



ICB FINANCIAL GROUP HOLDINGS AG

(Incorporated in Switzerland)

To The Shareholders of
ICB FINANCIAL GROUP HOLDINGS AG

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Monday, 11 May 2009 at 2.00 p.m.
(door opens at 1.45 p.m.)
Roosstrasse 3, CH-8832 Wollerau, Switzerland
(in the premises of Notariat Hölfe)

This Invitation to AGM consists of 7 printed pages only
(Inclusive of this page)

AGENDA

1. Amendments to the Articles of Association of the Company

Motions proposed by the Board of Directors

- 1.1 The Board of Directors proposes to generally revise the Articles of Association referring to Revision of the Swiss Company Law (which came into effect 1 January 2008) and the consideration that the Articles of Association did no longer fulfill the legal clauses as well as the needs of the Company.

The Articles of Association proposed by the Board of Directors are published at the Company's registered office for examination by the shareholders.

- 1.2 The Board of Directors proposes to authorize the Board of Directors to increase the share capital of the Company at any time up to 10 May 2011 by an amount not exceeding CHF 75'000'000 through the issue of up to 75'000'000 registered shares, payable in full, each with a face value of CHF 1 according to Article 4a of the Articles of Association.

2. Approval of the annual report, the annual financial statements and the consolidated financial statements for 2008 as well as acknowledgement of the auditors' and group auditors' reports.

Motion proposed by the Board of Directors

The Board of Directors proposes that the annual report, the annual financial statements and the consolidated financial statements for 2008 be approved.

3. Discharge of the acts of the members of the Board of Directors

A. Motion proposed by the Board of Directors

The Board of Directors proposes that the acts of the members of the Board of Directors during the 2008 financial year be discharged.

B. Explanations by the Board of Directors

According to Swiss Law, it is the inalienable duty of the Annual General Meeting of Shareholders to release the members of the Board of Directors from their activities in the respective business year. The granting of discharge means that shareholders who are granting discharge may not claim for the damage caused by intentional or negligent violation of their duties as members of the Board of Directors. This only applies on matters disclosed by the Company before the granting of the discharge.

4. Approbation of available earnings

Motion proposed by the Board of Directors

The Board of Directors proposes that the appropriation of available earnings be approved as follows:

	<u>CHF</u>
Net income	95,615,146
Retained earnings brought forward from the previous year	11,576,442
Available income	<u>107,191,588</u>
Allocation to general legal reserve	<u>(4,780,000)</u>
Retained earnings carried forward	<u>102,411,588</u>

5. Elections to the Board of Directors

A. Motion proposed by the Board of Directors

The Board of Directors proposes that Mr Michael Robert Hanlon, Ms Josephine Sivaretnam, Mr René Fritschi, Dr Kenneth Kwami Kwaku, Mr Paul Robert Philipps Bridges and Mr Lim Teong Liat be re-elected to the Board of Directors for a term of one year as stipulated in the articles of association.

B. Explanations by the Board of Directors

Mr Michael Robert Hanlon, Ms Josephine Premla Sivaretnam, Mr René Fritschi, Dr Kenneth Kwami Kwaku, Mr Paul Robert Philipps Bridges and Mr Lim Teong Liat, whose terms as members of the Board of Directors expire at the 2009 Annual General Meeting of Shareholders, are making themselves available for re-election. Each re-election will be carried out individually.

- a. Mr Michael Robert Hanlon has been the Chairman of the Board of Directors and member of the Audit and Risk Management Committee since 2007. The Board has determined him to be independent under the Company's independence standards.
- b. Ms Josephine Premla Sivaretnam has been a member of the Board of Directors, Nomination Committee and Remuneration Committee since 2007.
- c. Mr René Fritschi has been a member of the Board of Directors since 2006. Mr Fritschi is the Chairman of the Nomination Committee since 2007. The Board has determined him to be independent under the Company's independence standards.
- d. Dr Kenneth Kwami Kwaku has been a member of the Board of Directors since 2007. Dr Kwaku is the Chairman of the Remuneration Committee since 2007. The Board has determined him to be independent under the Company's independence standards.
- e. Mr Paul Robert Philipps Bridges has been a member of the Board of Directors and Chairman of the Audit and Risk Management Committee. The Board has determined him to be independent under the Company's independence standards.
- f. Mr Lim Teong Liat has been a member of the Board of Directors and of the Audit and Risk Management Committee since 2007. The Board has determined him to be independent under the Company's independence standards.

