

Amended Notice of General Meeting

The **attached** Notice for the upcoming General Meeting on 27 June 2019 replaces the Notice of General Meeting released by Credit Intelligence Limited (ASX: CI1) (the “**Company**”) to the ASX on 28 May 2019.

The changes made to the Notice of General Meeting are set out below.

Voting Exclusion Statements | Resolutions 3 & 4

The voting exclusion statements for Resolutions 3 and 4 are amended to read as follows:

“Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, and any associates of those directors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or*
- it is cast by the Chair 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.”*

Resolution 1 | Issue date

Resolution 1 of the Notice of General Meeting seeks shareholder approval under ASX Listing Rule 7.1 for the issue of securities to the HHC Vendor. Section 3.3 of the explanatory memorandum attached to the Notice of General Meeting (“**Explanatory Statement**”) provides information in respect of Resolution 1 in relation to the information required to be given to shareholders pursuant to ASX Listing Rule 7.3. Pursuant to ASX Listing Rule 7.3.7, the following is added as section 3.3(g):

“Issue date

If this Resolution is passed, the Shares will be issued progressively, but no later than 3 months after the date of the Meeting.”

Resolution 2 | Issue date

Resolution 2 of the Notice of General Meeting seeks shareholder approval under ASX Listing Rule 7.1 for the issue of securities to the ICS Vendors. Section 4.3 of the Explanatory Statement provides information in respect of Resolution 2 in relation to the information required to be given to shareholders pursuant to ASX Listing Rule 7.3. Pursuant to ASX Listing Rule 7.3.7, the following is added as section 4.3(g):

“Issue date

If this Resolution is passed, the Shares will be issued progressively, but no later than 3 months after the date of the Meeting.”

Schedule 1 | Summary of Employee Incentive Plan – Options

Schedule 1 of the Notice of General Meeting sets out a summary of the employee incentive plan under which Mr Anthony Ho and Mr Herbert Wong will be receiving the Performance Rights (if Resolutions 3 & 4 are passed). Pursuant to ASX Listing Rule 6.21, subparagraph (i) under the heading ‘**Options**’ is amended to read as follows:

*“**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. In addition, option holders have no rights to a change in the exercise price of the option or a change to the number of underlying securities over which the option can be exercised in the event of a rights issue or bonus issue.”*

Concurrently to the issue of this ASX announcement, the Company will be mailing out letters to shareholders containing the changes set out above.

If you have any queries regarding the changes outlined above, please contact the Company on +61 2 9078 7674.

Ends

For more information, please contact:

Credit Intelligence Limited

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About Credit Intelligence Limited (ASX:CI1)

Credit Intelligence Limited (ASX:CI1) is one of the leading diversified debt-restructuring and personal insolvency management services operating in Hong Kong in the credit funding sector. Credit Intelligence's main business includes the provision of bankruptcy admission services and Individual Voluntary Arrangement (IVA) proposal consultancy and implementation services.

Credit Intelligence acts for all the leading banks and financial institutions in Hong Kong with regular referrals from those banks and financial institutions to assist their defaulting personal clients. Two of the directors of the Company are registered Trustees in Bankruptcy in Hong Kong.

For the latest research and news on Credit Intelligence, please visit: www.ci1.com.au



**Credit Intelligence Limited
(ACN 126 296 295)**

Notice of General Meeting

**General Meeting of Shareholders to be held at Moore
Stephens Level 7, 9 Castlereagh Street Sydney NSW
2000 on 27 June 2019, at 11am.**

Important

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

Notice of General Meeting

Notice is given that the General Meeting of Shareholders of Credit Intelligence Limited (ACN 126 296 295) ("**Company**") will be held at Moore Stephens Level 7 9 Castlereagh Street Sydney NSW 2000 commencing at 11am (AEST) on 27 June 2019.

