



**iCandy Interactive Limited**  
**ABN 87 604 871 712**

**NOTICE OF EXTRAORDINARY GENERAL  
MEETING**

**Date:** Tuesday 8 November 2016

**Time:** 10:00am (Sydney time)

**Place:** Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia

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**NOTE:** Capitalised terms used in this document are defined in the Glossary (Section 3).

## Key dates

Due date for lodgement of Proxy Forms	10:00am (Sydney time) on 6 November 2016
Record date	7:00pm (Sydney time) on 6 November 2016
Extraordinary General Meeting	10:00am (Sydney time) on 8 November 2016

**NOTE:** The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the ASX Listing Rules and any other applicable law.

## Important information

The Notice of Meeting is dated 6 October 2016.

A copy of this Notice of Meeting has been lodged with the ASX. The ASX does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolution set out in the Notice of Meeting.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated.

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

## Corporate directory

### Directors

Mr Kin Wai Lau (Chairperson)  
Mr Robert Kolodziej  
Mr Donald Han Low

### Company Secretary

Mr Donald Han Low

### Registered office

Level 2, 395 Collins Street  
Melbourne VIC 3000  
Australia

### Website

<http://www.icandy.io>

### Share registry

Link Market Services Limited  
Level 4, 152 St Georges Terrace  
Perth WA 6000  
Australia  
Telephone: 1300 554 474

## Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact the Company Secretary on +61 449 074 699.

## **1 Notice of Extraordinary General Meeting**

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of iCandy Interactive Limited (**Company** or **ICI**) will be held at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia on Tuesday 8 November 2016 at 10:00am (Sydney time) for the purpose of transacting the business set out in this Notice of Meeting.

### **SPECIAL BUSINESS**

#### **1 Proposed Inzen Acquisition and issue of Consideration Shares**

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

"To approve, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the "Proposed Inzen Acquisition" and the issue of "Consideration Shares" in the manner, as defined and on the terms and conditions set out in the explanatory notes accompanying the notice convening this meeting (**Explanatory Notes**)."

#### **2 Election of TOCK Yung Myn, Gerald as a Director**

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

"To elect, as a director of the Company, TOCK Yung Myn, Gerald, with effect subject to and on completion of the Proposed Inzen Acquisition."

By order of the Board



Donald H Low  
Company Secretary  
6 October 2016

#### **1.1 Voting exclusion statement**

##### **(a) Agenda Item 1 – Proposed Inzen Acquisition and issue of Consideration Shares**

The Company will disregard any votes cast in respect of the Agenda Item 1 Resolution (Proposed Inzen Acquisition and issue of Consideration Shares) by:

- (i) Hatcher Pte. Ltd.; Dutchman Capital Pte. Ltd.; HOMMA Masahiko; TOCK Yung Myn, Gerald; TAN Choon Huat; HOO Jia Ling; LIANG Zhenlong; KIE Seik Phai, Roland; LOW Chin Hong; B.D Mobile Telecommunications Hong Kong Limited.; Global Mobile Game Confederation Limited; LOW Wei Yang, Nigel; TAN Yi-Chuin; TEO Chor Guan; Jesmond CHIA Ui Shern; and
- (ii) any associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) It is cast by a 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.

## **1.2 Chairperson's voting intentions**

The Chairperson intends to vote undirected proxies on, and in favour of, all the proposed Resolution. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

## **1.3 Voting entitlement**

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 6 November 2016 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

## **1.4 Voting in person**

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

## **1.5 Voting by proxy**

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly completed Proxy Form must be lodged in any of the following ways:

- (a) By mail to: iCandy Interactive Limited, Level 2, 395 Collins Street, Melbourne, VIC 3000, Australia
- (b) By fax to: +61 3 9833 7063
- (c) By email to: [dhlow@fatfishgroup.com](mailto:dhlow@fatfishgroup.com)

To be valid, your completed Proxy Form must be received by 10:00am (Sydney time) on 6 November 2016.

Please note that post only reaches the Company on Business Days in Melbourne, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

## **1.6 Voting by attorney**

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if not already done so, deliver the original or certified copy of the power of attorney by the methods specified in

Section 1.5 so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (ie, the Shareholder) at the point of entry to the General Meeting.

**1.7 Voting by corporate representative**

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

## 2 Explanatory Notes

These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

### 2.1 Agenda Items 1 and 2: Background to and rationale for the Proposed Inzen Acquisition

As announced on 19 September 2016, the Company proposes to acquire a 100% interest in Singapore-headquartered Inzen Studio Pte. Ltd. (**Inzen**), a mobile game company and eco-system developer (**Proposed Inzen Acquisition**).

