

**CREDIT INTELLIGENCE LTD**  
**ACN 126 296 295**

**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY STATEMENT**

**AND**

**PROXY FORM**

**Date of Meeting**

26 November 2018

**Time of Meeting**

12 noon (AEDT)

**Place of Meeting**

Moore Stephens, Level 7  
9 Castlereagh Street, Sydney NSW 2000

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

**CREDIT INTELLIGENCE LTD**  
**ACN 126 296 295**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of Shareholders of Credit Intelligence Ltd (**Company**) will be held at the office of Moore Stephens Level 7, 9 Castlereagh Street Sydney NSW 2000 on 26 November 2018 at 12 noon (AEDT) (**Meeting**) for the purpose of transacting the following business in each case, as more particularly described in the Explanatory Statement accompanying this Notice.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

## BUSINESS OF THE MEETING

### AGENDA

#### Financial Statements and Reports

To receive and consider the Financial Report, together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2018.

#### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following **Advisory Resolution**:

*"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2018."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 2 – RE-ELECTION OF MR MEL ASHTON AS A DIRECTOR

To consider and, if thought fit, to pass the following Resolution as an **Ordinary resolution**:

*"That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Mel Ashton retires by rotation as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

#### RESOLUTION 3 – RE-ELECTION OF MR VINCENT LAI AS A DIRECTOR

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

*"That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Vincent Lai retires by rotation as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

#### RESOLUTION 4 – ELECTION OF MR ANTHONY HO AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

*"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Anthony Ho, who was appointed to the Board since the previous general meeting of the Company, retires as a Director, and being eligible, having offered himself for re-election, is re-elected as a Director."*

#### RESOLUTION 5 - ADOPTION OF EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Employee Incentive Plan" and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or,
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**RESOLUTIONS 6 TO 12 ARE DEPENDENT ON RESOLUTION 5 BEING APPROVED BY SHAREHOLDERS.**

**RESOLUTION 6 – CANCELLATION OF PERFORMANCE SHARES PREVIOUSLY APPROVED BY SHAREHOLDERS ON 23 JANUARY 2018 TO MR MEL ASHTON**

Subject to the approval by shareholders of Resolution 5, being the adoption of the Employee Incentive Plan, to consider and to pass the following resolution as an **Ordinary Resolution**

*“that the 7,500,000 performance shares previously approved by shareholders on 23 January 2018 and issued to Mr Mel Ashton be hereby cancelled”.*

**RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE CHAIRMAN – MR MEL ASHTON**

Subject to the approval by shareholders of Resolution 5, being the adoption of the Employee Incentive Plan, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Mr Mel Ashton of up to a maximum of 7,500,000 performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions summarised in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Mel Ashton (or his nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel<sup>1</sup>; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**RESOLUTION 8 – CANCELLATION OF PERFORMANCE SHARES PREVIOUSLY APPROVED BY SHAREHOLDERS ON 23 JANUARY 2018 TO MS KRISTA BATES**

Subject to the approval by shareholders of Resolution 5, being the adoption of the Employee Incentive Plan, to consider and to pass the following resolution as an **Ordinary Resolution**

*“that the 2,500,000 performance shares previously approved by shareholders on 23 January 2018 and issued to Miss Krista Bates be hereby cancelled”.*

**RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – MS KRISTA BATES**

Subject to the approval by shareholders of Resolution 5, being the adoption of the Employee Incentive Plan, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Ms Krista Bates of up to a maximum of 2,500,000 performance rights and the issue of Shares to her on the vesting of those performance rights, pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions summarised in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of Ms Krista Bates (or her nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel<sup>1</sup>; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## **RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS AND SHARES TO NON-EXECUTIVE DIRECTOR – MR ANTHONY HO**

Subject to the approval by shareholders of Resolution 5, being the adoption of the Employee Incentive Plan, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Mr Anthony Ho of up to a maximum of 2,500,000 performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions summarised in the Explanatory Statement.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Anthony Ho (or his nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (e) the proxy is either:
  - (iii) a member of the Key Management Personnel<sup>1</sup>; or
  - (iv) a Closely Related Party of such a member; and
- (f) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (g) the proxy is the Chair; and
- (h) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## **RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS AND SHARES TO MR HERBERT WONG**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Mr Herbert Wong of up to a maximum of 2,500,000 performance rights and the issue of Shares to him on the vesting of those performance rights, pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions summarised in the Explanatory Statement.”*

### **Voting Exclusion Statement:**

Mr Herbert Wong is an employee of the Company and is an associate of Managing Director, Mr Jimmie Wong.