Business

1. Resolution 1 – Issue of securities to HHC Vendor

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given for the issue and allotment of 80,990,951 Shares to the HHC Vendor 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:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- any of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

2. Resolution 2 – Issue of securities to ICS Vendors

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given for the issue and allotment of 115,701,349 Shares to the ICS Vendors 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:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- any of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

3. Resolution 3 – Issue of Performance Rights to Non-Executive Director Anthony Ho

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and all other purposes, approval be given for the Company to issue to Mr Anthony Ho (and/or his nominee):

(a) 3,250,000 Class A Performance Rights; and

(b) 1,750,000 Class B Performance Rights,

pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast in favour of this Resolution by any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, and any associates of those directors.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair 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 Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (iii) 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 member of the Key Management Personnel.

4. RESOLUTION 4 – 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 section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue to Mr Herbert Wong (and/or his nominee):

(a) 1,250,000 Class A Performance Rights; and

(b) 1,250,000 Class B Performance Rights,

pursuant to the Company’s Employee Incentive Plan and in accordance with the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, and any associates of those directors.

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 Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (iii) 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 member of the Key Management Personnel.

By order of the Board



Guy Robertson
 Company Secretary
 Credit Intelligence Limited

5 June 2019

Explanatory Statement

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

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

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

1. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate 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 General Meeting or handed in at the General Meeting when registering as a corporate representative.

If a Shareholder intends to appoint the Chair as its proxy for the Resolutions, Shareholders can direct the Chair how to vote by marking one of the boxes for the Resolutions (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting).

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- (a) post to the Company's registered office at Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000; or
- (b) PO Box Q128 Queen Victoria Building NSW 1230; or
- (c) email to the company secretary at guy.rob@bigpond.net.au,

so that it is received by no later than 11am (WST) on 25 June 2019. Proxy Forms received later than this time will be invalid.

2. Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11am (AEST) on 25 June 2019. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

3. Resolution 1 – Issue of securities to the HHC Vendor

3.1 Background

Resolution 1 seeks Shareholder approval for the issue of 80,990,951 Shares to the HHC Vendor.

Hup Hoe Credit Pte. Ltd. (UEN 201416734W) ("**HHC**") is a company registered in Singapore that is a licenced money lender and provides personal loans as its primary business. HHC's sole shareholder is Mr Tan Biing Gim.

The Company has executed the HHC Share Purchase Agreement, under which the Company is proposing to acquire 60% of the issued share capital in HHC ("**HHC Shares**"). In late 2018, the Company entered into a joint venture agreement with Arrow Business Consultants (UEN 200714367D) to expand its business into the Singapore region (ASX Announcement: 19 November 2018). The acquisition of a controlling interest in HHC and ICS (as discussed in Section 4) will allow the Company to continue to expand its operations into the Singapore market through established businesses. The Company also considers that the acquisition of a controlling interest in HHC and ICS provides additional benefits to the Company by giving the Company greater critical mass and spreading listed and management overheads over a larger business base.

The HHC Share Purchase Agreement and the ICS Share Purchase Agreement are independent from each other and further details with respect to acquisition details are set out in the Company's ASX Announcement dated 9 May 2019.

3.2 Consideration Shares

As part of the purchase price of the HHC Shares, the Company is to issue 80,990,951 Shares to the HHC Vendor at completion of the HHC Share Purchase Agreement ("**HHC Consideration Shares**"), with each Share having a deemed issue price of \$0.03, such that the deemed value of the HHC Consideration Shares is \$2,429,728.53.

However, if, after twelve (12) months from completion ("**Adjustment Date**"), the Company's Share price falls below \$0.03, the Company will issue additional Shares ("**HHC Additional Shares**") to the HHC Vendor. The number of HHC Additional Shares to be issued to the HHC Vendor is calculated based on the difference between the deemed issue price of \$0.03 and the 30 day volume weighted average price ("**VWAP**") of the Company's Shares prior to the Adjustment Date. The maximum number of HHC Additional Shares that may be issued to the HHC Vendor is capped at 40,495,476. If Shareholders pass Resolution 1 and if the Company is required to issue HHC Additional Shares to the HHC Vendor on the Adjustment Date, the Company will utilise its capacity pursuant to ASX Listing Rule 7.1 and/or 7.1A to issue those HHC Additional Shares.

