



iCandy Interactive Limited
ABN 87 604 871 712

NOTICE OF ANNUAL GENERAL MEETING

Date: Tuesday 30 May 2017

Time: 11:00am (Sydney time)

Place: Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia

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Table of contents

1. Notice of Annual General Meeting	3
2. Explanatory Notes	7
3. Glossary	13
Annexure A: Notice of nomination of auditor	15

NOTE: Capitalised terms used in this document are defined in the Glossary (Section 3).

Key dates

Due date for lodgement of Proxy Forms	11:00am (Sydney time) on 28 May 2017
Record date	7:00pm (Sydney time) on 28 May 2017
Annual General Meeting	11:00am (Sydney time) on 30 May 2017

NOTE: The above timetable is indicative only. The Company may vary any of the above dates subject to the Corporations Act, the ASX Listing Rules and any other applicable law.

Important information

The Notice of Meeting is dated 28 April 2017.

A copy of this Notice of Meeting has been lodged with the ASX. The ASX does not take any responsibility for the contents of this Notice of Meeting.

This Notice of Meeting does not take into account the individual investment objectives, financial situation or particular needs of any person. Shareholders should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether or not to approve the Resolutions set out in the Notice of Meeting.

Financial amounts in this Notice of Meeting are expressed in Australian dollars unless otherwise stated.

This Notice of Meeting is governed by the law in force in New South Wales, Australia.

Corporate directory

Directors

Mr Kin Wai Lau (Chairperson)
Mr Robert Kolodziej
Mr Donald Han Low

Company Secretary

Mr Donald Han Low

Registered office

c/- DW Accounting & Advisory Pty Ltd
Level 4, 91 William Street
Melbourne VIC 3000
Australia

Website

<http://www.icandy.io>

Share registry

Link Market Services Limited
Level 12, QV1 Building
250 St. Georges Terrace
Perth WA 6000
Australia
Telephone: 1300 554 474

Enquiries

If you have any queries about the matters set out in this Notice of Meeting, please contact the Company Secretary on +61 449 074 699.

1 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of iCandy Interactive Limited (**Company** or **ICI**) will be held at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia on Tuesday 30 May 2017 at 11:00am (Sydney time) for the purpose of transacting the business set out in this Notice of Meeting.

ORDINARY BUSINESS

1 Financial Reports

To receive the financial statements, directors' report and auditor's report for the Company and its controlled entities for the financial period from 1 January 2016 to 31 December 2016.

Note: The Financial Reports will be laid before the Meeting and, at the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the operations and management of the Company, and for Shareholders to ask the auditor questions about the conduct of the audit and content of the auditor's report. There is no requirement for Shareholders to approve these Financial Reports.

2 Remuneration Report

To adopt the Company's remuneration report for the financial period from 1 January 2016 to 31 December 2016.

Note: The Remuneration Report is set out on pages 19 of the Annual Report contains details of the Company's policy for determining the remuneration for its Directors and senior executives. It includes information on the methodology adopted and the elements of remuneration which are fixed and those which are related to performance. At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. This Resolution is advisory only and does not bind the Company or the Directors.

3 Election of a Director – Robert Kolodziej

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

"To elect, as a director of the Company, Mr Robert Kolodziej, who retires in accordance with the Company's Constitution and offers himself for re-election."

Note: Relevant information about Mr Kolodziej is set out on page 16 of the Annual Report. The Board (other than Mr Kolodziej) considers that Mr Kolodziej is an independent Director of the Board, supports the re-election of Mr Kolodziej and recommends that Shareholders vote in favour of this Resolution.

4 Removal of auditor

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

"That MSI Ragg Weir is removed as auditor of the Company with effect as at the conclusion of this meeting."

5 Appointment of auditor

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

"That Bentleys Audit & Corporate (WA) Pty Ltd is appointed as the auditor of the Company with such appointment to take effect from the time at which the removal of MSI Ragg Weir as the Company's auditor takes effect."

SPECIAL BUSINESS

6 Enhanced Placement Capacity

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

"To approve, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the issue, on one or more occasions, of such number of ordinary shares in the Company that is cumulatively equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, at a price determined in accordance with ASX Listing Rule 7.1A.3 and on the terms and conditions in the explanatory notes accompanying the notice convening this meeting (**Explanatory Notes**)."

7 Ratification of issue of securities to the Inzen Vendors

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

"To approve, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 27,409,412 fully paid ordinary shares by the Company at an issue price of A\$0.136 on 12 April 2017, on the terms set out in the Explanatory Notes."

