

25 May 2016

Results of Annual General Meeting

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

Resolution 1 Adoption of Remuneration Report

“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 2015 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
49,950,537	979,656	235,489	50,743,967

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

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

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
98,445,006	8,096,851	31,950	50,986,393

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

“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 3 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,339,189	7,060,724	82,307	50,748,967

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

“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 4 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,309,614	7,079,699	97,907	50,743,967

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

“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 5 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
96,382,892	7,081,374	97,307	50,848,076

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

“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 6 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,191,225	7,192,274	102,421	50,745,267

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

“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 7 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
44,681,770	7,092,274	102,421	50,854,722

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

“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 8 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,179,305	7,198,694	102,421	50,750,767

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 468,792 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 9 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,355,773	6,896,252	102,095	50,877,067

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 200,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 10 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,325,849	6,944,276	202,095	50,758,967

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 17,692,308 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 11 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
85,113,637	6,971,722	12,359,860	50,785,968

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

“That in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 5,841,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 12 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
99,974,881	6,769,591	46,534	685,761

Resolution 13 Approval of 10% Placement Facility

“That for the purposes of Listing Rule 7.1A, the Directors are authorised to issue up to 10% of the Company’s share capital calculated in accordance with Listing Rule 7.1A and otherwise on the terms and conditions set out in the explanatory notes to resolution 13 in the notice of meeting.”

This resolution was passed on a show of hands.

Instructions in respect of the proxies received were:

FOR	AGAINST	ABSTAIN	UNDIRECTED
97,557,744	6,834,215	70,034	50,769,194

By order of the Board



Mark Licciardo
Company Secretary

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About iCar Asia Limited (www.icarasia.com)

Listed on the Australia Securities Exchange, iCar Asia (ASX: ICQ) owns and operates ASEAN's No.1 network of automotive portals.

Headquartered in Kuala Lumpur, Malaysia, the company is focused on developing and operating leading automotive portals in Malaysia, Indonesia and Thailand. iCar Asia is continuously working to capitalize on its market-leading positions, with its online properties currently reaching over 6.1 million car buyers and sellers in the region every month.

iCar Asia Network of websites

- Malaysia: Carlist.my
- Malaysia: LiveLifeDrive.com
- Indonesia: Mobil123.com
- Thailand: One2Car.com
- Thailand: Autospinn.com
- Thailand: Thaicar.com

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