3.3 ASX Listing Rules 7.1, 7.1A and 7.3

ASX Listing Rule 7.1 states that, subject to ASX Listing Rules 7.1A and 7.1B, without the approval of holders of ordinary securities, an entity must not issue or agree to issue securities that would represent more than 15% of its issued share capital.

ASX Listing Rule 7.1A states that, subject to ASX Listing Rule 7.1B, an eligible entity may seek the approval of the holders of ordinary securities by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities.

ASX Listing Rule 7.3 states that for holders of ordinary securities to approve an issue or agreement to issue under ASX Listing Rule 7.1, the notice of meeting must include specified information.

Pursuant to, and in accordance with ASX Listing Rule 7.3 and 7.3A, the following information is provided in relation to Resolution 1:

(a) **Maximum number of Shares the entity is to issue**

The maximum number of Shares to be issued by the Company is 80,990,951.

(b) **Date on or by which the Shares will be issued**

The HHC Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

(c) **Issue price of the Shares**

The issue price of the Shares to be issued by the entity is \$0.03 per Share.

(d) **Persons to whom the entity will issue the Shares**

The Company will be issuing the Shares to the HHC Vendor, Mr Tan Biing Gim.

(e) **Terms of the Shares**

The Shares issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will be subject to a moratorium whereby the HHC Vendor cannot sell the Shares for a period of twelve (12) months.

(f) **Intended use of the funds raised**

The Shares are being issued as consideration for the acquisition of a 60% interest in HHC. No funds will be raised by the issue of the Shares.

(g) **Issue date**

If this Resolution is passed, the Shares will be issued progressively, but no later than 3 months after the date of the Meeting.

(h) **Directors' recommendations**

Each of the Directors recommends that Shareholders vote in favour of the issue of Shares to the HHC Vendor for the reasons set out in this Explanatory Statement.

(i) **Other information**

Other than as set out in this Explanatory Statement, there is no further information that is known to the Company or any of the Directors which Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 1.

4. Resolution 2 – Issue of securities to the ICS Vendors

4.1 Background

Resolution 2 seeks Shareholder approval for the issue of 115,701,349 Shares to the ICS Vendors.

ICS Funding Pte. Ltd. (UEN 201512627C) (“**ICS**”) is a company registered in Singapore that is also in the money lending industry and provides debt financing to companies as its primary business. ICS’ shareholders are:

- (a) Mr Chow Yi Loong;
- (b) Mr Yeo Wei Chung; and
- (c) Mr Lim Chee Wei.

The Company has also executed the ICS Share Purchase Agreement, under which the Company is proposing to acquire 60% of the issued share capital in ICS (“**ICS Shares**”). As set out above, the Company believes the acquisition of a controlling interest in HHC (as discussed in Section 3) and ICS will allow the Company to continue to expand its operations into the Singapore market through established businesses. The Company also considers that the acquisition of a controlling interest in HHC and ICS provides additional benefits to the Company by giving the Company greater critical mass and spreading listed and management overheads over a larger business base.

The HHC Share Purchase Agreement and the ICS Share Purchase Agreement are independent from each other.

4.2 Consideration Shares

As part of the purchase price of the ICS Shares, the Company is to issue 115,701,349 Shares to the ICS Vendors at completion of the ICS Share Purchase Agreement (“**ICS Consideration Shares**”), with each Share having a deemed issue price of \$0.03, such that the deemed value of the ICS Consideration Shares is \$3,471,040.47. The ICS Consideration Shares will be issued in the following proportions:

ICS Vendor	Proportion of Shares	Number of Shares
Mr Chow Yi Loong	20%	23,140,270
Mr Yeo Wei Chung	20%	23,140,270
Mr Lim Chee Wei	60%	69,420,809