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Herbert Wong (or his nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel<sup>1</sup>; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

**RESOLUTION 12 – ISSUE OF PERFORMANCE RIGHTS AND SHARES TO MS EVA CHAN**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the grant to Ms Eva Chan of up to a maximum of 5,000,000 million performance rights and the issue of Shares to her on the vesting of those performance rights, pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions summarised in the Explanatory Statement.”*

**Voting Exclusion Statement:**

Ms Eva Chan is an employee of the Company and an associate of Managing Director, Mr Jimmie Wong.

The Company will disregard any votes cast in favour of the resolution by or on behalf of Ms Eva Chan (or her nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel<sup>1</sup>; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

## RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF 29,995,000 PERFORMANCE SHARES TO EMPLOYEES

To consider, and if thought fit, to pass the following as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 29,995,000 Performance Shares on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution by any recipient of performance shares (or their nominee), and any of their associates.

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (e) the proxy is either:
  - (iii) a member of the Key Management Personnel<sup>1</sup>; or
  - (iv) a Closely Related Party of such a member; and
- (f) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (g) the proxy is the Chair; and
- (h) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## RESOLUTION 15 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*“That subject to and conditional upon the Company being an Eligible Entity for the purposes of ASX Listing Rule 7.1A on the date of this Meeting, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

## RESOLUTION 16 – APPROVAL OF THE CREDIT INTELLIGENCE LIMITED DIVIDEND REINVESTMENT PLAN

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That the Shareholders approve for all purposes the establishment and implementation of the Credit Intelligence Limited Dividend Reinvestment Plan in the form to be tabled by the Chairman at the meeting having regard to the contents in the accompanying Explanatory Statement, and that Directors be authorised to vary the terms of the Plan as appropriate”.*

### **Voting Exclusion:**

The Company will disregard any votes cast in favour of the resolution by or on behalf of any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons:

However, the Company will not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the discretions on the proxy form; or
- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

### **By Order of the Board**

Guy Robertson  
**Company Secretary**

Date: 23 October 2018

## **OTHER BUSINESS**

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

## **EXPLANATORY STATEMENT**

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice and the Explanatory Statement.

## **PROXIES**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (**proxy**) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. To be valid, properly completed Proxy Forms must be received by the Company's share registry no later than 12 Noon (AEDT) on 24 November 2018 by:

1. post to Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909; or
2. in person at Advanced Share Registry Limited, 110 Stirling Highway, Nedlands WA 6009; or
3. facsimile to Advanced Share Registry Limited at +61 8 9262 3723; or
4. online at [www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login).

If you are a beneficial Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form in accordance with the instructions provided to you by your broker or by the other intermediary.

## **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Board has 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 12 noon (AEDT) on 24 November 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholder entitlements to attend and vote at the Meeting.

## **CORPORATE REPRESENTATIVE**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## **ELECTRONIC COMMUNICATION**

All Shareholders may elect to receive communications from the Company's share registry electronically. To provide or update your email address, please contact the Company's share registry.

## **REVOCAION OF PROXIES**

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is

to be used, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

### **VOTING OF PROXIES**

The Proxy Form accompanying this Explanatory Statement confers discretionary authority upon the proxy with respect to any amendments or variations to the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting.

Shareholders must mark the boxes directing its proxy how to vote. If no voting instructions are indicated on the appointment of proxy form, the proxy will be voted as recommended by management or as the proxyholder sees fit (in the latter case, if management is not appointed as proxy).

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2018 AGM.

The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

The Explanatory Statement should be read in conjunction with the accompanying Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### **Financial statements and reports**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report, which is available online from the Company's website [www.CI1.com](http://www.CI1.com);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit;

may be submitted no later than 5 business days before the Meeting to the Company Secretary (phone +61 2 90787674 or email [guy.rob@bigpond.net.au](mailto:guy.rob@bigpond.net.au)).

## **1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

### **1.1 General**

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the Key Management Personnel. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website [www.CI1.com](http://www.CI1.com).

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, Shareholders will have the opportunity to remove the whole Board, except the managing director, if any, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

Where a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2017 AGM. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2019 AGM, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

## 1.2 Voting on the Remuneration Report

In accordance with the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chair intends to exercise all available proxies in favour of Resolution 1.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## 1.3 Directors' recommendation

The Remuneration Report forms part of the Directors' Report which has been approved in accordance with a unanimous resolution of the Board. Based on the information available, including the information contained in this Explanatory Statement and the Remuneration Report, all the Directors consider that Resolution 1 is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 1.

## 2. RESOLUTION 2 – RE-ELECTION OF MR MEL ASHTON AS A DIRECTOR

### 2.1 General

Mr Mel Ashton was appointed as a non-executive Director on 17 May 2018. The Board considers Mr Ashton to be an independent director.

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer (other than the managing director). The Company's Constitution also requires that one third of the Directors (rounded upwards) retire from office at each AGM.

These requirements for a Director to retire do not apply to a managing director.

