

IFC Capital Limited

ACN 087 737 068

SECTION 1 - NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of IFC Capital Limited will be held in the Sir James Fairfax Room, Radisson Plaza Hotel, 27 O'Connell Street Sydney, NSW 2000 at 3.00 pm on Thursday 27th November 2008.

ORDINARY BUSINESS

1. **Financial statements and reports**

To consider and receive the Financial Report of IFC Capital Limited, including the Directors' Report and the Auditors' Report for the year ended 30 June 2008.

2. **Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"That the Remuneration Report of IFC Capital Limited for the year ended 30th June 2008 is approved and adopted."

(Section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.)

3. **Re-election of Director**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"Mr Alan Jones, who retires by rotation in accordance with Article 10.3 of the Company's Constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

OTHER BUSINESS

4. To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By Order of the Board



Ian E Bangs FCPA
Company Secretary
20 October 2008

NOTES

PROXIES AND PROXY FORMS

- (a) **Right to appoint:** Each shareholder entitled to vote at the meeting has the right to appoint a proxy to attend and vote for the shareholder at the meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.
- (b) A proxy or attorney is not entitled to vote while the shareholder appointing them is present at the meeting.
- (c) **Who may be a proxy:** A shareholder can appoint anyone to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held eg "Chair of the Meeting".
- (d) **Two proxies:** A shareholder who is entitled to 2 or more votes at the meeting, may appoint 2 proxies. Where 2 proxies are appointed:
- (1) a separate Proxy Form should be used to appoint each proxy; and
 - (2) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes. Where two proxies are appointed, neither is entitled to vote on a show of hands.
- (e) **Signature(s) of individuals:** In the case of shareholders who are individuals, the Proxy Form must be signed if the shares are held:
- (1) by one person, by that shareholder; or
 - (2) in joint names, by any one of them.
- (f) **Signatures on behalf of companies:** In the case of shareholders which are companies, the Proxy Form must be signed:
- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
 - (2) in the case of any other company, by two directors or by a director and secretary.

The use of the common seal of the company on the Proxy Form is optional.

- (g) **Lodgement place and deadline:** Proxy forms must be received by the Company with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

at Computershare Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Australia, or
by facsimile on 61 3 9473 2555

by no later than 3.00 pm (Sydney time) on 25 November 2008.

CORPORATE REPRESENTATIVES

A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by the Computershare Pty Ltd GPO Box 242 Melbourne Victoria 3001, or by facsimile on 61 3 9473 2555, by no later than 3.00 pm (Sydney time) on 25 November 2008.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Act regulations, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of shareholders as at 7:00 pm (Sydney time) on 25 November 2008.

VOTING INTENTIONS

The Chairman intends to vote in favour of all resolutions on the agenda in respect of undirected proxy votes where the Chairman is appointed as proxy.

SECTION 2 - ANNUAL GENERAL MEETING EXPLANATORY NOTES

Item 1: Financial Statements

As required by section 317 of the *Corporations Act 2001 (Cth)* (the "Act"), the Financial Report, Directors' Report and Auditors' Report of IFC Capital Limited (the "Company") for the year ended 30 June 2008 are to be presented to the meeting. These reports form part of the Company's full Annual Report a copy of which has been made available to all shareholders.

Shareholders will be provided with the opportunity to ask questions about the reports or about the Company generally at the meeting.

Item 2: Remuneration Report

As required by section 250R(2) of the Act, a resolution of the Company's Remuneration Report be adopted must be put to the vote. The Report is contained within the Directors' Report in the Company's 2008 Annual Report on pages 7 to 11.

Section 250R(3) of the Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be provided with the opportunity to ask questions about the report at the meeting.

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Item 3: Re-election of Director

Director Mr Alan Jones retires by rotation and offers himself for re-election.
Alan S Jones. Age 65

Mr Jones was appointed a non-executive Director and Chairman of IFC Capital Limited on 23 July 2007. Mr Jones is a chartered accountant with extensive senior management and board experience in listed and unlisted Australian public companies, particularly in the construction, engineering, finance and investment industries. Mr Jones has been involved in the successful merger and acquisition of a number of public companies in Australia and internationally. He is a Non-Executive Director of Mulpha Australia Limited, Sun Hung Kai & Co. Limited (Hong Kong), Allied Group Limited (Hong Kong) and Allied Properties Limited (Hong Kong) and Mount Gibson Iron Limited.

All Directors (other than Alan Jones) recommend that shareholders vote in favour of Mr Jones' election.