However, if, after twelve (12) months from completion (“**Adjustment Date**”), the Company’s Share price falls below \$0.03, the Company will issue additional Shares (“**ICS Additional Shares**”) to the ICS Vendors. The number of ICS Additional Shares to be issued to the ICS Vendors is calculated based on the difference between the deemed issue price of \$0.03 and the 30 day volume weighted average price (“**VWAP**”) of the Company’s Shares prior to the Adjustment Date. The maximum number of ICS Additional Shares that may be issued to the ICS Vendor is capped at 57,850,674. If Shareholders pass Resolution 2 and if the Company is required to issue ICS Additional Shares to the ICS Vendors on the Adjustment Date, the Company will utilise its capacity pursuant to ASX Listing Rule 7.1 and/or 7.1A to issue those ICS Additional Shares.

The ICS Additional Shares (if any) will be issued to the ICS Vendors in the same proportions as those set out above.

4.3 ASX Listing Rules 7.1, 7.1A and 7.3

ASX Listing Rule 7.1 states that, subject to ASX Listing Rules 7.1A and 7.1B, without the approval of holders of ordinary securities, an entity must not issue or agree to issue securities that would represent more than 15% of its issued share capital.

ASX Listing Rule 7.1A states that, subject to ASX Listing Rule 7.1B, an eligible entity may seek the approval of the holders of ordinary securities by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities.

ASX Listing Rule 7.3 states that for holders of ordinary securities to approve an issue or agreement to issue under ASX Listing Rule 7.1, the notice of meeting must include specified information.

Pursuant to, and in accordance with ASX Listing Rule 7.3 and 7.3A, the following information is provided in relation to Resolution 2:

(a) **Maximum number of Shares the entity is to issue**

The maximum number of Shares to be issued by the Company is 173,552,023.

(b) **Date on or by which the Shares will be issued**

The ICS Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

(c) **Issue price of the Shares**

The issue price of the Shares to be issued by the entity is \$0.03 per Share.

(d) **Persons to whom the entity will issue the Shares**

The Company will be issuing the Shares to the ICS Vendors Mr Chow Yi Loong, Mr Yeo Wei Chung and Mr Lim Chee Wei.

(e) **Terms of the Shares**

The Shares issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares will be subject to a moratorium whereby the ICS Vendors cannot sell the Shares for a period of twelve (12) months.

(f) **Intended use of the funds raised**

The Shares are being issued as consideration for the acquisition of a 60% interest in ICS. No funds will be raised by the issue of the Shares.

(g) **Issue date**

If this Resolution is passed, the Shares will be issued progressively, but no later than 3 months after the date of the Meeting.

(h) **Directors' recommendations**

Each of the Directors recommends that Shareholders vote in favour of the issue of Shares to the ICS Vendors for the reasons set out in this Explanatory Statement.

(i) **Other information**

Other than as set out in this Explanatory Statement, there is no further information that is known to the Company or any of the Directors which Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 2.

5. Resolution 3 – Issue of Performance Rights to Mr Anthony Ho

5.1 Background

Resolution 3 seeks Shareholder approval to issue 3,250,000 Class A Performance Rights and 1,750,000 Class B Performance Rights to Mr Anthony Ho, pursuant to the Company's Employee Incentive Plan.

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 and a summary of the Plan is set out in Schedule 1.

Concurrently to announcing Mr Anthony Ho's appointment as Chairman, the Company announced its intention to issue additional performance rights to him, subject to Shareholders' approval (ASX Announcement, 26 November 2018).

5.2 Listing Rule 10.14

ASX Listing Rule 10.14 provides that the acquisition of securities under an employee incentive scheme by a director requires Shareholder approval. Shareholder approval is therefore sought for the issue of 3,250,000 Class A Performance Rights and 1,750,000 Class B Performance Rights under the Plan to Mr Anthony Ho, a Non-Executive Director of the Company.

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 May 2020 for 3,250,000 Class A Performance Rights and 22 May 2021 for 1,750,000 Class B Performance Rights, and performance hurdles as outlined below. Mr Ho 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 Ho will receive one Share in the Company for each Right granted.