Accordingly, Mr Mel Ashton will retire by rotation at this Meeting and, being eligible, offers himself for re-election. Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

### 2.2 Director's biography and experience

Mr Ashton has over 37 years' experience as a chartered accountant, 25 years as an insolvency practitioner and turnaround specialist and 12 years' experience as a chairman of ASX listed and large private companies.

Mr Ashton has experience in many capital raisings (over A\$400 Million) and more than 12 mergers and acquisitions. Mr Ashton's diversified experience is complemented by his strategic approach and considerable business network. He is currently a director of Hawaiian Group and the non-executive chairman of ASX listed company, Venture Minerals Ltd and was formerly the Vice President of Fremantle Football Club.

### 2.3 Directors' recommendation

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Ashton has a wealth of experience and expertise which is valuable to the Company. All the Directors, except Mr Ashton, recommend that Shareholders vote in favour of Resolution 2.

Each Director has indicated that she or he intends to vote the Shares she or he owns or controls in favour of Resolution 2. The Chair intends to vote all undirected proxies in favour of the Resolution.

### **3. RESOLUTION 3 – RE-ELECTION OF MR VINCENT LAI AS A DIRECTOR**

#### **3.1 General**

Mr Vincent Lai was appointed as a non-executive Director on 17 May 2018. The Board considers Mr Lai to be an independent director.

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer (other than the managing director). The Company's Constitution also requires that one third of the Directors (rounded upwards) retire from office at each AGM.

These requirements for a Director to retire do not apply to a managing director.

Accordingly, Mr Vincent Lai will retire by rotation at this Meeting and, being eligible, offers himself for re-election. Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### **3.2 Director's biography and experience**

Formerly the senior executive at the PRC Office of Bank of America, Mr. Lai is the Chair & Executive Director of a public company listed in Hong Kong and Singapore as well as a non-executive Director of a listed company in Hong Kong. He has extensive experience in international banking, corporate finance, and corporate management. He is also well versed in the Chinese market, being the first branch manager for the Shanghai and Guangzhou Branches of the Bank of America. He has conducted and organised many training programs for banks, non-bank financial institutions and corporations in China in areas of credit & portfolio risk management, client relationship management, and corporate finance. Mr. Lai graduated from the University of Hong Kong with a Bachelor's Degree in Social Sciences majoring in Economics and Management Studies.

#### **3.3 Directors' recommendation**

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 3 is in the best interests of the Company, as Mr Vincent Lai has relevant experience and expertise which is valuable to the Company. All the Directors, except Mr Lai, recommend that Shareholders vote in favour of Resolution 3.

Each Director has indicated that she or he intends to vote the Shares she or he owns or controls in favour of Resolution 3. The Chair intends to vote all undirected proxies in favour of the Resolution.

### **4. RESOLUTION 4 – RE-ELECTION OF MR ANTHONY HO AS A DIRECTOR**

#### **4.1 General**

Mr Anthony Ho was appointed as a non-executive Director on 14 June 2018. The Board considers Mr Ho to be an independent director.

In accordance with clause 13.4 of the Constitution, a Director appointed as an addition to the Board by the other Directors may retire at the next general meeting but is eligible for re-election at that meeting.

Accordingly, Mr Ho, who was appointed by the other Directors, now retires and, being eligible, offers himself for election as a Director.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### **4.2 Director's biography and experience**

Mr Ho is the non-executive chair of ASX listed Greenland Minerals Limited and Bioxyn Limited, and the non-executive chairman of NZAX Truscreen Limited. He was previously non-executive director and chairman of Audit Committee of ASX listed Hastings Technology Metals Limited. Prior to that, he was a non-executive director and member of Audit and Remuneration committees of the then ASX listed Brazin Limited, from September 1997 to January 2007 when it was privatised. Brazin was a successful national retailing group.

Mr Ho is an experienced director in a wide range of industries. He holds a Bachelor of Commerce degree from the University of New South Wales, Sydney. He is a Chartered Accountant and a fellow of the Australian Institute of Company Directors and the Governance Institute of Australia.

#### **4.3 Directors' recommendation**

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 4 is in the best interests of the Company, as Mr Ho has a wealth of experience and expertise which is valuable to the Company. All the Directors, except Mr Ho, recommend that Shareholders vote in favour of Resolution 4.

Each Director has indicated that she or he intends to vote the Shares she or he owns or controls in favour of Resolution 4. The Chair intends to vote all undirected proxies in favour of the Resolution.

## **RESOLUTION 5 – ADOPTION OF EMPLOYEE INCENTIVE PLAN**

This Resolution seeks Shareholders approval for the adoption of the Credit Intelligence employee incentive plan titled “Employee Incentive Plan” (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If this Resolution is passed, the Company will be able to issue Performance Rights and Options under the Scheme to eligible participants over a period of 3 years without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Performance Rights or Options have previously been issued under this Plan.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Performance Rights and Options under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Performance Rights and Options under the Plan to a related party (including all Directors) or a person whose relation with the company or the related party is, in ASX’s opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (+61 2 9078 7671). Shareholders are invited to contact the Company if they have any queries or concerns.