By order of the Board



Donald H Low
Company Secretary
28 April 2017

1.1 Voting exclusion statements

(a) Agenda Item 2 – Remuneration Report

In accordance with the Corporations Act, the Company will disregard any votes cast in respect of the Agenda Item 2 Resolution (Remuneration Report):

- (i) by or on behalf of a member of a key management personnel of the Company whose remuneration is disclosed in the Remuneration Report and a closely related party of such key management personnel; and
- (ii) by a proxy who is a member or a closely related party of a key management personnel of the Company.

However, the Company need not disregard a vote if:

- (i) It is cast by a person (including the key management personnel or their closely related parties) as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) It is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, where the proxy form does not specify the way the proxy is to vote on the Agenda Item 2 Resolution but expressly authorises the person chairing the Meeting to exercise the proxy even if Agenda Item 2 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

For the purposes of this voting exclusion, "key management personnel" are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel. "Closely related parties" of key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

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(b) Agenda Item 6 – Enhanced Placement Capacity

The Company will disregard any votes cast in respect of the Agenda Item 6 Resolution (Enhanced Placement Capacity) by:

- (i) a person who may participate in the issue of Shares pursuant to the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Agenda Item 6 Resolution is passed; and
- (ii) any associates of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) It is cast by a 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.

(c) Agenda Item 7 – Ratification of issue of securities to the Inzen Vendors

The Company will disregard any votes cast in relation to Agenda Item 7 Resolution (Ratification of issue of securities to the Inzen Vendors) by:

- (i) the Inzen Vendors; and
- (ii) any associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) It is cast by a 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.

1.2 **Chairperson's voting intentions**

The Chairperson intends to vote undirected proxies on, and in favour of, all the proposed Resolutions. If there is a change to how the Chairperson intends to vote undirected proxies, the Company will make an announcement to the market.

1.3 **Voting entitlement**

Any person registered as a Shareholder on the Register at 7:00pm (Sydney time) on 28 May 2017 is entitled to attend and vote at the Meeting.

Registrable transmission applications or transfers registered after the time specified above will be disregarded in determining entitlements to vote at the Meeting.

In the case of Shares held by joint holders, only one of the joint Shareholders is entitled to vote. If more than one Shareholder votes in respect of jointly held Shares, only the vote of the Shareholder whose name appears first in the Register will be counted.

Each Shareholder may vote by attending the Meeting in person or by proxy, attorney or, in the case of a corporation which is a Shareholder, by corporate representative.

1.4 **Voting in person**

Any Shareholder entitled to attend and vote at the Meeting who wishes to attend and vote at the Meeting in person will be admitted to the Meeting and given a voting card upon disclosure of their name and address at the point of entry to the Meeting.

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1.5 **Voting by proxy**

Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the Shareholder.

A proxy need not be a Shareholder.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, that Shareholder may appoint 2 proxies. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights. If the Shareholder does not specify the proportion or number of the Shareholder's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the Shareholder's votes.

A Proxy Form for the Meeting is enclosed. In order to be valid, a properly complete the Proxy Form must be lodged in any of the following ways:

- (a) By mail to: iCandy Interactive Limited, Level 4, 91 William Street, Melbourne, VIC 3000, Australia
- (b) By fax to: +61 3 9833 7063
- (c) By email to: dhlow@fatfishgroup.com

To be valid, your completed Proxy Form must be received by 11:00am (Sydney time) on 28 May 2017.

Please note that post only reaches the Company on Business Days in Melbourne, Australia. A proxy will be admitted to the Meeting and given a voting card upon providing written evidence of their name and address at the point of entry to the Meeting. The return of a completed Proxy Form will not preclude a Shareholder from attending in person and voting at the Meeting.

1.6 **Voting by attorney**

An attorney of any Shareholder entitled to attend and vote at the Meeting may attend the Meeting, and vote on that Shareholder's behalf.

If a Shareholder wishes to vote by attorney at the Meeting, that Shareholder must, if not already done so, deliver the original or certified copy of the power of attorney by the methods specified in Section 1.5 so that it is received before the Meeting commences or, alternatively, ensure the power of attorney is brought to the Meeting and presented at the point of entry to the Meeting.

A Shareholder's attorney will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment, their name and address and the identity of their appointer (ie, the Shareholder) at the point of entry to the General Meeting.