5.3 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 which may be issued to Mr Ho is 3,250,000 Class A Performance Rights and 1,750,000 Class B Performance Rights.

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

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**

Name of persons	Number received	Price
Mr Mel Ashton	7,500,000	Nil
Ms Krista Bates	2,500,000	Nil
Mr Anthony Ho	2,250,000	Nil
Mr Herbert Wong	2,500,000	Nil
Ms Eva Chan	5,000,000	Nil
Total	19,750,000	Nil

- (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.

5.4 Section 208 of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

Anthony Ho is a Director of the Company and is related party of the Company for the purposes of section 228 of the Corporations Act. Accordingly, the Company is seeking Shareholder approval to Resolution 3 for the purposes of section 208 of the Corporations Act.

As required by section 219 of the Corporations Act, the following information is provided in relation to Resolution 3:

- (a) **Related parties to whom the financial benefit is given**

Anthony Ho (and/or its nominees).

(b) **Nature of the financial benefits**

3,250,000 Class A Performance Rights; and

1,750,000 Class B Performance Rights.

(c) **Valuation of the financial benefits**

(i) Each Class A Performance Right 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 Right 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.

As the only hurdle for the vesting of the Performance Rights is Share price performance the Performance Rights have been valued by the non-participating directors using the Black-Scholes valuation method. Based on this valuation, using government bond rates of between 1.75% and 1.85% for the performance period, and Share price volatility of 157% , the value of the financial benefit to be given to Anthony Ho (and/or his nominees) is \$16,496 under Class A Performance Rights and \$12,839 under Class B Performance Rights.

(d) **Reason for the financial benefit**

The Performance Rights are being issued pursuant to the Employee Incentive Plan.

(e) **Current remuneration and security interests**

Anthony Ho currently receives remuneration of \$70,000 per annum as a Director of the Company.

Currently, Anthony Ho (and/or his nominees) holds 2,500,000 Shares. If Resolution 3 is passed and all vesting conditions are met, Anthony Ho (and/or his nominees) will hold no more than 7,500,000 Shares, with a maximum voting power of 0.73%.

(f) **Terms of the securities**

The terms of the Performance Rights that may be issued to Anthony Ho pursuant to Resolution 3 are set out in item 5.5. The Shares that may be issued upon vesting of the Performance Rights will rank equally in all respects with existing Shares on issue.

(g) **Dilution**

If all Shares are issued pursuant to the Resolutions in this Notice and no other Shares are issued by the Company, then the Shares to be issued under Resolution 3 would dilute Shareholders by approximately 0.49%.

(h) **Opportunity costs to the Company**

The Company does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights to Anthony Ho under Resolution 3.

(i) **Intended use of funds**

No funds will be raised by the issue of the Performance Rights under Resolution 3 as they are being issued pursuant to the Company's Employee Incentive Plan

(j) **Directors' interests**

Aside from Anthony Ho, no Director has a material personal interest in the outcome of Resolution 3.

(k) **Other information**

Other than as set out in this Explanatory Statement, there is no further information that is known to the Company or any of the Directors which Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 3.

5.5 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 Right 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 Right 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 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 Performance Rights if this were to result in the Company exceeding the 10% cap as provided for in the Plan.
- (g) Details of any Shares issued under the 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 Plan is outlined in Schedule 1. A copy of the Employee Incentive Plan may be requested by contacting the Company Secretary.

6. Resolution 4 – Issue of Performance Rights to Mr Herbert Wong

6.1 Background

Resolution 4 seeks Shareholder approval to issue 1,250,000 Class A Performance Rights and 1,250,000 Class B Performance Rights to Mr Herbert Wong pursuant to the Plan.

The Plan and issue of Shares under the Plan was first approved by Shareholders at the Annual General Meeting (“**AGM**”) of the Company held on 26 November 2018.

Mr Herbert Wong was granted 2,500,000 performance rights at the AGM on 26 November 2018. This grant is the second tranche as noted in the explanatory memorandum of that meeting.

