

iCar Asia Limited

ABN 91 157 710 846

**Notice of 2019 Annual General Meeting
to be held on Monday 27 May 2019**

**Explanatory Memorandum
for the Notice of
Annual General Meeting**

**NOTICE OF THE 2019 ANNUAL GENERAL MEETING TO BE HELD AT
BOARDROOM, LEVEL 7, 333 COLLINS STREET, MELBOURNE
AT 9.00 AM (AEST) ON MONDAY 27 MAY 2019**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE 2019 ANNUAL GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 9.00 AM
(AEST) ON SATURDAY 25 MAY 2019**

Section A - Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Shareholders of iCar Asia Limited ABN 91 157 710 846 will be held at Boardroom, Level 7, 333 Collins Street, Melbourne Victoria 3000 on Monday 27 May 2019 at 9.00 am (AEST)

Defined terms used in this Notice of Meeting have the meanings given to them in the Glossary accompanying this Notice of Meeting.

ORDINARY BUSINESS

Item 1 - Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 31 December 2018.

Item 2 - Adoption of the Remuneration Report (Resolution 1):

Shareholders are asked 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 2018 in accordance with Section 350R(2) of the Corporations Act."

Note: 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 the Company's key management personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 31 December 2018 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the proxy form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

Item 3 - Re-election of Director – Patrick Grove (Resolution 2):

Shareholders are asked 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."

Item 4 - Re-election of Director – Khalil Ibrahim (Resolution 3):

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

“That, Mr Khalil Ibrahim, 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.”

Item 5 - Approval to issue ordinary shares to Mr Georg Chmiel (Resolution 4):

To consider and, if thought fit, 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.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Georg Chmiel, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 4.

Item 6 - Approval to issue ordinary shares to Mr Lucas Elliott (Resolution 5):

To consider and, if thought fit, 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.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Lucas Elliott, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 5.

Item 7 - Approval to issue ordinary shares to Mr Peter Everingham (Resolution 6):

To consider and, if thought fit, 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 Peter Everingham, 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 in favour of Resolution 6 by or on behalf of Mr Peter Everingham, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 6.

Item 8 - Approval to issue ordinary shares to Mr Patrick Grove (Resolution 7):

To consider and, if thought fit, 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.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Patrick Grove, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 7.

Item 9 - Approval to issue ordinary shares to Mr Khalil Ibrahim (Resolution 8):

To consider and, if thought fit, 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 Khalil Ibrahim, 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 in favour of Resolution 8 by or on behalf of Mr Khalil Ibrahim, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 8.

Item 10 - Approval to issue ordinary shares to Mr Richard Kuo (Resolution 9):

To consider and, if thought fit, 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 Richard Kuo, 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 in favour of Resolution 9 by or on behalf of Mr Richard Kuo, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 9.

Item 11 - Approval to issue ordinary shares to Mr Jamie Olsen (Resolution 10):

To consider and, if thought fit, 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 Jamie Olsen, 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 in favour of Resolution 10 by or on behalf of Mr Jamie Olsen, any other director and any of their Associates, 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 10.

Item 12 - Approval of 10% Placement Facility (Resolution 11):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of equity securities under this Resolution 11 and any of their associates, 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
- 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.

However, the entity 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.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 11.

Note: In accordance with ASX Listing Rule 14.11.1. and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this notice of Meeting it is not known

By order of the Board

**Hasaka Martin
Company Secretary**

Dated: 26 April 2019

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Voting Statement

The Chairman of the Annual General Meeting intends to vote undirected proxies held by him in **FAVOUR** of each of the Resolutions. Please refer to the proxy form accompanying this Notice of Meeting for more information.

3. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 9.00 am (AEST) on Saturday 25 May 2019, being the 48 hours prior to the date of the Annual General Meeting.

4. Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

5. Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;

- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 9.00 am (AEST) on Saturday 25 May 2019:

by the Company:

- by mail: Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001
- in person: Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
NSW 2000
- by facsimile: + 61 2 9290 9655
- online by going to: <https://www.votingonline.com.au/icarasiaagm2019>

A form of proxy (Proxy Form) accompanies this Notice of Meeting.

6. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

Section B - Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of iCar Asia Limited (Company) to be held at 9.00 am (AEST) on Monday 27 May 2019 at Boardroom, Level 7, 333 Collins Street, Melbourne.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Glossary of this Explanatory Memorandum.