1.7 **Voting by corporate representative**

A corporation that is a Shareholder must appoint a person to act as its representative to vote at the Meeting (if it does not wish to vote by proxy or attorney). The appointment must comply with the Corporations Act. An authorised corporate representative will be admitted to the Meeting and given a voting card upon providing written evidence of their appointment including any authority under which it is signed, their name and address and the identity of their appointer at the point of entry to the Meeting.

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These explanatory notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Meeting.

2.1 **Agenda Item 4 - Removal of auditor**

MSI Ragg Weir (**MSIRW**) has acted as the Company's auditor since the Company's 2016 annual general meeting. The Company's Audit and Risk Committee regularly considers whether an audit tender or other competitive process is required for the appointment of an external auditor.

In reviewing all cost aspects of the business, the Board also considered audit costs as part of this process. It considered the market expectations (including from a corporate governance point of view) and the Company's relative size.

Following a competitive process and having considered the accounting firms with the capabilities of undertaking the audit of the Company and its controlled entities, the Board recommends the appointment of Bentleys Audit & Corporate (WA) Pty Ltd (**Bentleys**).

In order to appoint Bentleys, the Corporations Act requires the removal of MSIRW. The Company and its Directors state that the decision to remove MSIRW in no way reflects the professional standards and ethics of MSIRW and its management and staff. The Company and its Directors wish to thank MSIRW for the high level of service it has provided to the Company and its controlled entities.

The appointment of Bentleys will be effective as at the conclusion of the Meeting if both Resolutions 4 and 5 are passed, with Bentleys to conduct the audit for the 2017 financial year and for subsequent years. The Board confirms that if both Resolutions 4 and 5 are passed, arrangements are in place between the Company, MSIRW and Bentleys to enable a smooth transition between auditors.

Representatives of both MSIRW and Bentleys will be available at the Meeting to respond to any Shareholder questions.

Directors' recommendation: The Directors of the Company recommends that Shareholders vote in favour of this Resolution. None of the Directors has an interest in the outcome of this Resolution.

2.2 **Agenda Item 5 - Appointment of auditor**

In accordance with the Corporations Act, a Shareholder has given notice in writing of the nomination of Bentleys as auditor of the Company and its controlled entities. A copy of the notice of nomination is set out at Annexure A.

As discussed in paragraph 2.1, the appointment of Bentleys will be effective as at the conclusion of the Meeting if both Resolutions 4 and 5 are passed.

The Agenda Item 5 Resolution 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).

Directors' recommendation: The Directors of the Company recommends that Shareholders vote in favour of this Resolution. None of the Directors has an interest in the outcome of this Resolution.

2.3 **Agenda Item 6 – Enhanced Placement Capacity**

(a) ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue shares up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting

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(Enhanced Placement Capacity). This Enhanced Placement Capacity is in addition to the eligible entity's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A. The Company has a market capitalisation of less than A\$300 million and is not included in the S&P ASX 300 Index.

The Agenda Item 6 Resolution 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).

If approved, the effect of this Resolution will be to allow the Company to issue the Shares under ASX Listing Rule 7.1A during the Enhanced Placement Period (defined in paragraph 2.3(d) below) in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

(b) Calculation of the Enhanced Placement Capacity

The exact number of Shares to be issued under the Enhanced Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

At the date of this Notice of Meeting, the Company has on issue 256,692,746 Shares and therefore has a capacity to issue:

- (i) under the 15% Placement Capacity
 - (A) (if Resolution 7 is passed) 38,503,911 Shares;
 - (B) (if Resolution 7 is not passed) 6,983,088 Shares; and
- (ii) subject to Shareholder approval under this Resolution 6:
 - (A) (if Resolution 7 is passed) 25,669,274 Shares under the Enhanced Placement Capacity;
 - (B) (if Resolution 7 is not passed) 22,928,333 Shares under the Enhanced Placement Capacity.

The actual number of Shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the Shares in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

(c) Minimum issue price

The issue price of Shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed; or
- (ii) if the Shares are not issued within 5 trading days of the date in paragraph 2.3(c)(i) above, the date on which the Shares are issued.

(d) Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and Shares will only be issued under the Enhanced Placement Capacity, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

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(Enhanced Placement Period).

Accordingly, if this Resolution is passed, the Company's Enhanced Placement Period commences on 30 May 2017 (being the date of the Meeting) and ends on 30 May 2018.

(e) Dilution of existing shareholders

(i) *Dilution risks*

If this Resolution is approved by Shareholders and the Company issues Shares under the Enhanced Placement Capacity, the voting power of existing Shareholders in the Company will be diluted as shown in the table at paragraph 2.3(e)(iii).