## **RESOLUTIONS 6 TO 12 ARE DEPENDENT ON RESOLUTION 5 BEING APPROVED BY SHAREHOLDERS**

### **RESOLUTION 6 - CANCELLATION OF PERFORMANCE SHARES PREVIOUSLY APPROVED BY SHAREHOLDERS ON 23 JANUARY 2018 TO MR MEL ASHTON**

On 23 January 2018 shareholders approved the issue of 7,500,000 performance shares to Mr Mel Ashton. This resolution seeks shareholders’ approval for its cancellation and the re-issue of the similar number of performance rights and shares pursuant to the approved Employee Incentive Plan. See Resolution 5.

The existing performance shares are being cancelled as they were not issued under the Employee Incentive Plan, and as such were not subject to the restrictions on sale outlined in that plan.

The performance hurdles for the performance shares to be issued under the Employee Incentive Plan are the same as the performance shares being cancelled.

On the approval of Resolutions 6 and 7 below, Mr Ashton’s will continue to hold the same number of performance rights, but those performance rights will now be subject to the terms of the approved Employee Incentive Plan.

## **RESOLUTION 7 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO MEL ASHTON**

### **7.1 Background**

The Employee Incentive Plan (**Plan**) and issue of shares under the Plan was first approved by shareholders at the Annual General Meeting of the Company held on 26 November 2018, see resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 7,500,000 Rights (**Rights**) under the Plan to Mr Mel Ashton, a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Mel Ashton, the Board considered the current share price, the performance period which will be to 22/05/2020 for 5,000,000 (Class A) rights and 22/05/2021 for 2,500,000 (Class B) rights, and performance hurdles as outlined below. Mr Ashton currently receives Directors fees of \$70,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Ashton will receive one share in the Company for each Right granted.

## 7.2 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

- (a) *The maximum number of securities the entity issued*  
The maximum number of Rights and Shares which may be issued to Mr Ashton is 7,500,000.
- (b) *The date by which the entity will issue the equity securities*  
The performance rights will be granted within one month of shareholder approval.
- (c) *The issue price of the securities*  
No amount is payable on the grant or vesting of Performance Rights.
- (d) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*  
No securities have been issued under the Plan.
- (e) *The names of all persons entitled to participate in the scheme*  
The directors of the Company, any officer or employee of the Company or consultant approved by the Board.
- (f) *The terms of any loan in relation to the acquisition*  
No loan will be made to the Director in connection with the acquisition of the performance rights.
- (g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*  
The performance rights will be granted within one month of shareholder approval.

## 7.3 Other Information

- (a) The Performance Period commences on date of grant and ends at 5.00pm AEST on 22 May 2020 for Class A Rights and 22 May 2021 for Class B Rights.
- (b) Rights will expire if Vesting Conditions are not satisfied or waived.
- (c) The Rights are subject to the following Performance Hurdles:
  - (i) *Each Class A Performance Share will convert into a fully paid ordinary share in the Capital of the Company upon the Company's 30 day weighted average share price reaching \$0.025.*
  - (ii) *Each Class B Performance Share will convert into a fully paid ordinary share in the Capital of the Company upon the Company's 30 day weighted average share price reaching \$0.030.*
- (d) Shares allocated following the exercise of Performance Rights will be subject to the restrictions as outlined in the Rights Plan and following Board approval subject to observance of the Company's Share Trading Policy in dealing with Shares.
- (e) The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.
- (f) No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 10% cap as provided for in the Rights Plan.
- (g) Details of any shares issued under the Rights Plan will be published in each annual report of the Company relating to a period in which shares have been issued.
- (h) A summary of the Rights Plan is outlined in Schedule 1. A copy of the Employee Incentive Plan may be requested by contacting the Company Secretary.

## RESOLUTION 8 - CANCELLATION OF PERFORMANCE SHARES PREVIOUSLY APPROVED BY SHAREHOLDERS ON 23 JANUARY 2018 TO MS KRISTA BATES

On 23 January 2018 shareholders approved the issue of 2,500,000 performance shares to Ms Krista Bates. This resolution seeks shareholders' approval for its cancellation and the re-issue of the similar number of performance rights and shares pursuant to the approved Employee Incentive Plan. See Resolution 5.

The existing performance shares are being cancelled as they were not issued under the Employee Incentive Plan, and as such were not subject to the restrictions on sale outlined in that plan.

The performance hurdles for the performance shares to be issued under the Employee Incentive Plan are the same as the performance shares being cancelled.

On the approval of Resolutions 8 and 9, see below, Ms Bates will continue to hold the same number of performance rights, but those performance rights will now be subject to the terms of the approved Employee Incentive Plan.