Inzen has two core strategies that centre around the innovation of mobile games across different cultures. As a mobile game company, Inzen develops games that introduce breakthrough gameplay experiences to players across cultures and partners with publishers in key territories to operate them (such as Baidu Games for China). As an ecosystem developer, Inzen works with strategic partners (such as Baidu Games and Incubate Fund) to establish programmes to incubate new game companies in Southeast Asia and co-publish their games across Southeast Asia and China.

Inzen's founders are games industry veterans and were part of the core team at the Singapore-MIT GAMBIT Game Lab, an organisation formed and funded by the Singapore Government, in collaboration with the Massachusetts Institute of Technology (MIT) to incubate the next generation of games industry talents in Singapore, fund research in games and develop breakthrough game prototypes for commercialisation.

To date, Inzen had secured investments from major institutional investors across Asia, namely Incubate Fund (Japan), Hatcher (Singapore) and the Global Mobile Game Confederation (China), as well as from strategic partner, Baidu Games, which is a wholly-owned subsidiary of Baidu Inc. (NASDAQ:BIDU).

The Board believes the Proposed Inzen Acquisition, if successful, will bring synergies across the game development and publishing businesses of both ICI and Inzen. The Board also believes the Proposed Inzen Acquisition will provide ICI with new avenues to publish games in the lucrative smartphone games market of China, and also allow Inzen to leverage upon ICI's network of more than 17 million mobile-gamers in Asia Pacific for publishing and ICI's studio network for mentorship, co-publishing options and incubation initiatives.

The Proposed Inzen Acquisition is valued at SGD6 million, to be satisfied by ICI issuing fully paid ordinary shares (**Consideration Shares**) to the current shareholders of Inzen or their nominees (**Inzen Vendors**) at an issue price equal to the 5-day volume weighted average price of ICI's shares calculated over the 5 trading days immediately prior to completion of the Proposed Inzen Acquisition.

Completion of the Proposed Inzen Acquisition is subject to the satisfaction of the following conditions precedent:

- (a) ICI completing its financial and legal due diligence in relation to Inzen;
- (b) Entry into formal transaction documentation between ICI and the Inzen Vendors;
- (c) All relevant approvals and consents being obtained from the shareholders of ICI and Inzen; and
- (d) All relevant approvals and consents being obtained from the applicable regulators in all relevant jurisdictions.

As at the date of this Notice of Meeting, the Board is not aware of any reason why any of the conditions to the Proposed Inzen Acquisition will not be satisfied. The Board will keep

Shareholders and the ASX advised of all material information in this regard at all relevant times, including as to the outcome of the vote by the Company's shareholders at the Meeting.

If Resolutions 1 and 2 set out in this Notice of Meeting is passed, and the other conditions are satisfied, the Directors anticipate that completion of the Proposed Inzen Acquisition will, in all material respects, occur in or about November 2016.

It is presently envisaged that the Proposed Inzen Acquisition, once completed, will result in:

- (a) ICI acquiring a 100% interest in Inzen.
- (b) ICI issuing the Consideration Shares to the Inzen Vendors, pro rata to their interests in the equity securities of Inzen.
- (c) ICI appointing one nominee of the Inzen Vendors as a Director (being, TOCK Yung Myn, Gerald).

This Notice of Meeting is being issued for the purposes of seeking Shareholder approval for the Proposed Inzen Acquisition, the issue of Consideration Shares and the proposed appointment of Mr Tock as a Director.

If Resolutions 1 and 2 are passed, then the Proposed Inzen Acquisition will be implemented in such manner as the Board determines, in accordance with the ASX Listing Rules and the Corporations Act.

## 2.2 **Further information about Agenda Item 1: Proposed Inzen Acquisition and issue of Consideration Shares**

### (a) Why ICI is seeking Shareholder approval

ASX Listing Rule 7.1 provides that a listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders.

ASX Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting, over and above the eligible entity's 15% placement capacity under ASX Listing Rule 7.1.

The passing of Resolution 1 will ensure that the issue of Consideration Shares will not reduce the Company's ability to issue equity securities under the 15% annual limit set out in ASX Listing Rule 7.1 and the additional 10% limit under ASX Listing Rule 7.1A approved by Shareholders at the Company's 2016 Annual General Meeting.

The Company has determined that shareholder approval pursuant to Section 611 item 7 of the Corporations Act is not required in relation to the participation by each Inzen Vendor in the allotment of the Consideration Shares as no Inzen Vendor will have a relevant interest in more than 20% of the Company as a result of the allotment of Consideration Shares.