2. Background to Resolutions

2.1 Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

(a) Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

(b) Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

(c) The Voting Restriction does not apply where:

The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Directors Recommendation

The Directors recommend that Shareholders vote in **FAVOUR** of Resolution 1.

2.2 Resolution 2: Re-election of Director – Patrick Grove

Pursuant to Clause 7.1 of iCar's Constitution and ASX Listing Rule 14.4 a director must not hold office (without re-election) past the third Annual General Meeting following the director's appointment. And that pursuant to ASX Listing Rule 14.5 an election of Directors must be held at each Annual General Meeting. Resolution 2 provides for the re-election of Mr Patrick Grove as Director of iCar in accordance with iCar's Constitution. Mr Grove has been a Directors of iCar since June 2012, and was last elected in 2017.

Mr Grove is a co-founder of iCar Asia, with experience and expertise include mergers and acquisitions and extraction of investment value in high growth, media, new media and technology environments.

Mr Grove has built a number of significant media and internet businesses across Asia and has taken three businesses from start up to initial public offer. He has been independently recognised with numerous international awards, including as a Global Leader of Tomorrow by the World Economic Forum (2001), a New Asian Leader by the World Economic Forum (2003), the Australian Chamber of Commerce, Singapore, Young Entrepreneur of the Year (2004) and Business Week's Best Young Asian Entrepreneurs (2008).

Mr Grove is also the Chief Executive Officer of Catcha Media, the major shareholder of iCar Asia, as well as Chief Executive Officer, Chairman and major shareholder of Catcha Group, one of South East Asia's most dynamic new media groups. Mr Grove has a Bachelor of Commerce degree with a major in Accounting and Finance from the University of Sydney.

Directors' Recommendation

The Directors, Mr Grove aside, unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 2.

2.3 Resolution 3: Re-election of Director – Khalil Ibrahim

Pursuant to Clause 7.1 of iCar's Constitution and ASX Listing Rule 14.4 a director must not hold office (without re-election) past the third Annual General Meeting following the director's appointment. And that pursuant to ASX Listing Rule 14.5 an election of Directors must be held at each Annual General Meeting. Resolution 3 provides for the re-election of Khalil Ibrahim as Director of iCar in accordance with iCar's Constitution. Mr Ibrahim was last elected in 2017. Mr Ibrahim is the current Chair of Nomination and Remuneration Committee

Mr Ibrahim has extensive experience in the Automotive industry and is currently the Managing Director and controlling shareholder of SISMA Auto (a dealer group representing Jaguar Land Rover in Malaysia). He is also a Director in Jaguar Land Rover (Malaysia), the sole importer and distributor for Jaguar Land Rover in Malaysia. Prior to that, Khalil worked with the Boston Consulting Group at their Sydney and New York offices.

Mr Ibrahim holds bachelor's degrees in commerce (Majoring in Finance) and Engineering (Majoring in Mechanical Engineering). He studied at the University of Western Australia and University of California, Berkeley.

Directors' Recommendation

The Directors, Mr Ibrahim aside, unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 3.

2.4 Resolutions 4 to 10 – Approval to issue ordinary shares to Directors

Messrs Chmiel, Elliott, Everingham, Grove, Ibrahim and Kuo (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.

Mr Jamie Olsen was an alternate Director to Mr Lucas Elliott and conducted project work for the Company during which time Mr Olsen was a related party to the Company. Mr Olsen resigned as an alternate Director on 16 November 2018.

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 2018 – 31 December 2018 or the period of their tenure as Director during the 2018 Financial Year:

- a) Mr Chmiel as executive Chairman \$130,000 in shares (583,637 Shares);
- b) Mr Elliott as a non-executive Director \$30,000 in shares (134,685 Shares);
- c) Mr Everingham as a non-executive Director \$30,000 in shares (134,685 Shares);
- d) Mr Grove as a non-executive Director \$30,000 in shares (134,685 Shares);
- e) Mr Ibrahim as a non-executive Director \$30,000 in shares (134,685 Shares);
- f) Mr Kuo as a non-executive Director \$35,000 in shares (157,133 Shares); and
- g) Mr Olsen as a previous alternate Director \$75,000 in shares (375,000 Shares)

The Company is seeking shareholder approval for all purposes, including ASX Listing Rules 10.11, for the grant of the relevant fully paid ordinary shares to the Related Parties.

