



INVITATION
to the Annual General Meeting of Shareholders
Thursday, April 24, 2008 at 3 p.m. (Doors open at 2 p.m.)
Hotel Glockenhof, Sihlstrasse 31, 8022 Zürich-City, Switzerland

ITEMS ON THE AGENDA and PROPOSALS by the BOARD OF DIRECTORS

1. Approval of the Annual Report, Annual Financial Statements of INFICON Holding AG and Consolidated Financial Statements of INFICON Group for the 2007 fiscal year

The Board of Directors proposes approval.

2. Discharge of the Members of the Board of Directors

The Board of Directors proposes the discharge of the members of the Board of Directors for their activity during the fiscal year 2007.

3. Allocation of the Available Earnings of INFICON Holding AG

Retained Earnings as per January 1, 2007	CHF	14,300,227
Transfer from General Reserve to Retained Earnings	CHF	40,000,000
Reserve for Treasury Shares	CHF	(47,233,868)
Profit of the Fiscal Year 2007	CHF	<u>24,755,980</u>
Retained Earnings as per December 31, 2007	CHF	<u><u>31,822,339</u></u>

The transfer from the General Reserve to Retained Earnings was for the purpose of implementing the Board of Director's decision to repurchase shares of up to CHF 40,000,000 during 2007.

The Board of Directors proposes the distribution of a dividend of CHF 8.00 per share and that the remaining balance of Retained Earnings be carried forward. Proposed pay date for the dividend is April 30, 2008.

Retained Earnings as per January 1, 2008	CHF	31,822,339
Distribution of a dividend of (gross) CHF 8.00 per share	CHF	<u>(19,014,096)</u>
Balance to be carried forward	CHF	<u><u>12,808,243</u></u>

The proposed dividend represents an estimated amount and includes the dividend of CHF 1,884,696 on 235,587 treasury shares which will not be paid. This amount will also be adjusted to take into account the dividend on new shares which are issued subsequent to December 31, 2007 and prior to the date of the dividend payment.

4. Reduction of Share Capital

The Board of Directors proposes that the 235,587 shares repurchased under the 2007 share repurchase program that was authorized by the Board of Directors be cancelled and that, as a result, the share capital of INFICON Holding AG be reduced by CHF 1,177,935.00.

Article 3 paragraph 1 of Association shall be amended as follows:

Current Version	Proposed Version (changes in italics)
The share capital of the Corporation is CHF 11,883,810.00 (eleven million and eight hundred and eighty-three thousand, eight hundred and ten Swiss francs), divided into 2,376,762 registered shares with a par value of CHF 5.00 each. The share capital is fully paid up.	The share capital of the Corporation is CHF 10,705,875.00 (<i>ten million and seven hundred and five thousand, eight hundred seventy-five Swiss francs</i>), divided into 2,141,175 registered shares with a par value of CHF 5.00 each. The share capital is fully paid up.

Explanation

The Board of Directors on April 24, 2006 authorized the repurchase of a maximum of CHF 40 million worth of INFICON shares, via a second trading line on SWX, in order to subsequently cancel them. On September 13, 2007 the Board of Directors extended the share repurchase program to a maximum of 10% of outstanding shares. As of December 13, 2007, 235,587 shares, with an overall market value of CHF 47,092,164, had been repurchased. The average purchase price was CHF 200 per share (rounded). The value of the shares repurchased under the program reached the maximum value authorized by the Board of Directors.

The Board of Directors now proposes that the Annual General Meeting approve the cancellation of the 235,587 repurchased shares and that the share capital in Article 3 para.1 of the Articles of Association be reduced accordingly.

PricewaterhouseCoopers Ltd., (Zurich), as Statutory Auditors, have confirmed in a special audit report prepared for the Annual General Meeting that, from today's perspective, the claims of creditors would remain covered even with the proposed reduction in capital.

5. Appointment of Auditors and Group Auditors

The Board of Directors proposes the appointment of PricewaterhouseCoopers Ltd., Zurich, for a further year as Auditor of INFICON Holding AG and Group Auditor.

Documents

The Business Report 2007 (including the Annual Report, Annual Financial Statements, and Consolidated Financial Statements), as well as the original reports of the Group and Company Auditors, will be available for inspection by the shareholders as of March 31, 2008 at the registered offices of the Company at Hintergasse 15B, 7310 Bad Ragaz, Switzerland. Registered shareholders receive a copy of the Business Report 2007 and the invitation.

Admission cards

Shareholders with voting rights, who are recorded in the share register on March 30, 2008, receive an invitation to the Annual General Meeting of Shareholders consisting of the items on the agenda and the proposals by the Board of Directors, the Business Report 2007, the application form, the voting instructions to the independent proxy, and a reply envelope.

On return of the application form in the reply envelope on or prior to April 20, 2008, shareholders will be sent the admission and voting cards. Registered shareholders who sell their shares prior to the Annual General Meeting of Shareholders are no longer entitled to vote.

Representation / Proxy

Shareholders who do not personally attend the Annual General Meeting of Shareholders can be represented as follows:

- by a representative: Please fill out the application form and mail it in the reply envelope to SAG. After you receive the admission and voting cards, fill out the proxy and give the admission card and voting cards to your representative;
- by the independent proxy holder Prof. Dr. Lukas Handschin, Attorney, Schumacher Baur Hürlimann, Bahnhofplatz 9, 8001 Zürich, Switzerland: Please fill out the application form and voting instruction form for the independent proxy and mail it in the reply envelope to SAG. The admission card does not have to be requested.
- by INFICON Holding AG: Please fill out the application form and mail it in the reply envelope to SAG. The admission card does not have to be requested.

In addition to choosing to send the proxy to the independent proxy holder or to INFICON Holding AG, you can also issue written instructions for the purpose of casting votes. If you do not make use of this option, the independent proxy holder or INFICON Holding AG will exercise the right to vote pursuant to the proposals of the Board of Directors.

Portfolio representatives, as understood by Article 689d OR, are requested to notify the Company as soon as possible of the number of shares they represent, however, no later than April 24, 2008, 3.00 p.m., at the reception desk of the Annual General Meeting.

Information

Please address all correspondence relating to the Annual General Meeting of Shareholders to SAG SEGA Aktienregister AG, Baslerstrasse 100, CH-4600 Olten, Tel.: ++41 (0)62 311 61 77, Fax: ++41 (0)62 207 20 40.

The Annual General Meeting of INFICON Holding AG will take place at Hotel Glockenhof, Sihlstrasse 31, 8022 Zürich. Hotel Glockenhof is located just a few steps from Bahnhofstrasse and 7 minutes walking distance from the main train station in Zurich, or by streetcar 6 / 7 / 11 / 13 to tram-stop "Rennweg."

We look forward to welcoming our shareholders to cocktails following the Annual General Meeting of Shareholders.

Yours sincerely,

INFICON Holding AG

For the Board of Directors:

Gustav Wirz, Chairman
Bad Ragaz, March 31, 2008