

9 October 2015

Company Announcements

For Immediate Release

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ASX Market Announcements Office
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Exchange Centre
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Share purchase plan offer

As announced to the Australian Securities Exchange (**ASX**) on 4 September 2015, subject to shareholder approval, OnCard International Limited (**Company**) intends to make an offer to eligible shareholders of ordinary shares under a share purchase plan (**SPP**) to increase its spread of marketable parcel shareholdings and strengthen its balance sheet. The offer will be made without disclosure under part 6D.2 of the Corporations Act 2001 (Cth) and in compliance with ASIC class order [CO 09/425].

The funds to be raised by the SPP offer (after costs) are intended to be used for developing the Company's Meander Valley and MarketSmart businesses, further acquisitions in the food industry and for general working capital purposes.

Timetable

| Event | Date |
|---|---|
| Record date to identify shareholders who may participate in the SPP offer | Thursday 8 October 2015 at 7:00 pm (Melbourne time) |
| Announce details of SPP offer to ASX | Friday 9 October 2015 |
| Despatch meeting materials to shareholders | Wednesday 14 October 2015 |
| Hold general meeting | Thursday 19 November 2015 |
| Despatch SPP offer documents to eligible shareholders | Friday 20 November 2011 |
| Close SPP offer | Friday 4 December 2015 at 7:00 pm (Melbourne time) |
| Issue shares under SPP offer | Wednesday 9 December 2015 |

Apart from the record date, the above dates are indicative only and subject to change. Any change of a date may have a consequential effect on another date. The Company also reserves the right not to proceed with, or to withdraw, the offer at any time for any reason including, for example, if a requirement for the relief from disclosure under ASIC class order [CO 09/425] is not or cannot be met.

Key terms of SPP offer

The key terms of the SPP offer will be as follows:

- (a) A person will be eligible to receive an offer under the SPP if the person was registered as a shareholder of the Company on 8 October 2015 at 7:00 pm (Melbourne time), and the person's address on the Company's register of members is in Australia or New Zealand.
- (b) Each eligible shareholder will be entitled to subscribe for fully paid ordinary shares in the Company with an aggregate issue price of \$3,000 or \$6,000 (with fractional entitlements to new shares being rounded up to the nearest whole number), subject to paragraph (c) below.
- (c) The SPP offer will enable an eligible shareholder who is a custodian (as defined in ASIC class order [CO 09/425]) to acquire \$3,000 or \$6,000 worth of fully paid ordinary shares in the Company for each person (**beneficiary**):
 - (1) on whose behalf the custodian is holding fully paid ordinary shares in the Company (provided the person is not also a custodian); or
 - (2) on whose behalf another custodian (**downstream custodian**) holds beneficial interests in fully paid ordinary shares in the Company and the custodian holds the shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;at the time noted in paragraph (a) above, and otherwise on the same basis as though the beneficiary were an eligible shareholder.
- (d) Participation in the SPP is optional.
- (e) The issue price for each share will be \$0.25.
- (f) Offers are expected to be despatched to eligible shareholders on the next business day after shareholders approve the issue of shares under the SPP offer, namely on 20 November 2015, and will close for acceptance 10 business days later on 4 December 2015 at 7:00 pm (Melbourne time).
- (g) Shares issued under the SPP offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.
- (h) Shares offered under the SPP are expected to be issued 3 business days after the closing date of the offer, namely on 9 December 2015.
- (i) Offers to acquire shares under the SPP will be non-renounceable, meaning that a person cannot transfer a right to acquire shares offered under the SPP to another person.

As at the time noted in paragraph (a) above for determining who may participate in the SPP offer, the Company had 1,047 shareholders. Assuming none is excluded from participating or holds shares as a custodian, the maximum number of securities that the Company could issue under the SPP offer is 25,128,000 fully paid ordinary shares.

Shortfall

If there is a shortfall in the SPP offer due to any eligible shareholders not applying for their full entitlement of \$6,000 worth of shares, subject to shareholder approval, the Company intends to offer the shares in the shortfall to other investors at the same issue price offered under the SPP offer. Shareholder approval for the issue of shares under this offer will be sought at the general meeting of the Company to be held on Thursday 19 November 2015.

The shortfall offer will be made to sophisticated and professional investors and other people without, and in circumstances and/or on terms that do not require, disclosure under part 6D.2 of the Corporations Act.

The investors will be selected by or on behalf of the Company from contacts of the directors and/or clients of Wilson HTM Ltd (**Wilson HTM**), and any shares applied for in consequence of the shortfall offer will be issued after the closing date of the SPP offer and within 3 months from the date of the general meeting to approve the issue.

All shares issued under the shortfall offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.

The shortfall offer will not result in the Company issuing any more shares or raising any more share capital than if all eligible shareholders had participated in the SPP offer to the maximum extent permitted, and any funds raised are intended to be used for the same purpose as the intended purpose of funds raised under the SPP offer.

Placement offer

Subject to shareholder approval, the Company also intends to undertake a placement offer of up to 4,500,000 ordinary shares in the Company at \$0.25 each, payable in full before issue of the shares, to raise up to \$1,125,000. Shareholder approval for the issue of shares under this offer will be sought at the general meeting of the Company to be held on Thursday 19 November 2015.

The placement offer will be made to sophisticated and professional investors and other people without, and in circumstances and/or on terms that do not require, disclosure under part 6D.2 of the Corporations Act.

Shares offered under the placement offer will be issued to investors selected by or on behalf of the Company from contacts of the directors and/or clients of Wilson HTM, and within 3 months from the date of the general meeting to approve the issue.

All shares issued under the placement offer will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue.

The funds to be raised by the placement offer (after costs) are intended to be used for developing the Company's businesses, further acquisitions in the food industry and for general working capital purposes.

Options

On 4 September 2015, the Company announced to ASX its intention, subject to shareholder approval, to issue to directors and senior executives (or their nominees) a total of up to 20 million options, each to acquire 1 new fully paid ordinary share in the Company at an exercise price of \$0.21 (for up to 10 million of the options) and \$0.42 (for the balance). The number of these options has been revised, and the Company now only intends to issue 18.5 million options, comprising 10 million \$0.21 options and 8.5 million \$0.42 options.

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Further details about the proposed SPP offer, shortfall offer, placement offer and option issue will be set out in the notice of meeting and explanatory statement for the general meeting of the Company to be held on Thursday 19 November 2015, which are expected to be despatched to shareholders on or about Wednesday 14 October 2015.

If you have a query about any matter covered by this announcement, please contact Mr Tony Robinson on +61 3 9642 3812 or +61 407 355 616.

Ends:
