



## **NOTICE OF ANNUAL GENERAL MEETING**

to be held at 2:30 pm AEST  
on Wednesday 27 May 2015  
at The Radisson Blu Hotel  
27 O'Connell Street  
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2014 Annual Report may obtain a copy from the Company's website [www.icarasia.com](http://www.icarasia.com) under Investor Relations

Registered Office:  
**C/- Australian Company Secretaries Pty Ltd**  
**GPO Box 4231 Sydney NSW 2001**  
**Suite 806, Level 8**  
**70 Pitt Street**  
**SYDNEY NSW 2000**  
**Australia**

**Telephone +61 2 9239 0277**

Notice is hereby given that the Annual General Meeting ("the Meeting") of iCar Asia Limited ("the Company") will be held at 2:30 pm AEST on Wednesday 27 May 2015 at The Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000.

## **ORDINARY BUSINESS**

### **Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 31 December 2014.

*Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.*

### **Remuneration Report**

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

To consider and, if thought fit, pass the following non-binding resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 31 December 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

## **Directors**

#### **Resolution 2 Re-election of Mr Mark Britt as a Director**

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

"That Mr Mark Britt, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

#### **Resolution 3 Re-election of Mr Shaun Di Gregorio as a Director**

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

"That Mr Shaun Di Gregorio, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

#### **Resolution 4 Election of Mr Ajay Bhatia as a Director**

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

"That Mr Ajay Bhatia, who was appointed as an additional Director during the last financial year, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting."

**Other Business**

**Resolution 5      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Mark Britt or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 5 in the notice of meeting.”

**Resolution 6      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Shaun Di Gregorio or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 6 in the notice of meeting.”

**Resolution 7      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 7 in the notice of meeting.”

**Resolution 8      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 8 in the notice of meeting.”

**Resolution 9      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Cameron McIntyre or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 9 in the notice of meeting.”

**Resolution 10      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 ordinary resolution:

“That approval be given for the purposes of ASX Listing Rule 10.11 and all other purposes to allot and issue to Mr Ajay Bhatia or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 10 in the notice of meeting.”

**Resolution 11      Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - Issue of shares to vendors of LiveLifeDrive.com**

To consider and, if thought fit, pass the following 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 346,420 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 11 in the notice of meeting.”

**Resolution 12      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 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 476,631 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 12 in the notice of meeting.”

**BY ORDER OF THE BOARD**

N J V Geddes  
Company Secretary

Dated: 21<sup>st</sup> April 2015

## **VOTING EXCLUSIONS**

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 5:

By:

- a) Mr Mark Britt; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 6:

By:

- a) Mr Shaun Di Gregorio; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 7:

By:

- a) Mr Lucas Elliott; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 8:

By:

- a) Mr Patrick Grove; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 9:

By:

- a) Mr Cameron McIntyre; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 10:

By:

- a) Mr Ajay Bhatia; and
- b) Any of his associates (within the meaning of the Corporations Act 2001)

Resolution 11:

By:

- a) Sim Moh Sheng, Seow Yao Han , Bobby Ang E Way and Low Choy Kee
- b) Any of their associates (within the meaning of the Corporations Act 2001)

Resolution 12:

By:

- a) Mr Damon Reilly, Mr Joey Caisse, Mr Joe Dische or his nominee & Mr Timothy Fleming
- b) Any of their associates (within the meaning of the Corporations Act 2001)

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.

## **EXPLANATORY NOTES**

These Explanatory Notes have been prepared for the shareholders of iCar Asia Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Wednesday, 27 May 2015.

With the exception of Resolution 1, all the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at [ngeddes@austcosec.com.au](mailto:ngeddes@austcosec.com.au) before 18 May 2015.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

### **How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?**

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

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

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 31 December 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

The Remuneration Report discusses the Company's policy on remuneration of Directors and Key Management Personnel and the link between remuneration and the Company's performance. Remuneration for Directors and Key Management Personnel has been established with reference to independent external benchmark references and within the context of a highly competitive employment market for skilled personnel.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director/CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

## **Resolution 2 - Re-election of Mr Mark Britt as a Director**

Pursuant to clause 7.1 of the Constitution Mr Mark Britt will retire by rotation and seeks re-election.

Mr Britt was appointed to the Board on 17 July 2012.

Mr Britt is the Chief Executive Officer and co-founder of iFlix, an Asian provider of on-demand internet streaming entertainment. Prior to this Mr Britt was the Chief Executive Officer of the Mi9 group of companies which include businesses across Australia and New Zealand such as ninemsn, The Daily Mail Australia, Bing, Outlook.com and MSN NZ. Mr Britt has significant executive and commercial experience in the online, advertising and consumer technology fields in Australia, Europe and the Asia Pacific. Prior to joining Mi9, Mr Britt spent four years with Microsoft, based in Singapore as General Manager for Consumer and Online. Mr Britt was also previously the Director of Corporate Strategy and Chief Financial Officer of ninemsn, and has worked at PricewaterhouseCoopers, NASDAQ-listed ISP, People PC and Vizzavi in the United Kingdom.

Mr Britt holds a Diploma in Law from LPAB.

Mr Britt is considered by the Board to be a non-independent, non-executive Director.

The Board of Directors (excluding Mr Britt) supports the re-election of Mr Britt.

## **Resolution 3 – Re-election of Mr Shaun Di Gregorio as a Director**

Pursuant to Clause 7.1 of the Constitution Mr Shaun Di Gregorio will retire and seeks election.

Mr Di Gregorio was appointed to the Board on 17 July 2012.

