



(ABN 91 157 710 846)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of iCar Asia Limited (**iCar**) will be held as follows:

Date: **Wednesday 25 May 2016**

Time: **12:30 pm (AEST)**

Venue: **Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000**

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 31 December 2015.

1. Adoption of Remuneration report

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

"That the Company adopt the remuneration report for the year ended 31 December 2015 in accordance with Section 250R(2) of the Corporations Act."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote 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.

The Chairman will vote all undirected proxies in favour of this resolution.

2. Re-election of Mr Lucas Elliott as a Director

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

"That Lucas Elliott, who retires by rotation in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a Director."

3. Approval to issue ordinary shares to Mr Ajay Bhatia in accordance with Listing Rule 7.1 and 10.11

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Ajay Bhatia or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 3 by Mr Ajay Bhatia and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

4. Approval to issue ordinary shares to Mr Mark Britt in accordance with Listing Rule 7.1 and 10.11

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Mark Britt or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 4 by Mr Mark Britt and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

5. Approval to issue ordinary shares to Mr Shaun Di Gregorio in accordance with Listing Rule 7.1 and 10.11

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Shaun Di Gregorio or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 5 by Mr Shaun Di Gregorio and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

6. Approval to issue ordinary shares to Mr Lucas Elliott in accordance with Listing Rule 7.1 and 10.11

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 6 by Mr Lucas Elliott and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

7. Approval to issue ordinary shares to Mr Patrick Grove in accordance with Listing Rule 7.1 and 10.11

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 7 by Mr Patrick Grove and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

8. Approval to issue ordinary shares to Mr Cameron McIntyre in accordance with Listing Rule 7.1 and 10.11

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Cameron McIntyre or his nominee fully paid ordinary shares in accordance with the terms summarised in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 8 by Mr Cameron McIntyre and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

9. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 468,792 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 9 by Mr Damon Rielly, Mr Joey Caisse, Mr Joe Dische, Mr Pedro Sttau and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) 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.
- The Chairman will vote all undirected proxies in favour of this resolution.

10. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to the CEO

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 200,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

- Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 10 by Mr Damon Rielly and any of his Associates, unless the vote is cast:
- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (b) 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.
- The Chairman will vote all undirected proxies in favour of this resolution.

11. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to select institutional investors

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 17,692,308 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

- Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 11 by participants of the placement and any of their Associates, unless the vote is cast:
- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (b) 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.
- The Chairman will vote all undirected proxies in favour of this resolution.

12. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to Carsales.com Limited under the top up right granted by the Share Subscription Agreement

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 5,841,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

- Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 12 by Carsales.com and any of their Associates, unless the vote is cast:
- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (b) 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.
- The Chairman will vote all undirected proxies in favour of this resolution.

Address (hand deliveries): Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street,
Sydney NSW 2000

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242,
Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Custodian Voting

who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Monday 23 May 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long, sweeping horizontal stroke extending to the right.

Mark Licciardo
Company Secretary

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of iCar Asia Limited (**iCar**) at the 2016 Annual General Meeting to be held commencing at 12:30 pm on Wednesday 25 May 2016 at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, iCar is required to lay its annual financial report, directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of iCar's auditor, Ernst & Young, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1 – Adoption of Remuneration report

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on iCar's remuneration report. The remuneration report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, iCar must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or iCar.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing iCar's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of iCar's directors other than the managing director must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

iCar encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 - Re-election of Mr Lucas Elliott as a Director

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 2.

Under Clause 7.1 of iCar's constitution and Listing Rule 14.4 a director must not hold office (without re-election) past the third annual general meeting following the directors appointment. Mr Elliott was last elected in 2013.

Resolution 2 provides for the re-election of Lucas Elliott as Director of iCar in accordance iCar's constitution.

Mr Elliott has been a Board member since April 2012. Mr Elliott is a co-founder of the Group. He has over 15 years of Asian online experience, with a focus on developing fast moving online business models and monetising online assets. Mr Elliott is also a cofounder of Catcha Group, where he is responsible for all aspects of Catcha Group's corporate finance activities, including mergers and acquisitions, capital raisings and public listings. Mr Elliott has a Bachelor of Commerce degree with a major in Finance from the University of Sydney. Mr Elliott is a Director of Ensogo Limited, an ASX listed company, and Rev Asia Berhad, a Malaysia-listed company.

Mr Elliott is a member of the Audit & Risk Committee and Nomination & Remuneration Committee.

The Directors (excluding Lucas Elliott) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 - 8 – Approval to issue ordinary shares to Directors in accordance with Listing Rule 7.1 and 10.11

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolutions 3 to 8. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of the resolutions.