The Company is not seeking approval under Chapter 2E of the Corporations Act. It is noted that for the purposes of Chapter 2E the Directors of the Company are related parties of the Company by virtue of section 228(2) of the Corporations Act. A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities to a related party. The provision of a financial benefit to a related party, without shareholder approval is prohibited under Chapter 2E of the Corporations Act. Section 211 of the Corporations Act provides that shareholder approval is not needed to give a financial benefit, where the benefit is reasonable remuneration in the circumstance of the Company and the related party.

The Company is of the view that remunerating Directors in this manner is reasonable in the circumstances as it reduces the cash cost to the Company and aligns the reward to Directors with those of Shareholders.

Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. When an entity issues or agrees to issue securities under ASX Listing Rule 7.1 without shareholder approval, that issue or agreement to issue uses up part of the 15% available under that rule. However, if approval is given under ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1. This means that the fully paid ordinary shares granted to the Related Parties will not use up part of the 15% available under ASX Listing Rule 7.1.

The proposed grants to Messrs Chmiel, Elliott, Everingham, Grove, Ibrahim and Kuo are in respect of fully paid ordinary shares at a valuation of \$0.222741 (being the Volume Weighted Average Price for the period 1 January 2018 to 31 December 2018) per share that are to be issued as the Directors’ remuneration, subject to Shareholder approval and priced in line with agreements with Directors.

The proposed grants to Mr Jamie Olsen is 375,000 fully paid ordinary shares at \$0.20 per fully paid ordinary share to be issued for his project work over a 18 month period.

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.

Voting Exclusion Statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Note.

Directors’ Recommendations

Resolution 4: Issue of shares to Mr Georg Chmiel

The Directors, Mr Chmiel aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 583,637 fully paid ordinary shares in the capital of the Company to Georg Chmiel.

Resolution 5: Issue of shares to Mr Lucas Elliott

The Directors, Mr Elliott aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 134,685 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

Resolution 6: Issue of shares to Mr Peter Everingham

The Directors, Mr Everingham aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 134,685 fully paid ordinary shares in the capital of the Company to Peter Everingham.

Resolution 7: Issue of shares to Mr Patrick Grove

The Directors, Mr Grove aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 134,685 fully paid ordinary shares in the capital of the Company to Patrick Grove.

Resolution 8: Issue of shares to Mr Khalil Ibrahim

The Directors, Mr Ibrahim aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 134,685 fully paid ordinary shares in the capital of the Company to Khalil Ibrahim.

Resolution 9: Issue of shares to Mr Richard Kuo

The Directors, Mr Kuo aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 157,133 fully paid ordinary shares in the capital of the Company to Richard Kuo.

Resolution 10: Issue of shares to Mr Jamie Olsen

The Directors, Mr Olsen aside, recommend that Shareholders vote in **FAVOUR** of the grant of a total of 375,000 fully paid ordinary shares in the capital of the Company to Jamie Olsen.

2.5 Resolution 11: Approval for Additional Placement Capacity (Special Resolution)

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of Listing Rule 7.1A

(a) Shareholder approval:

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities:

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The classes of equity security of the Company at the date of the Notice are Ordinary Shares, unlisted Options, Performance Rights and Limited Recourse Secured Convertible Loan Notes.

(c) Formula for calculating 10% Placement Facility:

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is

- the number of Shares on issue 12 months before the date of issue or agreement;
- plus the number of fully paid 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 with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid Shares cancelled in the 12 months.

Note, that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is 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 the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A:

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 384,376,097 Shares. At present, the Company has a capacity to issue 57,151,942 Equity Securities under Listing Rule 7.1; and has 36,406,357 to issue Equity Shares under Listing Rule 7.1A.

(e) Minimum Issue Price:

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the relevant class were recorded immediately before:

- a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period:

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days on which trades in the relevant class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. 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.
- b) If Resolution 11 is approved by Shareholders and the Company Issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date Shareholders provide their approval at the Annual General Meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

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

Variable A in Listing Rule 7.1A.2		Dilution		
		\$ 0.1075 50% decrease in Issue Price	\$ 0.215 Issue Price	\$ 0.43 100% increase in Issue Price
Current Variable A 381,212,947	10% Voting Dilution	38,121,295	38,121,295	38,121,295
	Funds Raised	\$4,098,039	\$8,196,078	\$16,392,156
50% increase in current Variable A 571,819,421	10% Voting Dilution	57,181,942	57,181,942	57,181,942
	Funds Raised	\$6,147,058	\$12,294,117	\$24,588,235
100% increase in current Variable A 762,425,894	10% Voting Dilution	76,242,589	76,242,589	76,242,589
	Funds Raised	\$8,196,078	\$16,392,156	\$32,784,313

