

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **iCar Asia Limited**

ACN/ARSN **157 710 846**

1. Details of substantial holder (1)

Name: **Catcha Group Pte Ltd**

ACN/ARSN (if applicable): N/A

There was a change in the interests of the substantial holder on: 31/08/2020

The previous notice was given to the company on: 15/01/2018

The previous notice was dated: 12/01/2018

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares (FPO)	109,076,402	28.87%	120,211,172	27.87%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
5 June 2020	Catcha Group Pte Ltd	Director's Remuneration	\$0.2224	267,862 FPO	267,862
13 June 2019	Catcha Group Pte Ltd	Exercise of Options	\$0.20	10,000,000 FPO	10,000,000
5 June 2019	Catcha Group Pte Ltd	Director's Remuneration	\$0.222741	269,370 FPO	269,370
14 December 2018 to 20 December 2018	Catcha Group Pte Ltd	On-market Purchase	\$0.14	250,000 FPO	250,000
25 June 2018	Catcha Group Pte Ltd	Director's Remuneration	\$0.2417	347,538 FPO	347,538

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest	Class and number of securities	Person's votes
Catcha Group Pte Ltd	Catcha Group Pte Ltd	Catcha Group Pte Ltd	Direct	46,587,254 FPO	46,587,254
Catcha Group Pte Ltd	ICQ Holdings SDN BHD (ICQH)	ICQ Holdings SDN BHD	Catcha Group Pte Ltd owns approximately 65.99% of the issued shares in ICQH	52,500,000 FPO	52,500,000
Catcha Group Pte Ltd	JP Morgan Nominees Australia Pty Ltd	Catcha Group Pte Ltd	Direct	21,123,918 FPO	21,123,918

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Catcha Group Pte Ltd	3 Raffles Place, #06-01 Bharat Building, Singapore 048617
ICQ Holdings Berhad	45-7 The Boulevard, Mid Valley City 59200 Kuala Lumpur Malaysia
JP Morgan Nominees Australia Pty Ltd	GPO Box 3289 Sydney NSW 2001

Signature:

Name: Lucas Elliott

Capacity: Director

Signed:



Date: 1 September 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - a. any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - b. any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.