

26 May 2017

## **Results of Annual General Meeting**

The results of the resolutions passed at the Annual General Meeting of iCar Asia Limited held today is provided in accordance with Listing Rule 3.13.2 and section 251AA (2) of the Corporations Act.

### **Resolution 1 Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

“That the Company adopt the remuneration report for the year ended 31 December 2016 in accordance with Section 250R(2) of the Corporations Act.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
130,493,484	1,304,835	550,516	1,482,670

### **Resolution 2 Election of Mr Patrick Grove as a Director**

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

“That Mr Patrick Grove, who retires by rotation in accordance with the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,982,549	387,904	442,172	1,178,065

### **Resolution 3 Election of Mr Georg Chmiel as a Director**

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

“That Mr Georg Chmiel, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,700,567	362,345	404,108	1,523,670

#### **Resolution 4 Election of Mr Syed Khalil Ibrahim as a Director**

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

“That Mr Syed Khalil Ibrahim, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,565,679	837,815	449,131	1,138,065

#### **Resolution 5 Election of Mr Mark Licciardo as a Director**

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

“That Mr Mark Licciardo, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,567,121	370,346	915,158	1,138,065

#### **Resolution 6 Election of Mr Christopher Lobb as a Director**

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

“That Mr Christopher Lobb, who was appointed as an additional Director during the last financial year, retires in accordance with the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,524,054	367,413	921,158	1,178,065

#### **Resolution 7 Approval to issue ordinary shares to Mr Ajay Bhatia**

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

“That for the purposes of ASX 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.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
147,149,168	1,416,312	287,145	1,138,065

#### **Resolution 8 Approval to issue ordinary shares to Mr Mark Britt**

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

“That for the purposes of ASX 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.’

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,899,168	1,416,312	461,145	1,214,065

#### **Resolution 9 Approval to issue ordinary shares to Mr Georg Chmiel**

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

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

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,728,436	1,837,044	237,145	1,188,065

#### **Resolution 10 Approval to issue ordinary shares to Mr Shaun Di Gregorio**

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

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

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,099,168	1,866,312	211,145	1,814,065

#### **Resolution 11 Approval to issue ordinary shares to Mr Lucas Elliott**

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

“That for the purposes of ASX 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.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
129,939,983	1,866,312	237,145	1,788,065

#### **Resolution 12 Approval to issue ordinary shares to Mr Syed Khalil Ibrahim**

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

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

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,099,168	1,866,312	237,145	1,788,065

**Resolution 13 Approval to issue ordinary shares to Mr Patrick Grove**

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

“That for the purposes of ASX 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.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
129,864,983	1,861,202	237,145	1,868,175

**Resolution 14 Approval to issue ordinary shares to Mr Cameron McIntyre**

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

“That for the purposes of ASX 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.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,099,168	1,866,312	237,145	1,788,065

**Resolution 15 Approval of 10% Placement Facility**

To consider, and if thought fit, to pass the following resolution as a special resolution:

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the Company's share capital calculated in accordance with ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of Meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,666,766	1,235,847	297,785	1,790,292

**Resolution 16 Approval of issue of options to Mr Georg Chmiel**

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 1,000,000 unlisted options over ordinary shares at a nil issue price and an exercise price of \$0.40 per option to Mr Georg Chmiel or his nominee in accordance with the terms summarised in the Explanatory Memorandum attached.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,058,589	1,866,756	277,280	1,788,065

**Resolution 17 Approval of issue of options to Mr Hamish Stone**

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue the following unlisted options over ordinary shares at a nil issue price, and in accordance with the terms summarised in the Explanatory Memorandum attached. 750,000 unlisted options at an exercise price of \$0.40 per option, 750,000 unlisted options at an exercise price of \$0.60 per option and 1,000,000 unlisted options at an exercise price of \$0.80 per options to Mr Hamish Stone or his nominee.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
146,045,570	1,894,775	257,280	1,793,065

By order of the Board



Mark Licciardo  
Company Secretary