

29 April 2015

**Company Announcements**

**For Immediate Release**

**ASX Code: ONC**

**ONCARD INTERNATIONAL LIMITED (THE "COMPANY")**

**NOTICE OF ANNUAL GENERAL MEETING DOCUMENTS**

The Company hereby provides copies of documents related to the Company's Annual General Meeting which will be dispatched to shareholders today.

Included in the attachments are:

- Notice of Annual General Meeting and Explanatory Statement; and
- Proxy Form.

**Ends.**



**OnCard International Limited**  
**(ACN 084 800 902)**  
**Notice of Annual General Meeting**

*Notice is hereby given that the Annual General Meeting of the shareholders of OnCard International Limited (ACN 084 800 902) ("Company") will be held at the offices of Norton Gledhill, Level 23, 459 Collins Street, Melbourne on Friday, 29 May 2015 at 11:00 am (Melbourne time).*

**AGENDA**

**Financial Reports**

To receive and consider the accounts of the Company, the financial report, directors' report and auditor's report prepared in accordance with the requirements of the *Corporations Act 2001 (Cth)* for the year ended 31 December 2014.

**Ordinary Business**

***Resolution 1 - Adoption of Remuneration Report***

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That for the purposes of section 250R(2) of the Corporations Act 2001 the Shareholders of the Company adopt the Remuneration Report for the Company and its controlled entities for the year ended 31 December 2014."*

***Resolution 2: Re-election of Mr Hugh Robertson as a Director***

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That Mr Hugh Robertson, being a director of the company who retires pursuant to Clause 14.4 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company."*

By order of the Board

A handwritten signature in black ink, appearing to read "Mark Licciardo", written over a faint, light blue circular stamp.

Mark Licciardo  
Company Secretary  
29 April 2015

***If you are unable to attend the Meeting, you are encouraged to complete and return the proxy form attached to the Notice. The completed proxy form must be received by the Company by not later than 48 hours prior to the time of the meeting or any adjournment thereof.***

#### **Date of Determining Voting of Entitlements**

The Directors have determined that for the purposes of the Corporations Act, the persons who are registered shareholders at 7.00 p.m. (Melbourne Time) on 27 May 2015 will be entitled to attend and vote at the meeting. Accordingly, transfers of Shares registered after that time will be disregarded in determining such entitlements to attend and vote at the Meeting.

#### **Appointment of Proxies**

You may vote in person by attending the Annual General Meeting, or by proxy. To vote in person, you must attend the Annual General Meeting.

Each shareholder is entitled to appoint a proxy. The proxy does not need to be a shareholder. A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is entitled to exercise. If a shareholder appoints two proxies, each proxy may exercise half of the shareholder's votes if no proportion or number of votes is specified.

If a proxy holder votes, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chairman who must vote the proxies as directed.

To be effective, forms to appoint proxies (and, if the appointment is signed by your attorney, the authority under which the appointment was signed or a certified copy of the authority) must be lodged with the Company not later than 11:00 am on 27 May 2015.

The documents will be deemed received by the Company when they are received by its Share Registry or the Company in any of the following manners:

By Facsimile: + 61 8 9262 3723	By Mail: Advanced Share Registry Services PO Box 1156 Nedlands WA 6909 Australia	By Hand: Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6909 Australia
By Facsimile: + 61 3 9602 4709	By Mail: OnCard International Limited GPO Box 2334 Melbourne VIC 3001 Australia	By Hand: OnCard International Limited Level 7, 330 Collins Street Melbourne VIC 3000 Australia

#### **Voting Exclusion**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- A member of the key management personnel whose remuneration is included in the Remuneration Report; and
- A closely related party of any of those persons.

However, a person described above may cast a vote on Resolution 1 if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- The vote is not cast on behalf of a person described above.

In addition, as noted above, the chair is able to vote an undirected proxy on Resolution 1 if authorised to do so by the person (other than a person described above) on whose behalf the vote is being cast.

#### ***Proxies that are undirected on Resolution 1***

In regard to votes cast by the Chairman as proxy for a person entitled to vote in accordance with a direction on the proxy form, the Company will not disregard such votes by the Chairman provided that the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP Member.

**What this means for Shareholders: If you intend to appoint a KMP Member (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Chairman as your proxy, and you do not direct your proxy on how to vote on Resolution 1 on the proxy form, you will be expressly authorizing the Chairman of the meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Members which include the Chairman.**

**The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.**

#### **Corporate Representatives**

Any corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing the person with:

- A letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or
- A copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

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# Explanatory Notes

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These Explanatory Notes have been prepared for the information of Shareholders of OnCard International Limited (the Company) in connection with the business to be conducted at the Annual General Meeting of the Shareholders to be held on Friday, 29 May 2015 at 11:00 am at the offices of Norton Gledhill located on Level 23, 459 Collins Street, Melbourne.

The Notice of Meeting and these Explanatory Notes and the attachments are important documents and should be read carefully and in their entirety. If you have any questions regarding the matters set out in these Explanatory Notes or the Notice, please contact the Company or your financial or legal adviser.

## Financial Reports

The first item of the Notice of Meeting deals with the presentation of the consolidated financial report of the Company for the year ended 31 December 2014 together with the Directors' declaration and report in relation to that financial period and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

Shareholders will be provided with reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the above reports. No resolution is required to be moved in respect of this item.