6.2 Listing Rule 10.14

ASX Listing Rule 10.14 provides that the acquisition of securities under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of 1,250,000 Class A Performance Rights and 1,250,000 Class B Performance 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 May 2020 for 1,250,000 Class A Performance Rights and 22 May 2021 for 1,250,000 Class B Performance 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.

6.3 ASX Listing Rule Disclosure 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 which may be issued to Mr Wong is 1,250,000 Class A Performance Rights and 1,250,000 Class B Performance Rights.

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

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**

Name of persons	Number received	Price
Mr Mel Ashton	7,500,000	Nil
Ms Krista Bates	2,500,000	Nil
Mr Anthony Ho	2,250,000	Nil
Mr Herbert Wong	2,500,000	Nil
Ms Eva Chan	5,000,000	Nil
Total	19,750,000	Nil

(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.

6.4 Section 208 of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party.

Herbert Wong is the son of a Director of the Company and is related party of the Company for the purposes of section 228 of the Corporations Act. Accordingly, the Company is seeking Shareholder approval to Resolution 4 for the purposes of section 208 of the Corporations Act.

As required by section 219 of the Corporations Act, the following information is provided in relation to Resolution 4:

(a) **Related parties to whom the financial benefit is given**

Herbert Wong (and/or his nominees).

(b) **Nature of financial benefits**

1,250,000 Class A Performance Rights; and

1,250,000 Class B Performance Rights.

(c) **Valuation of the financial benefits**

- (i) Each Class A Performance Right 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 Right 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.

As the only hurdle for the vesting of the Performance Rights is Share price performance the Performance Rights have been valued by the non-participating directors using the Black-Scholes valuation method. Based on this valuation, using government bond rates of between 1.75% and 1.85% for the performance period, and Share price volatility of 157% , the value of the financial benefit to be given to Herbert Wong (and/or his nominees) is \$6,345 under Class A Performance Rights and \$9,171 under Class B Performance Rights.

(d) **Reason for the financial benefit**

The Performance Rights are being issued pursuant to the Employee Incentive Plan.

(e) **Current remuneration and security interests**

Herbert Wong currently receives a salary of HK\$480,000 per annum as an employee of the Company.

Currently, Herbert Wong (and/or his nominees) does not hold any Shares. If Resolution 4 is passed and all vesting conditions are met for this and the previous grant, Herbert Wong (and/or his nominees) will hold no more than 5,000,000 Shares, with a maximum voting power of 0.49%%.

(f) **Terms of the securities**

The terms of the Performance Rights that may be issued to Herbert Wong pursuant to Resolution 4 are set out in item 6.5. The Shares that may be issued upon vesting of the Performance Rights will rank equally in all respects with existing Shares on issue.

(g) **Dilution**

If all Shares are issued pursuant to the Resolutions in this Notice and no other Shares are issued by the Company, then the Shares to be issued under Resolution 4 would dilute Shareholders by approximately 0.49%.

(h) **Opportunity costs to the Company**

The Company does not consider that there are any opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights to Herbert Wong under Resolution 4.

(i) **Intended use of funds**

No funds will be raised by the issue of the Performance Rights under Resolution 4 as they are being issued pursuant to the Company's Employee Incentive Plan.

(j) **Directors' interests**

No Director has a material person interest in the outcome of Resolution 4.

(k) **Other information**

Other than as set out in this Explanatory Statement, there is no further information that is known to the Company or any of the Directors which Shareholders would reasonably require in order to decide whether or not it is in the Company's best interests to pass Resolution 4.

6.5 Other Information

See item 5.5 above.

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

- (a) **Conversion:** Each Option is exercisable into one Share ranking equally in all respect with the existing issued Shares.
- (b) **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.
- (c) **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.
- (d) **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.
- (e) **Disposal of Options:** Options will not be transferable except to the extent the Plan or any offer provides otherwise.
- (f) **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.
- (g) **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.