Mr Tock (as a proposed Director – see Agenda Item 2) is a related party of the Company by the operation of section 228(6) of the Corporations Act, and (as an Inzen Vendor) will receive Consideration Shares pursuant to the Proposed Inzen Acquisition. The Board considers that separate Shareholder approval for the issue of Consideration Shares to Mr Tock:

- (i) is not required under ASX Listing Rule 10.11, as the proposed issue of Consideration Shares to Mr Tock falls within ASX Listing Rule 10.12 Exception 6; and
- (ii) is not required for the purposes of Chapter 2E of the Corporations Act, as the proposed issue of Consideration Shares to Mr Tock is on reasonable arm's length terms and Mr Tock will receive Consideration Shares on the same basis as all other Inzen Vendors.

The Company has received the ASX's in principle confirmation that the Proposed Inzen Acquisition does not require Shareholder approval for the purposes of ASX Listing Rule 11.

(b) Issue of Consideration Shares

At the date of this Notice of Meeting, the Company has on issue 229,283,334 Shares.

Subject to completion of the Proposed Inzen Acquisition, the Company is expected to issue a maximum total of 50,000,000 Consideration Shares to the Inzen Vendors on the basis described in Section 2.1 above. The Company will apply for quotation of all the Consideration Shares on the ASX as soon as possible after their allotment.

For each individual Inzen Vendor, the precise number of Consideration Shares to be issued to it will be proportionate to the number of Inzen shares it holds. The table below shows the full names of each Inzen together with details of their current shareholdings in Inzen:

<b>Name of Inzen Vendor</b>	<b>Number of shares held in Inzen as at the date of this Notice of Meeting</b>
Hatcher Pte. Ltd.	10,860
Dutchman Capital Pte. Ltd.	8,675
HOMMA Masahiko	7,684
TOCK Yung Myn, Gerald	7,371
TAN Choon Huat	4,547
LIANG Zhenlong	2,358
HOO Jia Ling	2,358
KIE Seik Phai, Roland	2,358
LOW Chin Hong	2,358
B.D Mobile Telecommunications Hong Kong Limited	797
Global Mobile Game Confederation Limited	614
LOW Wei Yang, Nigel	251
TAN Yi-Chuin	239
TEO Chor Guan	213
Jesmond CHIA Ui Shern	191

(c) Escrow of Consideration Shares

Each Inzen Vendor will enter into a Restriction Agreement in relation the Consideration Shares allotted to it, whereby those Consideration Shares will be voluntarily escrowed for a period of 24 months following completion of the Proposed Inzen Acquisition.

(d) Information required under ASX Listing Rules

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Consideration Shares:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	A maximum of 50,000,000 Consideration Shares
<b>The date by which the entity will issue the securities:</b>	The Consideration Shares will be issued subject to and on completion of the Proposed Inzen Acquisition, which is expected to occur in or around November 2016, and in any event will not be issued later than 3 months after the date of the Meeting (or such longer period as the ASX may in its discretion allow).



<b>The issue price of the securities:</b>	The 5-day volume weighted average price of ICI's shares calculated over the 5 trading days immediately prior to completion of the Proposed Inzen Acquisition.
<b>The names of the allottees or the basis upon which allottees will be identified or selected:</b>	The Inzen Vendors detailed in Section 2.2(b) above, pro rata to their interests in the equity securities of Inzen.  (No current Directors will participate in the allotment of Consideration Shares. TOCK Yung Myn, Gerald, a proposed Director, is an Inzen Vendor.)
<b>The terms of the securities:</b>	Fully paid ordinary shares in the capital of the Company ranking equally with all other ordinary shares on issue by the Company, subject to any applicable escrow requirements described in Section 2.2(c) above.
<b>The intended use of the funds raised:</b>	Not applicable as no cash will be raised by the Company from the issue of Consideration Shares.

(e) Directors' Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that:

- (i) It considers that the acquisition of Inzen by ICI represents an attractive opportunity for the Company and its shareholders, and is in the best interests of the Company; and
- (ii) The terms of the Proposed Inzen Acquisition require the Company to issue Consideration Shares.

Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.

**2.3 Further information about Agenda Item 2: Election of TOCK Yung Myn, Gerald as a Director**

Resolution 2 seeks Shareholder approval for the appointment of TOCK Yung Myn, Gerald as a Director of the Company subject to and on completion of the Proposed Inzen Acquisition.