The table has been prepared on the following assumptions:

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- ii. All Resolutions under this Notice are carried.
- iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- iv. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
 - v. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
 - vi. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - vii. The issue price is \$0.215, being the closing price of the Shares on ASX on 17 April 2019.
- c) The Company will only issue and allot the Equity Securities during the 10% Placement period. The approval under Resolution 11 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- d) The Company may seek to issue the Equity Securities for the following purposes:
- i. non-cash consideration for the acquisition of the new business assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - ii. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new business assets or investments (including expenses associated with such acquisition) and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- ii. the effect the issue of the Equity Securities might have on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company were to acquire an asset or investment in exchange for Shares, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.

- f) The Company previously obtained approval under ASX Listing Rule 7.1A on 25 May 2018.

The total number of equity securities issued in the 12 months preceding the date of the meeting is 3,021,325 representing approximately 0.69% of the equity securities on issue at the commencement of that 12-month period (assuming the convertible notes are converted to shares in full).

The following issues of equity securities by the Company have been made during the 12 months preceding the date of the meeting:

- i. On 25 June 2018, the Company issued 1,250,521 Shares on the same terms as existing Shares.
 - a. 1,220,521 of the Shares were issued to Directors as equity-based remuneration after approval at the 2018 Annual General Meeting. The Shares were issued for non-cash consideration. The equity-based remuneration had a total value of \$302,250.93 or \$0.2417 per Share. The value of each share as at 17 April 2019 was \$0.215.

The equity based remuneration resulted in the issue 99,297 Shares to Mr Mark Britt, 446,835 Shares to Mr Georg Chmiel, 161,357 Shares to Mr Lucas Elliot, 62,060 Shares to Mr Peter Everingham, 186,181 Shares to Mr Patrick Grove, 182,044 Shares to Mr Syed Khalil Ibrahim and 82,747 Shares to Mr Richard Kuo.
 - b. 30,000 of the Shares were issued upon vesting of Performance Rights issued senior Management as part of the 2017 Employee Performance Plan. The Shares were issued for non-cash consideration. The total value of the issue was \$6,900.00 or \$0.2300 per Share. The value of each share as at 17 April 2019 was \$0.215.
- ii. On 26 February 2019, the Company issued 1,770,804 Shares on the same terms as existing Shares.
 - a. 1,714,938 of the Shares were issued to Senior Management upon vesting of Performance Rights issued as part of the 2017 Employee Performance Plan. The Shares were issued for a non-cash consideration. The total value of the issue was \$468,178.07 or \$0.273 per Share. The value of each share as at 17 April 2019 was \$0.215.
 - b. 55,866 of the Shares were issued upon exercise of Options. The cash consideration received was \$11,173.20 or \$0.20 per Share. The funds were used for general working capital of the Company.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Voting Exclusion Statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Note.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 11.

Section C - Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or **Board of Directors** means the board of Directors of Sequoia.

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney or Melbourne.

Company means iCar Asia Limited ABN 91 157 710 846.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act or Act means the *Corporations Act* 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning set out in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum set out in Section B of this document.

Annual General Meeting means the annual general meeting of the Company to be held on Monday, 27 May 2019 pursuant to the Notice of Meeting.

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of Annual General Meeting set out in Section A of this document.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

iCar means iCar Asia Limited ABN 91 157 710 846.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution passed by a 75% majority of members of the Company on a show of hands or by the requisite 75% majority of votes given on a poll.

All Correspondence to:

✉	By Mail	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
📠	By Fax:	+61 2 9290 9655
💻	Online:	www.boardroomlimited.com.au
☎	By Phone:	(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 09:00am (AEST) on Saturday, 25 May 2019.**

📠 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/icarasiaagm2019>
STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **09:00am (AEST) on Saturday, 25 May 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 Online	https://www.votingonline.com.au/icarasiaagm2019
📠 By Fax	+ 61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Icar Asia Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Level 7, 333 Collins Street, Melbourne VIC 3000 on Monday, 27 May 2019 at 9:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Approval to issue ordinary shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Director – Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval to issue ordinary shares to Mr Khalil Ibrahim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Re-election of Director – Khalil Ibrahim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval to issue ordinary shares to Mr Richard Kuo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval to issue ordinary shares to Mr Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval to issue ordinary shares to Mr Jamie Olsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval to issue ordinary shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval to issue ordinary shares to Mr Peter Everingham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019