## **RESOLUTION 9 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO MS KRISTA BATES**

### **9.1 Background**

The Employee Incentive Plan (**Plan**) and issue of shares under the Plan was first approved by shareholders at the Annual General Meeting of the Company held on 26 November 2018, see resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 2,500,000 Rights (**Rights**) under the Plan to Ms Krista Bates, a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Ms Krista Bates, the Board considered the current share price, the performance period which will be to 22/05/2020 for 1,750,000 (Class A) rights and 22/05/2021 for 750,000 (Class B) rights, and performance hurdles as outlined below. Ms Bates currently receives Directors fees of \$40,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Ms Bates will receive one share in the Company for each Right granted.

### **9.2 ASX Listing Rule Disclosure Requirements**

**The following information is provided in accordance with ASX Listing Rule 10.15:**

- (a) *The maximum number of securities the entity issued*  
The maximum number of Rights and Shares which may be issued to Ms Bates is 2,500,000.
- (b) *The date by which the entity will issue the equity securities*  
The performance rights will be granted within one month of shareholder approval.
- (c) *The issue price of the securities*  
No amount is payable on the grant or vesting of Performance Rights.
- (d) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*  
No securities have been issued under the Plan.
- (e) *The names of all persons entitled to participate in the scheme*  
The directors of the Company, any officer or employee of the Company or consultant approved by the Board.
- (f) *The terms of any loan in relation to the acquisition*  
No loan will be made to the Director in connection with the acquisition of the performance rights.
- (g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*  
The performance rights will be granted within one month of shareholder approval.

### **9.3 Other Information**

As per 7.3.

## **RESOLUTION 10 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO MR ANTHONY HO**

### **10.1 Background**

The Employee Incentive Plan (**Plan**) and issue of shares under the Plan was first approved by shareholders at the Annual General Meeting of the Company held on 26 November 2018, see resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 2,250,000 Rights (**Rights**) under the Plan to Mr

Anthony Ho, a Non-Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Anthony Ho, the Board considered the current share price, the performance period which will be to 22/05/2020 for 1,750,000 (Class A) rights and 22/05/2021 for 500,000 (Class B) rights, and performance hurdles as outlined below. Mr Ho currently receives Directors fees of \$50,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Ho will receive one share in the Company for each Right granted.

## 10.2 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

- (a) *The maximum number of securities the entity issued*  
The maximum number of Rights and Shares which may be issued to Mr Ho is 2,250,000.
- (b) *The date by which the entity will issue the equity securities*  
The performance rights will be granted within one month of shareholder approval.
- (c) *The issue price of the securities*  
No amount is payable on the grant or vesting of Performance Rights.
- (d) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*  
No securities have been issued under the Plan.
- (e) *The names of all persons entitled to participate in the scheme*  
The directors of the Company, any officer or employee of the Company or consultant approved by the Board.
- (f) *The terms of any loan in relation to the acquisition*  
No loan will be made to the Director in connection with the acquisition of the performance rights.
- (g) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*  
The performance rights will be granted within one month of shareholder approval.

## 10.3 Other Information

As per 7.3.

## RESOLUTION 11 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO HERBERT WONG

### 11.1 Background

The Employee Incentive Plan (**Plan**) and issue of shares under the Plan was first approved by shareholders at the Annual General Meeting of the Company held on 26 November 2018, see resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 5,000,000 Rights (**Rights**) under the Plan to Mr Herbert Wong, a related party of a Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Mr Herbert Wong, the Board considered the current share price, the performance period which will be to 22/05/2020 for 2,500,000 (Class A) rights and 22/05/2021 for 2,500,000 (Class B) rights, and performance hurdles as outlined below. Mr Wong currently receives a salary of HK\$480,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Wong will receive one share in the Company for each Right granted.

### 11.2 ASX Listing Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

- (a) If the person is not a director a statement of the relationship between the person and the director that requires the approval to be obtained  
*Mr Herbert Wong is the son of Managing Director Jimmie Wong.*
- (b) *The maximum number of securities the entity issued*  
The maximum number of Rights and Shares which may be issued to Mr Wong is 2,500,000.
- (c) *The date by which the entity will issue the equity securities*  
The performance rights will be granted within one month of shareholder approval.
- (d) *The issue price of the securities*  
No amount is payable on the grant or vesting of Performance Rights.
- (e) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*  
No securities have been issued under the Plan.
- (f) *The names of all persons entitled to participate in the scheme*  
The directors of the Company, any officer or employee of the Company or consultant approved by the Board.
- (g) *The terms of any loan in relation to the acquisition*  
No loan will be made to Mr Wong in connection with the acquisition of the performance rights.
- (h) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*  
50% of the performance rights will be granted within one month of shareholder approval and 50% of the performance rights will be granted within seven months of shareholder approval.