Mr Di Gregorio has worked in online classifieds for nearly 15 years. He is currently the CEO and Founder of Frontier Digital Ventures, a company that specialises in investing in and operating online classifieds businesses in frontier markets across the globe. Until May 2014 he was the Chief Executive Officer of iProperty and prior to joining iProperty, Mr Di Gregorio spent almost 8 years with the ASX-listed REA Group Limited, in which time he was General Manager of Australian operations from 2005 to 2008, and then as General Manager of the REA Group Limited's international businesses. Mr Di Gregorio has also held senior roles at Trader.com and the interactive division of TMP Worldwide.

Mr Di Gregorio holds a Master in Business Administration from the Australian Graduate School of Management (University of New South Wales) and is a member of the Australian Institute of Company Directors.

Mr Di Gregorio is considered by the Board to be a non-independent, non-executive Director.

The Board of Directors (excluding Mr Di Gregorio) supports the re-election of Mr Di Gregorio.

#### **Resolution 4 – Election of Mr Ajay Bhatia as a Director**

Pursuant to Clause 7.1 of the Constitution Mr Bhatia will retire and seeks election.

Mr Bhatia was appointed to the Board on 21 November 2014.

Mr Bhatia is currently the Chief Product & Information Officer of Carsales.com Limited. He started at Carsales in 2008. Prior to Carsales, Mr Bhatia was a Product & Technology Director at Fairfax Digital. During his tenure at FD, he held commercial and leadership positions including GM of Country Cars, Product Director of Classifieds (Domain, Drive & MyCareer) and Product Technology Director of Drive. During his tenure at Drive.com.au, Mr Bhatia was also responsible for championing display revenue for the automotive brand. Mr Bhatia brings valuable insights to the Group board by leveraging his experience in Technology and in running of Online classified businesses.

Mr Bhatia holds Bachelor of Engineering (Telecommunications) from University of Technology, Sydney and a Master of Management from University of Technology, Sydney.

Mr Bhatia is considered by the Board to be a non-independent, non-executive Director.

The Board of Directors (excluding Mr Bhatia) supports the election of Mr Bhatia.

#### **Resolutions 5 – 10 – Approval to issue ordinary shares to Directors in accordance with Listing Rule 7.1 and 10.11**

Messrs Britt, Di Gregorio, Elliott, Grove, McIntyre & Bhatia (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 2014 – 31 December 2014:

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

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 Mark Britt**

The Board, Mr Britt aside, recommends that Members approve the grant of a total of 38,738 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 38,738 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 38,738 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 48,422 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 38,738 fully paid ordinary shares in the capital of the Company to Cameron McIntyre.

**Issue of shares to Mr Ajay Bhatia**

The Board, Mr Bhatia aside, recommends that Members approve the grant of a total of 6,456 fully paid ordinary shares in the capital of the Company to Ajay Bhatia.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$1.2391 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 2014 to 31 December 2014.

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 11 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - Issue of shares to vendors of LiveLifeDrive.com**

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 13 March 2015 the Company issued 346,420 fully paid ordinary shares at \$1.0050 each in the capital of the Company to the vendors of LiveLifeDrive.com as detailed in the ASX Announcement dated 7 January 2013:

<b>Name</b>	<b>Shares issued</b>
Sim Moh Sheng	121,247
Seow Yao Han	121,247
Bobby Ang E Way	51,963
Low Choy Kee	51,963
<b>Total</b>	<b>346,420</b>

The 346,420 fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

**Resolution 12 – Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 - Issue of shares to senior employees**

Please refer to the general reasoning mentioned in Resolution 11 for putting the resolution to vote.

On 13 March 2015 the Company issued 476,631 fully paid ordinary shares each in the capital of the Company to senior employees as detailed below as part of their Short Term Incentive & Long Term Incentive:

<b>Name</b>	<b>Position</b>	<b>Issue price</b>	<b>Shares issued</b>
Mr Damon Rielly	Chief Executive Officer	\$1.2391	121,056
Mr Damon Rielly	Chief Executive Officer	\$0.2102	237,869
Mr Joey Caisse	Chief Information Officer	\$1.2391	48,261
Mr Joe Dische's nominee	Chief Financial Officer	\$1.2600	45,635
Mr Timothy Fleming	General Manager Media	\$1.2600	23,810
<b>Total</b>			<b>476,631</b>

Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to management with those to shareholders. The 476,631 fully paid ordinary shares were issued pari passu to existing securities and not subject to a trading lock.

## NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited  
**Street address:** Level 4, 60 Carrington Street, Sydney NSW 2000  
**Mailing address:** GPO Box 242, Melbourne VIC 3001  
**Fax:** (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

**For custodians** – who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com)

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

iCar Asia Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEST, Monday, 25 May 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.



## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

## For all enquiries call:

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

000001 000 ICQ  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 2:30 pm AEST Monday 25 May 2015**

### 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](http://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** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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.



I 9999999999

I ND

## 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 the Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000 on Wednesday, 27 May 2015 at 2:30pm 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	Approval to issue ordinary shares to Mr Ajay Bhatia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Mark Britt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Ratify issue of ordinary shares to vendors of LiveLifeDrive.com	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Shaun Di Gregorio as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Ratify issue of ordinary shares to senior employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Mr Ajay Bhatia as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval to issue ordinary shares to Mr Mark Britt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval to issue ordinary shares to Mr Shaun Di Gregorio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval to issue ordinary shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval to issue ordinary shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Approval to issue ordinary shares to Mr Cameron McIntyre	<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

\_\_\_\_/\_\_\_\_/\_\_\_\_