(ii) *Economic risks*

(A) There is a risk that:

(I) the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting; and

(II) the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date;

(B) If Shares are issued at a discount to the net tangible asset value per Share (**NTA**) there may be a negative impact on NTA.

(iii) *Potential dilution of existing Shareholders*

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1.2 as at the date of this Notice of Meeting. The table also shows:

(A) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of Shareholders; and

(B) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.09	\$0.18	\$0.36
		50% decrease in issue price	issue price	100% increase in issue price
Current Variable A 229,283,334 Shares	10% voting dilution	22,928,333 Shares	22,928,333 Shares	22,928,333 Shares
	Funds raised	\$687,849.99	\$1,375,699.98	\$2,751,399.96
Variable A if Resolution 7 passed 256,692,746 Shares	10% voting dilution	25,669,274 Shares	25,669,274 Shares	25,669,274 Shares
	Funds raised	\$770,078.22	\$1,540,156.44	\$3,080,312.88
	10% voting dilution	34,392,500 Shares	34,392,500 Shares	34,392,500 Shares

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50% increase in current Variable A 343,925,001 Shares	Funds raised	\$1,031,775.00	\$2,063,550.00	\$4,127,100.00
	10% voting dilution	45,856,666 Shares	45,856,666 Shares	45,856,666 Shares
100% increase in current Variable A 458,566,668 Shares	Funds raised	\$1,375,699.98	\$2,751,399.96	\$5,502,799.92

Note: The table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the Enhanced Placement Capacity.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Shares under ASX Listing Rule 7.1 A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- The issue price is A\$0.06, being the closing price of the Shares on the ASX on 21 April 2017.

(f) Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (i) The Company may issue Shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, to strengthen the Company's balance sheet and/or to fund general working capital. Shares may be issued for non-cash consideration. Where the Company issues securities for non-cash consideration, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- (ii) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (A) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
 - (B) the effect of the issue of the Shares on the control of the Company;
 - (C) the financial situation and solvency of the Company; and
 - (D) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).
- (iii) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial

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Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (iv) The Company last obtained Shareholder approval under ASX Listing Rule 7.1A at its 2016 annual general meeting.
- (v) In the 12 months preceding the date of the Meeting, the Company issued a total of 27,409,412 Shares, representing 11.95% of all Shares on issue as at the commencement of that 12 month period.
- (vi) In respect of the equity securities issued by the Company in the 12 months preceding the date of the Meeting:

	Issue to the Inzen Vendors
Date of issue	12 April 2017.
Number of equity securities issued	27,409,412.
Class and terms of equity securities	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Names of allottees or basis on which allottees were determined	The Inzen Vendors.
Issue price and discount on closing market price on date of issue	A\$0.136 (being a 55% premium to the closing price of shares on 12 April 2017).
Total cash consideration	The Shares were issued to the Inzen Vendors as part consideration for the Company's acquisition of Inzen Studio Pte. Ltd and, as such, no cash consideration was paid by the Inzen Vendors for the Shares.
Total non-cash consideration	See above. The estimated value of Inzen Studio Pte. Ltd as at completion of ICI's acquisition of that company is SG\$6 million, based on the total value of the agreed purchase consideration assuming all milestones are met.

- (vii) A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, 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 Shares under the Enhanced Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

(g) Directors' recommendation

The Directors of the Company believe that the transactions contemplated in this Resolution are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

2.4 Agenda Item 7 – Ratification of issue of securities to the Inzen Vendors

ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rules 7.1 and/or 7.1A is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rules 7.1 and/or 7.1A (as the case may be) when made and the company's shareholders subsequently approve it.

Accordingly, the Board has decided to seek Shareholder approval under ASX Listing Rule 7.4 for the issue of Shares to the Inzen Vendors on 12 April 2017.

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The effect of Shareholder approval of this Resolution will be that the Shares issued to the Inzen Vendors will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% Placement Capacity and (if the Agenda Item 6 Resolution is approved) the Enhanced Placement Capacity.

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the allotments of Shares referred to in this Agenda Item:

	Placement
Date of issue	12 April 2017
Number of equity securities issued	27,409,412.
Class and terms of equity securities	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Issue price	A\$0.136.
Names of allottees or basis on which allottees were determined	The Inzen Vendors.
Use (or intended use) of the funds raised	The Shares were issued to the Inzen Vendors as part consideration for the Company's acquisition of Inzen Studio Pte. Ltd and, as such, no cash consideration was paid by the Inzen Vendors for the Shares.
Confirmation that the issue did not breach ASX Listing Rule 7.1	The Company confirms that the issue of these Shares did not breach ASX Listing Rule 7.1 at the time of their issue.