### 11.3 Other Information

See item 7.3 above.

## RESOLUTION 12 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS AND SHARES TO EVA CHAN

### 12.1 Background

The Employee Incentive Plan (**Plan**) and issue of shares under the Plan was first approved by shareholders at the Annual General Meeting of the Company held on 26 November 2018, see resolution 5 above.

ASX Listing Rule 10.14 provides that the acquisition of shares under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 5,000,000 Rights (**Rights**) under the Plan to Ms Eva Chan, a related party of a Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

In deciding on the quantum of Rights to be issued to Ms Eva Chan, the Board considered the current share price, the performance period which will be to 22/05/2020 for 2,500,000 (Class A) rights and 22/05/2021 for 2,500,000 (Class B) rights, and performance hurdles as outlined below. Ms Chan currently receives a salary of HK\$600,000 per annum. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Ms Chan will receive one share in the Company for each Right granted.

### 12.2 ASX Listing Requirements

The following information is provided in accordance with ASX Listing Rule 10.15:

- (a) *The relationship between the person and the director that requires the approval to be obtained*  
Ms Eva Chan is the spouse of the Jimmie Wong, Managing Director.
- (b) *The maximum number of securities the entity issued*  
The maximum number of Rights and Shares which may be issued to Ms Chan is 5,000,000.
- (c) *The date by which the entity will issue the equity securities*  
The performance rights will be granted within one month of shareholder approval.
- (d) *The issue price of the securities*  
No amount is payable on the grant or vesting of Performance Rights.
- (e) *The names of all persons who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security*  
No securities have been issued under the Plan.
- (f) *The names of all persons entitled to participate in the scheme*

The directors of the Company, any officer or employee of the Company or consultant approved by the Board.

(g) *The terms of any loan in relation to the acquisition*

No loan will be made to Ms Chan in connection with the acquisition of the performance rights.

(h) *The date by which the entity will issue the securities, which must be no later than 12 months after the meeting.*

The performance rights will be granted within one month of shareholder approval.

### 12.3 Other Information

See item 7.3 above.

## RESOLUTION 13 – REPLACEMENT OF CONSTITUTION

### 13.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted on 29 June 2007.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website [www.CI1.com.au](http://www.CI1.com.au) and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 2 9078 7671). Shareholders are invited to contact the Company if they have any queries or concerns.

### 13.2 Summary of material proposed changes

#### Fee for registration of off market transfers (clause 8.4(c))

On 24 January 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Clause 14.2 has been amended to clarify the rules as to the order in which directors retire.

#### Dividends (clause 22)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

### **Partial (proportional) takeover provisions (new clause 36)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

#### Information required by section 648G of the Corporations Act

##### *Effect of proposed proportional takeover provisions*

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

##### *Reasons for proportional takeover provisions*

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

##### *Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

##### *Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;

- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

## RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF 29,995,000 PERFORMANCE SHARES TO EMPLOYEES

### 14.1 Background

Under Resolution 14, the Company seeks Shareholder ratification of the issue of 29,995,000 performance shares during the year to employees of the Company.

### 14.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 14 will have no effect on the issue of the rights in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 29,995,000 rights issued.

### 14.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities/performance shares issued was 29,995,000 comprised of 14,997,500 Class A Performance Shares and 14,997,500 Class B Performance Shares.

- (b) *The price at which the securities were issued*

The performance shares were issued for Nil consideration.

- (c) *The date by which the entity will issue the equity securities*

The Performance Shares were issued on 20 August 2018.

- (d) *The terms of the performance shares were as follows*

(i) *The Performance Period commences on date of grant and ends at 5.00pm AEST on 22 May 2020 for Class A Performance Shares and 22 May 2021 for Class B Performance Shares.*

(ii) *Performance Shares will expire if Vesting Conditions are not satisfied or waived.*

(iii) *The Performance Shares are subject to the following Performance Hurdles:*

- *Each Class A Performance Share will convert into a fully paid ordinary share in the Capital of the Company upon the Company's 30 day weighted average share price reaching \$0.025.*

- *Each Class B Performance Share will convert into a fully paid ordinary share in the Capital of the Company upon the Company's 30 day weighted average share price reaching \$0.030.*

(e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The performance shares were issued to Hong Kong based employees and consultants of the Company. The performance rights were not issued to related parties of the Company, or their Associates.

## RESOLUTION 15 – APPROVAL OF 10% PLACEMENT CAPACITY

### 15. General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As outlined above, ASX Listing Rule 7.1A can only be utilised by a company that is an Eligible Entity on the date of that company's annual general meeting.