Messrs Bhatia, Britt, Di Gregorio, Elliott, Grove and McIntyre (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration for the period 1 January 2015 – 31 December 2015:

- (a) Mr Bhatia:
as a non-executive Director the annual rate of \$48,000 in shares
- (b) Mr Britt:
as non-executive Director the annual rate of \$48,000 in shares.
- (c) Mr Di Gregorio:
as a non-executive Director the annual rate of \$48,000 in shares.
- (d) Mr Elliott:
as a non-executive Director the annual rate of \$48,000 in shares.
- (e) Mr Grove:
as a non-executive Chairman the annual rate of \$60,000 in shares.
- (f) Mr McIntyre:
as a non-executive Director the annual rate of \$48,000 in shares.

As the Related Parties are Directors of the Company, ASX Listing Rule 10.11 requires that shareholder approval for the proposed issue of the shares be obtained and as the issue does not fall into one of the exceptions in ASX Listing Rule 7.2, approval under ASX Listing Rule 7.1 is also required.

Issue of shares to Mr Ajay Bhatia

The Board, Mr Bhatia aside, recommends that Members approve the grant of a total of 55,421 fully paid ordinary shares in the capital of the Company to Ajay Bhatia.

Issue of shares to Mr Mark Britt

The Board, Mr Britt aside, recommends that Members approve the grant of a total of 55,421 fully paid ordinary shares in the capital of the Company to Mark Britt.

Issue of shares to Mr Shaun Di Gregorio

The Board, Mr Di Gregorio aside, recommends that Members approve the grant of a total of 55,421 fully paid ordinary shares in the capital of the Company to Shaun Di Gregorio.

Issue of shares to Mr Lucas Elliott

The Board, Mr Elliott aside, recommends that Members approve the grant of a total of 55,421 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Issue of shares to Mr Patrick Grove

The Board, Mr Grove aside, recommends that Members approve the grant of a total of 69,276 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Issue of shares to Mr Cameron McIntyre

The Board, Mr McIntyre aside, recommends that Members approve the grant of a total of 55,421 fully paid ordinary shares in the capital of the Company to Cameron McIntyre.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$0.8661 per share that are to be issued as the Directors' remuneration, subject to shareholder approval and priced in line with agreements with Directors being the Volume Weighted Average Price for the period 1 January 2015 to 31 December 2015.

Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

Resolution 9 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 9. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 9.

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 4 March 2016 the Company issued 468,792 fully paid ordinary shares each in the capital of the Company to senior employees as detailed below as part of their 2015 Short Term Incentive and 2015 Long Term Incentive:

| Name | Position | Issue price | Shares issued |
|-------------------------|---------------------------|--------------------|----------------------|
| Mr Damon Rielly | Chief Executive Officer | \$0.6544 | 76,406 |
| Mr Joey Caisse | Chief Information Officer | \$0.6544 | 98,564 |
| Mr Joey Caisse | Chief Information Officer | \$0.8661 | 78,778 |
| Mr Joe Dische's nominee | Chief Financial Officer | \$0.8661 | 128,449 |
| Mr Pedro Sttau | Chief Financial Officer | \$0.8661 | 86,595 |
| Total | | | 468,792 |

Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to management with those to shareholders. The fully paid ordinary shares were issued *pari passu* to existing securities and not subject to a trading lock.

Resolution 10 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to the CEO

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 10. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 10.

Please refer to the general reasoning mentioned in Resolution 9 for putting the resolution to vote.

On 10 July 2015 the Company issued 200,000 fully paid ordinary shares at an issue price of \$0.68 each in the capital of the Company to Damon Reilly as part of employee compensation.

Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to management with those to shareholders. The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

Resolution 11 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to select institutional investors

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 11. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 11.

Please refer to the general reasoning mentioned in Resolution 9 for putting the resolution to vote.

On 10 July 2015 the Company issued 17,692,308 fully paid ordinary shares at an issue price of \$0.65 each in the capital of the Company to select institutional investors. The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

The funds raised from this issue of shares were employed to support advertising and marketing initiatives and product development by the Company.

Resolution 12 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to Carsales.com Limited under the top up right granted by the Share Subscription Agreement

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 12. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 12.

Please refer to the general reasoning mentioned in Resolution 9 for putting the resolution to vote.

On 6 August 2015, the Company issued 5,841,000 ordinary shares in the Company to Carsales.com Limited at an issue price of \$0.65 per share. The shares were issued under the Top Up Right exercisable by Carsales.com Limited under the Share Subscription Agreement executed between the Company and Carsales.com Limited. The fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

The funds raised from this issue of shares were employed to support advertising and marketing initiatives and product development by the Company.