- (h) **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.
- (i) **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. In addition, option holders have no rights to a change in the exercise price of the option or a change to the number of underlying securities over which the option can be exercised in the event of a rights issue or bonus issue.
- (j) **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.
- (k) **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

- (a) **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.
- (b) **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.
- (c) **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.
- (d) **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

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

SCHEDULE 2 – TERMS OF PERFORMANCE RIGHTS

1. Issue Price

Each Performance Right will be issued for nil cash consideration.

2. Rights

- (a) A Performance Right does not carry any voting rights in the Company.
- (b) A Performance Right confers on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. Holders of Performance Right have the right to attend general meetings of Shareholders.
- (c) A Performance Right does not entitle the holder to any dividends.
- (d) A Performance Right does not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (e) A Performance Right does not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) A Performance Right does not confer the right to participate in new issues of securities such as entitlement issues. If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the conversion of a Performance Right will be increased by the number of Shares which the holder would have received if the relevant Performance Right had converted before the record date for the bonus issue.
- (g) If at any time the issued capital of the Company is reorganised, Performance Rights are to be treated in the manner set out in Listing Rule 7.21 (or other applicable Listing Rule), being that the number of Performance Rights or the conversion ratio or both will be reorganised so that the holder of the Performance Rights will not receive a benefit that holders of ordinary Shares do not receive and so that the holders of ordinary Shares will not receive a benefit that the holder of the Performance Rights does not receive.
- (h) The Performance Rights give the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms and conditions.

3. Conversion

- (a) Subject to clause 3(b) each Performance Right is convertible into a fully paid ordinary Share in the capital of the Company ("**Conversion Share**") subject to the Company achieving the following applicable milestone ("**Milestone**"):

Performance Right	Milestone	Expiry Date
Class A	On the Company's 30 day volume weighted average Share price reaching at least \$0.025.	22 May 2020

Performance Right	Milestone	Expiry Date
Class B	On the Company's 30 day volume weighted average Share price reaching at least \$0.03.	22 May 2021

- (i) The Company obtaining all required (if any) Shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If conversion of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Right that would cause the contravention will be deferred until such time or times that the conversion would not at a later date result in contravention of section 606(1) of the Corporations Act. Holders of Performance Rights must give notification to the Company in writing if they consider that the conversion of all or part of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the conversion of Performance Rights will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (ii) The Company must issue any Conversion Shares in the name of the holder (or its permitted nominee) within 7 days of the relevant Performance Right becoming convertible into Conversion Shares under these terms and conditions.
- (iii) Each Conversion Share will rank equally with a fully paid ordinary Share in the capital of the Company.
- (iv) A Performance Right will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of a Performance Right. However, if the Company is listed on the ASX at the relevant time, upon conversion of a Performance Right into a Conversion Share, the Company must within 7 days after the conversion apply for quotation of the Conversion Share on the ASX, subject always to the requirements of the Listing Rules, including those relating to escrow.

4. Expiry

If a Milestone is not satisfied on or before the expiry date that is set out in clause 3(a), the relevant Performance Right will immediately be redeemed by the Company for nil cash consideration.

5. Transferability

A Performance Right is not transferable.

6. Compliance with Corporations Act, Listing Rules and Constitution

- (a) Despite any other provision in these terms and conditions, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (b) Nothing contained in these terms and conditions prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.
- (c) If the Corporations Act, Listing Rules or Constitution conflict with these terms and conditions, or these terms and conditions do not comply with the Corporations Act,

Listing Rules or the Constitution, the holder authorizes the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms and conditions.

- (d) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules or any requirements of ASX.