In the event that, on the date of the Annual General Meeting the Company:

- (a) is included in the S&P/ASX 300 Index; and/or
- (b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) in excess of \$300,000,000,

then this Resolution will not be considered or voted on at the Meeting. A resolution to approve a 10% Placement Capacity cannot then be proposed at any Shareholders meeting held before the Company's next annual general meeting. However at each subsequent annual general meeting, the Company may consider whether it is an Eligible Entity and whether it will seek approval under ASX Listing Rule 7.1A for the following 12 month period.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code:CI1).

If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

### 15.1 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

**(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (i), the date on which the Equity Securities are issued.

**(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 11 October 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.09 (50% decrease in current issue price)	\$0.18 (Current issue price)	\$0.27 (50% increase in current issue price)
820,427,185 (Current)	Shares issued	82,042,719 Shares	82,042,719 Shares	82,042,719 Shares
	Funds Raised	\$738,384	\$1,476,769	\$2,215,153
1,230,640,778 (50% increase)*	Shares issued	123,064,078 Shares	123,064,078 Shares	123,064,078 Shares
	Funds Raised	\$1,107,577	\$2,215,153	\$3,322,730
1,640,854,370 (100% increase)*	Shares issued	164,085,437 Shares	164,085,437 Shares	164,085,437 Shares
	Funds Raised	\$1,476,769	\$2,953,538	\$4,430,307

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. There are currently 820,427,185 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 11 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Performance Rights are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised towards the establishment and investment in new growth opportunities, assets and investments (including expenses associated with such an acquisition), and / or general working capital; or
- (ii) as non-cash consideration for joint venture, licensing or collaboration agreements, or the acquisition of new businesses (although the Company presently has no proposal to do so), and in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(e) Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;

- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

**(f) Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 26 October 2017, the Company has issued 820,427,184 ordinary shares and 40,000,000 performance shares.

All equity securities were issued on reinstatement to official quotation on 22 May 2018.

**(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

**15.2 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

**RESOLUTION 16 – APPROVAL OF CREDIT INTELLIGENCE LIMITED DIVIDEND REINVESTMENT PLAN**

The Credit Intelligence Limited Dividend Reinvestment Plan (the Plan) gives Shareholders the alternative of acquiring further shares in the Company instead of receiving a cash dividend.

Shareholders will find this a convenient way of increasing their investment in Credit Intelligence without incurring transaction costs. At the same time the Plan provides the Company with further capital to finance growth.

A shareholder may elect to have part or all of dividends paid on their shares in Credit Intelligence automatically reinvested in Credit Intelligence shares. Participation is entirely optional.

For dividends to be reinvested shares are allotted at the weighted average sale price per share in the ten trading days before the record date for the dividend. The Directors may decide to issue shares at a discount to that amount.

Shares under the plan are fully paid and rank equally with existing shares.

The Directors will apply for quotation on the ASX of shares issued under the Plan.

The Directors may vary, suspend or terminate the Plan when they consider it appropriate or necessary.

**Recommendation of the Board**

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

**AEDT** means Australia Eastern Daylight Saving Time.

**AGM** means an annual general meeting;

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2018;

**ASIC** means the Australian Securities and Investments Commission;

**Associate** has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act;

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Limited;

**Auditor's Report** means the auditor's report on the Financial Report;

**Board** means the board of Directors;

**Chair** means the chairperson of the Meeting;

**Closely Related Party** of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth);

**Company** means Credit Intelligence Ltd (ACN 126 296 295);

**Constitution** means the Company's constitution, as amended from time to time;

**Corporations Act** means Corporations Act 2001 (Cth);

**Director** means a director of the Company;

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company;

**Explanatory Statement** means the explanatory statement accompanying this Notice;

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company;

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company;

**Listing Rules** means the Listing Rules of the ASX;

**Meeting** means the general meeting being convened by the Notice to be held on 26 November 2018, commencing at 12 noon (AEDT);

**Notice** or **Notice of Meeting** means this notice of annual general meeting;

**Proxy Form** means the proxy form attached to this Notice;

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report;

**Resolution** means a resolution contained in this Notice;

**Share** means a fully paid ordinary share in the capital of the Company;

**Shareholder** means the holder of a Share; and

**Strike** has the meaning set out in Section 1.1 of the Explanatory Statement;

## SCHEDULE 1 – SUMMARY OF EMPLOYEE INCENTIVE PLAN

The Board has adopted an Employee Incentive Plan to allow eligible participants to be granted Performance Rights and Options to acquire Shares in the Company. The principle terms of the Plan are summarised below.

- (a) **Eligibility and Grant of Performance Rights and Options:** The Board may grant Performance Rights and Options to any Director, full or part time employee, or casual employee, consultant or contractor who falls within ASIC Class Order 14/1000 (**Class Order**), of the Company or an associated body corporate (**Eligible Participant**). The Board may also offer Performance Rights and Options to a prospective Eligible Participant provided the Offer can only be accepted if they become an Eligible Participant. Performance Rights and Options may be granted by the Board at any time. Awards may not be granted to a Director or his or her associates except where approval is given by the Shareholders of the Company in a general meeting.
- (b) **Plan Limit:** Performance Rights and Options issued under the Plan cannot exceed 5% of the total number of issued Shares in the Company as at the time of the Offer or issue (**5% Limit**).
- (c) **Consideration:** Each Performance Right or Option granted under the Plan will be granted for a cash consideration determined by the Board.