Resolution 13 – Approval of 10% Placement Facility

Board recommendation and undirected proxies. The Board recommends that shareholders vote in **FAVOUR** of resolution 13. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 13.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its annual general meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (10% Placement Capacity). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 13, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

is not included in the S&P/ASX 300 Index; and

has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one classes of quoted equity securities on issue, being Shares (ASX Code: ICQ).

The number of equity securities that the Company may issue under the approval sought by Resolution 13 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

(A x D) – E

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

D = 10%.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 13 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 13:

Minimum Price: Under the Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

the date on which the price at which the equity securities are to be issued is agreed; or

if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

Risk of voting dilution: Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue, unless the only equity securities issued under the 10% Placement Capacity are options and these options are not exercised.

If Resolution 13 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement Capacity are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.¹

| Variable "A" in Listing Rule 7.1A.2 | | Dilution | | |
|---|--------------------------------|--|------------------------|--|
| | | \$ 0.455 50% decrease in Issue Price | \$0.910 Issue Price | \$ 1.82 100% increase in Issue Price |
| Current Variable A 248,384,140 | 10% Voting dilution | 24,838,414 | 24,838,414 | 24,838,414 |
| | Funds raised | \$11,301,478 | \$22,602,957 | \$45,205,913 |
| 50% increase in current Variable A 372,576,210 | 10% Voting dilution | 37,257,621 | 37,257,621 | 37,257,621 |
| | Funds raised | \$16,952,218 | \$33,904,435 | \$67,808,870 |
| 100% increase in current Variable A 496,768,280 | 10% Voting dilution | 49,676,828 | 49,676,828 | 49,676,828 |
| | Funds raised | \$22,602,957 | \$45,205,913 | \$90,411,827 |

¹ The table has been prepared on the following assumptions:

- The Company issues the maximum number of shares available under Listing Rule 7.1A;
- The table shows only the effect of shares issues under Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under Listing Rule 7.1;
- The issue price is \$0.91, being the closing price of the shares on ASX on 21 March 2016.

The table shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

If Shareholder approval is granted for Resolution 13, then that approval will expire on the earlier of:

- (i) 25 May 2017, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under Listing Rule 11.1.2 (proposed change to nature and scale of activities) or Listing Rule 11.2 (change involving main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity: The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Prospectus; or
- (ii) as non-cash consideration for investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

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

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

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

Previous Approval under Listing Rule 7.1A: The Company has not sought shareholder approval under Listing Rule 7.1A.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Ernst & Young, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Ernst & Young if the question is relevant to the content of Ernst & Young's audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2015.

Relevant written questions to Ernst & Young must be no later than 5:00pm (AEST) on 17 May 2016. A list of those questions will be made available to Shareholders attending the meeting. Ernst & Young will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for Ernst & Young to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (AEST) on 17 May 2016.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Board means the board of directors of the Company.

Company means iCar Limited.

Constitution means the constitution of the Company.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Listing Rules means the listing rules of the ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Wednesday 25 May 2016.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia



Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

| | |
|--|--|
|  <p>Vote and view the annual report online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. |  |
| <p>Your access information that you will need to vote:</p> <p>Control Number:</p> <p>SRN/HIN: I PIN:</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p> | |

 **For your vote to be effective it must be received by 12:30pm AEST Monday 23 May 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of iCar Asia Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of iCar Asia Limited to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street Sydney NSW 2000 on Wednesday, 25 May 2016 at 12:30pm AEST and at any adjournment or postponement of that Meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

| | | For | Against | Abstain | | | For | Against | Abstain |
|---|---|--------------------------|--------------------------|--------------------------|----|--|--------------------------|--------------------------|--------------------------|
| 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 | Ratification of issue of ordinary shares to the CEO | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | Re-election of Mr Lucas Elliott as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 | Ratification of issue of ordinary shares to select institutional investors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Approval to issue ordinary shares to Mr Ajay Bhatia | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 | Ratification of issue of ordinary shares to Carsales.com Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Approval to issue ordinary shares to Mr Mark Britt | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 | Approval of 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Approval to issue ordinary shares to Mr Shaun Di Gregorio | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 6 | Approval to issue ordinary shares to Mr Lucas Elliott | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 7 | Approval to issue ordinary shares to Mr Patrick Grove | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 8 | Approval to issue ordinary shares to Mr Cameron McIntyre | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 9 | Ratify issue of ordinary shares to senior employees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date _____