Pursuant to section 250PA of the Corporations Act 2001 (Cth), in addition to raising questions at the Annual General Meeting itself, shareholders may submit to the auditor written questions pertaining to:

- the content of the auditor's report to be considered at the Annual General Meeting; or
- the conduct of the audit of the annual financial report to be considered at the Annual General Meeting;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders must submit any such questions for the auditor to the Company by no later than 6:00 pm on Friday 22 May 2015. The auditor will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

The documents will be received by the Company when they are received in the following manner:

By Facsimile:  
+ 61 3 9602 4709

By Mail:  
OnCard International Limited  
GPO Box 2334  
Melbourne VIC 3001 Australia

By Hand:  
OnCard International Limited  
Level 7, 330 Collins Street  
Melbourne VIC 3000 Australia

## Resolution 1: Adoption of the Remuneration Report

The Financial Report of the Company for the year ended 31 December 2014 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors and specified executives of the Company.

In accordance with the Corporations Act, shareholders are asked to consider and vote on the Remuneration Report as presented in the Financial Report for the year ended 31 December 2014. The vote on Resolution 1 is advisory only and will not require the Company to alter the arrangements detailed in the Remuneration Report, should Resolution 1 not be passed. Notwithstanding the legislative effect of this requirement, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

Under the Corporations Act, if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on an ordinary resolution (a "spill resolution") that another meeting (a "spill meeting") be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) cease to hold office immediately before the end of the spill meeting and must be put up for re-election.

The number of votes cast against the Remuneration Report contained in the Company's 31 December 2013 Annual Financial Statements at the 29 May 2014 meeting was less than 25% of the votes cast. This means that a spill resolution is not required to be put to shareholders for this meeting in the event that 25% or more of the votes that are cast are against the adoption of the 31 December 2014 Remuneration Report.

### **Directors' Recommendation**

The Company's Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1 if, as noted above, the Chairman is authorised to exercise the proxy in respect of this resolution even though the resolution is connected directly or indirectly with the remuneration of any of the KMP.

### **Resolution 2: Re-election of a Director**

Clause 14.4 of the Company's Constitution provides that at each annual general meeting, one third of the Company's directors must retire from office and may submit themselves for re-election.

Hugh Robertson has over 25 years' experience in the financial services industry, commencing his stockbroking career in 1983. During that time he has been involved in a number of successful stockbroking and equity capital markets businesses including Falkiners Stockbroking and Bell Potter Securities.

### **Directors' Recommendation**

The Company's Directors recommend that Shareholders vote in favour of Resolution 2 and each of those Directors intends to vote all of the shares controlled by him or her in favour of the Resolution. The Chairman of the meeting (presiding at the timing of the vote on the resolution) intends to vote undirected proxies in favour of the Resolution.



**ONCARD INTERNATIONAL LIMITED (ACN 084 800 902)**  
**SHAREHOLDER PROXY FORM**

I/We ..... (Block Letters)

of .....

being a shareholder/shareholders of OnCard International Limited hereby appoint .....

..... of .....

or in his/her absence, .....

of .....

or in his/her absence, the Chair of the Meeting as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held on Friday 29 May 2015 at 11:00 am at the offices of Norton Gledhill, Level 23, 459 Collins Street, Melbourne or at any adjournment of that meeting.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is to approve the remuneration report and connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If the Chair of the general meeting of the Company is appointed as proxy, the following is a statement of the Chair's voting intentions in relation to undirected proxies:

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

Unless otherwise instructed the proxy will vote or abstain from voting as he or she thinks fit. Should the shareholder wish to direct the proxy how to vote, the following should be completed. If the boxes below are marked, the proxy must cast the votes in accordance with the directions below. Any directed proxies which are not voted will automatically default to the Chairman who must vote the proxies in accordance with the directions below.

On any other business arising at the meeting (including any motion to amend a resolution or to adjourn the meeting) the proxy may act at their discretion. If you mark more than one box for an item your vote on that item will be invalid.

	For	Against	Abstain
Financial Report	No resolution required		
Resolution 1: Remuneration Report			
Resolution 2: Re-election of Mr Hugh Robertson			

Signed this.....day of.....2015.

**If the shareholder is a natural person or joint shareholder:**

.....  
*Signature*

.....  
*Signature (of other joint shareholder)*

**If the shareholder is a Company:**

Executed in accordance with section 127 of the  
*Corporations Act 2001* in the presence of:

.....  
(insert name of corporate shareholder)

.....  
(Signature of director/sole director and sole secretary)

.....  
(Signature of secretary/director)

*\*cross out whichever is inapplicable*

*\*cross out whichever is inapplicable*

## Signing of Form

Each person registered as the holder of the above shares must sign the proxy form personally or by a duly appointed attorney or agent. If a proxy is given by a corporation, the appointment of your proxy must be in writing and executed under your common seal or signed by a director or secretary or your attorney.

If a proxy is executed by an attorney of a shareholder the attorney must declare that the attorney has no notice of revocation of the power of attorney and the relevant power of attorney, if it has not already been noted by the Company, must accompany the form of proxy.

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