### **Options**

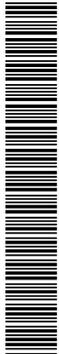
- (d) **Conversion:** Each Option is exercisable into one Share ranking equally in all respect with the existing issued Shares.
- (e) **Exercise Price and Expiry Date:** The exercise price and expiry date for Options granted under the Plan will be determined by the Board prior to the grant of the Options.
- (f) **Exercise Restrictions:** The Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Options.
- (g) **Lapsing of Options:** An unexercised Option will lapse:
  - (i) on its Expiry Date;
  - (ii) if any Exercise Condition is unable to be met and is not waived, as determined by the Board; or
  - (iii) subject to certain good leaver exceptions (where option lapses within 90 days of termination of employment), where the Eligible Participant ceases to be an Eligible Participant.
- (h) **Disposal of Options:** Options will not be transferable except to the extent the Plan or any offer provides otherwise.
- (i) **Quotation of Options:** Options will not be quoted on the ASX, except to the extent provided for by the Plan or unless an offer provides otherwise.
- (j) **Trigger Events:** Upon certain trigger events, being a change in control of the Company (including by takeover or entry into a scheme of arrangement) or redundancy, the Board will determine in its sole and absolute discretion how unvested Awards will be dealt with.
- (k) **Disposal of Shares:** The Board may, in its discretion, determine that a restriction period will apply to some or all of the Shares issued on exercise of Options, up to a maximum of fifteen (15) years from the date of grant of the Options.
- (l) **Participation in Rights Issues and Bonus Issues:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (m) **Reorganisation:** The terms upon which Options will be granted will not prevent the Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.
- (n) **Limitations on Offers:** The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

### ***Performance Rights***

- (o) **Vesting:** The Board will determine Vesting Conditions attached to Performance Rights. The Performance Rights when vesting conditions have been met, or waived by the Board.
- (p) **Restrictions on sale:** The sale of Shares issued on the vesting of Performance Rights will be restricted as set out in the Plan, or as determined by the Board.
- (q) **Trigger Events:** Upon certain trigger events, being a change in control of the Company (including by takeover or entry into a scheme of arrangement) or redundancy, the Board will determine in its sole and absolute discretion how unvested Awards will be dealt with.
- (r) **Lapse of Awards:** Performance rights not vested at the date of termination of employment will lapse, unless the Board in its discretion determines that they should continue.

### ***General***

- (s) A Participant may not enter into any arrangement for the purpose of hedging, or otherwise affecting its economic exposure to any Awards.



C11-88002266486

YEUNG SAM MUI  
FLAT B 17/F JADEWATER  
238 ABERDEEN MAIN ROAD  
ABERDEEN  
HONG KONG HKG

**LODGE YOUR PROXY APPOINTMENT ONLINE**



**ONLINE PROXY APPOINTMENT**

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**MOBILE DEVICE PROXY APPOINTMENT**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.



Sub-Register	ISSUER
HIN / SRN	I2000352538

**2018 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Credit Intelligence Ltd and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the meeting

**OR**



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

**STEP 1**

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Moore Stephens, Level 7, 9 Castlereagh Street, Sydney NSW 2000 on 26 November 2018 at 12:00pm (AEDT)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1, 5, 7, 9, 10, 11, 12 and 14 (except where I/we have indicated a different voting intention below) even though these Items are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

**VOTING DIRECTIONS**

**Agenda Items**

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Mel Ashton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Mr Vincent Lai as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Anthony Ho as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Cancellation of Performance Shares Previously Approved by Shareholders on 23 January 2018 to Mr Mel Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Performance Rights and Shares to Non-Executive Chairman – Mr Mel Ashton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Cancellation of Performance Shares Previously Approved by Shareholders on 23 January 2018 to Ms Krista Bates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of Performance Rights and Shares to Non-Executive Director – Ms Krista Bates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Issue of Performance Rights and Shares to Non-Executive Director – Mr Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of Performance Rights and Shares to Mr Herbert Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Issue of Performance Rights and Shares to Ms Eva Chan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Special Resolution - Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of Prior Issue of 29,995,000 Performance Shares to Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Special Resolution - Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Approval of The Credit Intelligence Limited Dividend Reinvestment Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 2**

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

**STEP 3**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, 5, 7, 9, 10, 11, 12 and 14, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1, 5, 7, 9, 10, 11, 12 and 14.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chair may vote as they see fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 12:00pm (AEDT) on 24 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033