the Company at No. 3, Jalan Astaka U8/84, Section U8, Bukit Jelutong, 40150 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 9

The ordinary resolution 9 proposed under Agenda 7(A), if passed, will empower the Directors to issue shares to eligible Executives and Executive Directors of I-Berhad Group pursuant to the terms and conditions of the Executive Share Option Scheme. This authority, unless revoked or varied at a general meeting, shall be valid until the conclusion of the next Annual General Meeting of the Company.

RESOLUTION 10

The ordinary resolution 10 proposed under Agenda 7(B), if passed, will give the Directors of the Company the authority to issue and allot shares for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority unless revoked or varied by the Company in general meeting will expire at the next Annual General Meeting of the Company.

RESOLUTION 11

The ordinary resolution 11 proposed under Agenda 7(C) 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 earnings and/or share premium account 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 cent (10%) of the current issued and paid-up share capital 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 which is despatched together with the Company's 2004 Annual Report.