

ICB Financial Group Holdings AG
(Incorporated in Switzerland)

28 April 2010
Agenda and Notice of AGM

To The Shareholders of
ICB FINANCIAL GROUP HOLDINGS AG

INVITATION TO THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS

Wednesday, 19 May 2010 at 2.00 p.m.
(door opens at 1.45 p.m.)
Roosstrasse 3, CH-8832 Wollerau, Switzerland
(in the premises of Notariat Hófe)

AGENDA

1. Proposed Amendments to the Articles of Association of the Company

Motions proposed by the Board of Directors

The Board of Directors proposes to partially revise the Articles of Association referring to the Intermediary-Held Securities Act (which came into effect 1 January 2010) and the consideration that the present Article 5 of Association did no longer fulfill the legal clauses as well as the needs of the Company.

The Board of Directors proposes the implementation of the new Intermediary-Held Securities Act by means of the following amendments of Article 5:

Previous Article 5

Share Certificates, Deferred Printing of Shares

The Company may issue certificates representing any number of shares.

The Company may forego the printing and delivery of registered shares and may cancel without replacement already printed shares. Registered shares already issued can only be cancelled when they are returned to the Company and the shareholder agrees to the cancellation. The shareholder may request at any time, without cost, the printing and delivery of his registered shares. The Company may for its part at any time print share certificates for hitherto undocumented shares.

Registered shares not physically represented by certificates and the rights arising therefrom can

1) only be transferred by means of assignment, such assignment being valid only if notice is given to the Company;

2) only be transferred in co-operation with the bank administering the shares for the shareholder. They may only be pledged in favour of this bank, by means of a written pledge agreement, of which the Company need not be notified.

Prospective Article 5

Form of Shares

Subject to paragraph 2, the shares of the Company are issued as uncertificated securities (in terms of the Swiss Code of Obligations) and as book-entry securities (in terms of the Intermediary-Held Securities Act). They can only be transferred or pledged in accordance with the provisions set out in the Intermediary-Held Securities Act.

The shareholder has no entitlement to the printing and delivery of certificates. Provided that the shareholder is registered in the share register, the shareholder may request from the Company a statement of his or her registered shares at any time. In

contrast, the Company may print and deliver share certificates for registered shares (single certificates, certificates representing multiples of shares or global certificates) at any time. It may withdraw registered shares issued as intermediary-held securities from the respective custodian system. With the consent of the shareholder, the Company may cancel issued certificates that are returned to the Company.

2. Approval of the annual report, the annual financial statements and the consolidated financial statements for 2009 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 2009 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 2009 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	(2,058,680)
Retained earnings brought forward from the previous year	102,411,588
Available income	<u>100,352,908</u>
Allocation to general legal reserve	<u>0</u>
Retained earnings carried forward	<u>100,352,908</u>

5. Elections to the Board of Directors

A. Motion proposed by the Board of Directors

i. Re-election of Directors

The Board of Directors proposes that Mr. Michael Robert Hanlon, Ms Josephine Sivaretnam, Mr. René Fritschi, Dr Kenneth Kwami Kwaku 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.

ii. Election of additional Director

The Board of Directors proposes that Mr. Zakaria Bin Abd Hamid be 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

i. Re-election of Directors

Mr. Michael Robert Hanlon, Ms Josephine Premla Sivaretnam, Mr. René Fritschi, Dr Kenneth Kwami Kwaku and Mr. Lim Teong Liat, whose terms as members of the Board of Directors expire at the 2010 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 and member of the Audit and Risk Management Committee since 2009. 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. Lim Teong Liat has been a member of the Board of Directors since 2007. Mr. Lim is the Chairman of the Audit and Risk Management Committee since 2009. The Board has determined him to be independent under the Company's independence standards.

ii. Election of additional Director

Mr. Zakaria Bin Abd Hamid, aged 57, a Malaysian with over with over 34 years of extensive experience in banking, corporate finance and advisory services. He has held senior positions in various organizations including Maybank Berhad, Bumiputra Merchant Bankers Bhd, Technology Resources Industries Bhd, Malaysia Helicopters Services Bhd, Natwide Group of Companies and KYM Holdings Bhd. He sits on the Boards of Alliance Investment Bank Berhad, Alliance Bank Malaysia Berhad and Alliance Islamic Bank Berhad as an Independent Non-Executive Director. He is also an Independent Non-Executive Director of ICB Islamic Bank Ltd, Bangladesh.

The Board has determined Mr. Zakaria Bin Abdul Hamid to be independent under the Company's independence standards.

6. Election of BDO AG, Zurich as statutory auditors

Motion proposed by the Board of Directors

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

Schindellegi, 28 April 2010

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 3 May 2010 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 3 May 2010 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 legal owners on own account, CREST members holding CDIs as legal owners (nominees) and acting upon instructions from the beneficial owners of such CDIs who can establish through which nominee they hold the 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 3 May 2010 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 14 May 2010 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 5 May 2010.

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 19 May 2010, 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.

The Company's AIM nominated adviser is RFC Corporate Finance Ltd. Contact Stephen Allen or Trinity McIntyre on +61894802500.