7. **Change of Control Event**

- (a) A change of control event ("**Change of Control Event**") occurs where:
 - (i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
 - (ii) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other Company or companies.
- (b) Subject to the Listing Rules and 7(c) below, if a Change of Control Event occurs, unconverted Class A and Class B Performance Rights will become immediately convertible into Conversion Shares with such conversion deemed to have taken place immediately prior to the effective date of the Change of Control Event.
- (c) The total number of Conversion Shares issued under 7(b) above must not exceed 10% of the issued ordinary capital of the Company as at the date of conversion.
- (d) Whether or not the Company determines to accelerate the conversion of any Performance Rights, the Company must give written notice of any proposed Change of Control Event to each holder of Performance Rights.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

Annexure	an annexure to the Explanatory Statement.
Board	the board of Directors.
Chair	the chairperson of the General Meeting.
Class A Performance Right	a Performance Right on the terms set out in schedule 1.
Class B Performance Right	a Performance Right on the terms set out in schedule 1.
Constitution	the constitution of the Company.
Company	Credit Intelligence Limited (ACN 126 296 295).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Explanatory Statement	the explanatory statement incorporated in the Notice.
General Meeting	the General Meeting convened by this Notice.
HHC	Hup Hoe Credit Pte. Ltd. (UEN 201416734W), a company incorporated in Singapore.
HHC Consideration Shares	the Shares to be issued to the HHC Vendor as consideration for the HHC Shares.
HHC Share Purchase Agreement	the share purchase agreement between the Company and HHCS, dated 9 May 2019.
ICS	ICS Funding Pte. Ltd. (UEN 201512627C), a company incorporated in Singapore.
ICS Share Purchase Agreement	the share purchase agreement between the Company and ICS, dated 9 May 2019.
Notice	this notice of General Meeting incorporating the Explanatory Statement.
Performance Right	a Class A Performance Right and Class B Performance Right as the context requires.
Proxy Form	the proxy form attached to this Notice.
Resolution	the resolutions contained in this Notice.
Section	a section contained in the Explanatory Statement.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of one or more Shares.

WST

Western Standard Time, being the time in Perth, Western Australia.

**Credit Intelligence Limited
(ACN 126 296 295)**

Proxy Form

I/We

of

being a member of Credit Intelligence Limited (ACN 126 296 295) entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at 11am (AEST) on 27 June 2019, at Moore Stephens Level 7, 9 Castlereagh Street Sydney NSW 2000, and at any adjournment thereof.

The Company will disregard any votes cast on the Resolutions by any person (including the Chair) who is an excluded person as proxy on your behalf unless you mark the appropriate box opposite to the Resolutions in the panel below (directing the person to vote for, against or to abstain from voting).

The Chair intends to vote all available proxies in favour of the Resolutions. If you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), and you wish to give the Chair specific voting directions on the Resolutions, you should mark the appropriate box opposite the Resolutions in the panel below (directing the Chair to vote for, against or to abstain from voting).

OR

Voting on business of the General Meeting

		For	Against	Abstain
Resolution 1	Issue of securities to HHC Vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of securities to ICS Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Performance Rights to Mr Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Performance Rights to Mr Herbert Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note: If you mark the abstain box the Resolutions, you are directing your proxy not to vote on the Resolutions on a show of hands or on a poll and your votes will not to be counted in computing the required majority.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): Date:

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chair of the General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the General Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolution

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- (a) **(Individual)** Where the holding is in one name, the holder must sign.
- (b) **(Joint holding)** Where the holding is in more than one name, all of the Shareholders should sign.
- (c) **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- (d) **(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) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- (a) mail to the Company's registered office at Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000; or
- (b) PO Box Q128 Queen Victoria Building NSW 1230
- (c) email to the Company Secretary at guy.rob@bigpond.net.au,

so that it is received by no later than 11am (AEST) on 25 June 2019.

Proxy Forms received later than this time will be invalid.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



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.

2019 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Credit Intelligence Limited 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.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are 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 General Meeting of the Company to be held at **Moore Stephens Level 7, 9 Castlereagh Street Sydney NSW 2000 on 27 June 2019 at 11.00am AEST** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote all available proxies in favour of the Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Agenda Items

		For	Against	Abstain*
1	Issue of securities to HHC Vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Issue of securities to ICS Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Issue of Performance Rights to Non-Executive Director Anthony Ho	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of Performance Rights and Shares to Mr Herbert Wong	<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.

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 shareholder 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.

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.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him 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 he sees 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 11.00am AEST on 25 June 2019, 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



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



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033