6. Election of BDO Visura, Zurich as statutory auditors

Motion proposed by the Board of Directors

The Board of Directors proposes that BDO Visura, Zurich, be re-elected as statutory auditors for a further term of one year.

Schindellegi, 14 April 2009

On behalf of the Board of Directors

Chairman
Michael Robert Hanlon

NOTICE OF ANNUAL GENERAL MEETING

The annual report and the audit report as well as motions from the management on the application of net income are open for inspection by the shareholders at the registered office and headquarters of any possible subsidiaries.

How shareholders can exercise their voting rights

Admission and Voting Rights, Admission Cards

a) Shareholders registered in the Company's Shareholders' Register

Registered shareholders entered in the share register up to and including 27 April 2009 as shareholders with voting rights will receive, together with the invitation to the Annual General Meeting of Shareholders, a registration and power of attorney form that they may use to order the admission card and voting card or to appoint a proxy. No entries conferring voting rights will be made in the share register in the period from 27 April 2009 to the end of the Annual General Meeting of Shareholders.

b) Attendants holding CREST Depository Interests

In the course of the listing of the shares of ICB Financial Group Holdings AG on AIM, shares of the Company were issued to CREST International Nominees Ltd. for the account of shareholders trading on AIM. These shares were represented by CREST Depository Interests (CDIs). CDIs are uncertificated securities independent of the Company, constituted under English law, allowing the electronic settlement of trades in the Company's shares via a system operated by Euroclear UK & Ireland Limited, London.

CREST members holding CDIs as beneficial owners, CREST members holding CDIs as legal owners and acting upon instructions from the beneficial owners as well as the beneficial owners of CDIs are entitled to attend the Annual General Meeting of Shareholders and to cast their votes as proxies of CREST International Nominees Ltd.

CREST members entered directly in the CREST register up to and including 27 April 2009 will receive, together with the invitation to the Annual General Meeting of Shareholders a registration and power of attorney form that they or the beneficial owners of the CDIs may use to order the admission card and voting card or to appoint a proxy. All nominees are requested to forward the invitation to the Annual General Meeting of Shareholders and the registration and power of attorney form, as well as the requested admission card and voting card to the beneficial owners of CDIs.

General Remarks

Preparation for the Annual General Meeting of Shareholders will be facilitated by the prompt return of your registration and power of attorney form. Please return it by 6 May 2009 at the latest to the Share register of ICB Financial Group Holdings AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, fax: +41-44-809 58 59.

There is no guarantee to handle registration and power of attorney forms which arrive after this date. The admission cards will be sent out from 27 April 2009.

If any of the shares or CDIs recorded as votes on an admission card are sold, the registered shareholder or CDIs attendant should present the relevant admission card upon admission to the Annual General Meeting of Shareholders as the associated voting rights will have lapsed.

Proxies

Shareholders with voting rights as well as CDIs attendants may arrange to be represented by a third party by granting authority to this person in writing. In order to grant authority the shareholder must specify the relevant person in the registration and power of attorney form. The admission card and voting card will be sent to the shareholder. Please sign the power of attorney on the admission card, and deliver it together with the voting card to the authorized representative.

Alternatively, shareholders may appoint one of the following as their proxy:

- ICB Financial Group Holdings AG; or
- a bank or other professional asset manager acting as proxy for deposited shares as specified in article 689d of the Swiss Code of Obligations; or
- Andreas G. Keller, attorney-at-law, P.O. Box 2924, CH-8021 Zurich, Switzerland, acting as the independent proxy, with the right for substitution (phone:+41-44-46310 03; fax:+41-44-46310 04).
To provide voting instructions please use the instruction form on the registration and power of attorney form.

Proxy holders of deposited shares are requested to notify the Share register of ICB Financial Group Holdings AG, c/o ShareCommService AG, Europastrasse 29, CH-8152 Glattbrugg, fax: +41-44-809 58 59, regarding the number of shares they represent as soon as possible, but no later than 11 May 2009, 1.45 p.m.

Unless expressly instructed otherwise, the proxies of shareholders or CDIs attendants will exercise their votes in favor of the proposals made by the Board of Directors. Any signed authorization forms sent in blank will be treated as an authorization in favour of ICB Financial Group Holdings AG.