Mr Tock is the Chief Executive Officer of Inzen and has led the company since its inception in 2012. Prior to that, he was the Head of Operations at the at the Singapore-MIT GAMBIT Game Lab, an organization formed and funded by the Singapore Government, in collaboration with the Massachusetts Institute of Technology (MIT) to incubate the next generation of games industry talents in Singapore, fund research in games and develop breakthrough game prototypes for commercialization. In addition, Gerald had operated 2 previous indie-game companies from startup through to commercialization (including the indie-hit game, Toribash).

From 2006 to 2008, Mr Tock also worked with Singapore's Media Development Authority, to design, implement and lead games industry growth initiatives. One of the key initiatives launched was the INVIGORATE Program that provided game companies with funding, while connecting them with mentorship and market access opportunities with global publishing partners.

Mr Tock holds a Bachelor of Commerce (Marketing) from the University of Adelaide.

Mr Tock is an Inzen Vendor and will be allotted Consideration Shares on completion of the Proposed Inzen Acquisition on the basis described in Section 2.1 above.

No material adverse information was revealed by the background checks conducted by the Company in relation to Mr Tock.

The Board considers that Mr Tock is not an independent Director of the Board.

**Directors' Recommendation:** The Board supports the election of TOCK Yung Myn, Gerald as a Director and recommends that Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that:

- (a) Mr Tock's extensive experience is expected to benefit the Company and Inzen following completion of the Proposed Inzen Acquisition;
- (b) completion of the Proposed Inzen Acquisition is conditional on the appointment of a nominee of the Inzen Vendors as a Director of the Company and Mr Tock is that nominee; and
- (c) the Board considers that the Proposed Inzen Acquisition is in the best interests of the Company.

Other than as Shareholders of the Company, none of the Directors has an interest in the outcome of this Resolution.

### 3 Glossary

In this Notice of Meeting, unless the context or subject matter otherwise requires:

<b>Agenda Item</b>	An agenda item set out in Section 1.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
<b>ASX Listing Rules</b>	The official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
<b>Board</b>	The board of Directors.
<b>Business Day</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Chairperson</b>	The chairperson of the Board.
<b>Company or ICI</b>	iCandy Interactive Limited (ABN 87 604 871 712).
<b>Company Secretary</b>	The company secretary of the Company
<b>Consideration Shares</b>	Has the meaning given to that term in Section 2.1.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	A director of the Company.
<b>Inzen</b>	Inzen Studio Pte. Ltd. (a company incorporated in Singapore).
<b>Inzen Vendors</b>	Has the meaning given to that term in Section 2.1.
<b>Meeting</b>	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
<b>Notice of Meeting</b>	This document, comprising the notice of extraordinary general meeting, the explanatory notes and all annexures.
<b>Proposed Inzen Acquisition</b>	Has the meaning given to that term in Section 2.1.
<b>Proxy Form</b>	The proxy form accompanying this Notice of Meeting.
<b>Register</b>	The register of members of the Company.
<b>Resolutions</b>	The resolutions proposed at the Meeting, as set out in the Notice of Meeting.
<b>Section</b>	A section of this Notice of Meeting.
<b>SGD</b>	Singapore dollar.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A person who is registered in the Register as a holder of Shares from time to time.
<b>Sydney time</b>	The time in Sydney, Australia.

## LODGE YOUR VOTE



### BY MAIL

iCandy Interactive Limited  
Level 2, 395 Collins Street,  
Melbourne Victoria 3000



### BY FAX

+61 3 9833 7063



### BY EMAIL

dhlw@fatfishgroup.com



### BY HAND

iCandy Interactive Limited  
Level 2, 395 Collins Street, Melbourne Victoria 3000



### ALL ENQUIRIES TO

Telephone: +61 449 074 699

## PROXY FORM

I/We being a member(s) of iCandy Interactive Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐

the Chairman of the  
Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting  
as your proxy, please write the name of the person or  
body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (Sydney time) on Tuesday, 8 November 2016 at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

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

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

#### Resolutions

For Against Abstain\*

- 1 Proposed Inzen Acquisition and issue of Consideration Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Election of TOCK Yung Myn, Gerald as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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, either shareholder may 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).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach 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 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.

### CORPORATE REPRESENTATIVES

If a representative of the 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 form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A 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 (Sydney time) on Sunday, 6 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### BY MAIL

iCandy Interactive Limited  
Level 2, 395 Collins Street,  
Melbourne Victoria 3000



#### BY FAX

+61 3 9833 7063



#### BY EMAIL

[dhlow@fatfishgroup.com](mailto:dhlow@fatfishgroup.com)



#### BY HAND

delivering it to\*  
iCandy Interactive Limited  
Level 2, 395 Collins Street  
Melbourne Victoria 3000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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