Directors' recommendation: The Directors recommend that Shareholders vote in favour of this Resolution as it refreshes the Company's capacity to make further issues of securities with the full flexibility allowed for under ASX Listing Rules 7.1 and (if the Agenda Item 6 Resolution is approved) 7.1A. None of the Directors has an interest in the outcome of this Resolution.

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In this Notice of Meeting, unless the context or subject matter otherwise requires:

15% Placement Capacity	Has the meaning given to that term in Section 2.3(a).
Agenda Item	An agenda item set out in Section 1.
Annual Report	The Company's annual report for the Financial Period.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the financial market operated by it.
ASX Listing Rules	The official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
Board	The board of Directors.
Business Day	Has the meaning given to that term in the ASX Listing Rules.
Chairperson	The chairperson of the Board.
closely related parties	Has the meaning given to that term in the Corporations Act.
Company or ICI	iCandy Interactive Limited (ABN 87 604 871 712).
Company Secretary	The company secretary of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Director	A director of the Company.
Enhanced Placement Capacity	Has the meaning given to that term in Section 2.3(a).
Enhanced Placement Period	Has the meaning given to that term in Section 2.3(d).
Financial Period	1 January 2016 to 31 December 2016.
Financial Reports	The financial statements, directors' report and auditor's report for the Company and its controlled entities for the Financial Period.
Inzen Vendors	The following persons or their nominated allottees: <ul style="list-style-type: none"> • Hatcher Pte. Ltd. • Dutchman Capital Pte. Ltd. • HOMMA Masahiko • TOCK Yung Myn, Gerald • TAN Choon Huat • LIANG Zhenlong • HOO Jia Ling • KIE Seik Phai, Roland • LOW Chin Hong • B.D Mobile Telecommunications Hong Kong Limited

	<ul style="list-style-type: none">• Global Mobile Game Confederation Limited• LOW Wei Yang, Nigel• TAN Yi-Chuin• TEO Chor Guan• Jesmond CHIA Ui Shern
key management personnel	Has the meaning given to that term in the Corporations Act.
Meeting	The general meeting of the Company to be held at the time and place specified in this Notice of Meeting.
Notice of Meeting	This document, comprising the notice of annual general meeting, the explanatory notes and all annexures.
Proxy Form	The proxy forms accompanying this Notice of Meeting.
Register	The register of members of the Company.
Remuneration Report	The Company's remuneration report for the Financial Period, as set out in the Annual Report.
Resolutions	The resolutions proposed at the Meeting, as set out in the Notice of Meeting.
Section	A section of this Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A person who is registered in the Register as a holder of Shares from time to time.
Sydney time	The time in Sydney, Australia.

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Annexure A: Notice of nomination of auditor



Fatfish Internet Pte Ltd
(Incorporated in Singapore)
c/- Level 4, 91 William Street
Melbourne
Victoria 3000
Australia

www.fatfish.co

Date: 21 April 2017

The Board of Directors
iCandy Interactive Limited
c/- DW Accounting & Advisory Pty Ltd
Level 4, 91 William Street
Melbourne VIC 3000
Australia

Dear Sirs,

Notice of Nomination of Auditor

In accordance with section 328B of the *Corporations Act 2001* (Cth), Fatfish Internet Pte Ltd hereby nominates Bentleys Audit & Corporate (WA) Pty Ltd for appointment as auditor of iCandy Interactive Limited ABN 87 604 871 712 (**Company**).

Fatfish Internet Pte Ltd is a shareholder of the Company.

Yours faithfully
Fatfish Internet Pte Ltd


By its authorised officer, Kin Wai Lau

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LODGE YOUR VOTE

-  **BY MAIL**
iCandy Interactive Limited
Level 4, 91 William Street,
Melbourne, VIC 3000, Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
iCandy Interactive Limited
Level 4, 91 William Street, Melbourne, VIC 3000, Australia
-  **BY EMAIL**
dhlow@fatfishgroup.com

PROXY FORM

I/We being a member(s) of iCandy Interactive Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Tuesday, 30 May 2017 at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of a Director – Robert Kolodziej	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of issue of securities to the Inzen Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



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STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Sunday, 28 May 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



BY MAIL

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BY FAX

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BY HAND

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* During business hours (Monday to Friday, 9:00am–5:00pm)



BY EMAIL

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**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**