



OnCard International Limited
ACN 084 800 902
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**Company Announcements Division
for immediate release**

6 January 2015

ASX Code: ONC

Notice Of Meeting – 13 February 2015

As per the announcement on 16 December 2014, OnCard received a notice under section 249D of the Corporations Act 2001 (Cth) to convene a general meeting of shareholders.

In accordance with the requirements of the Corporation Act 2001 (Cth), on the 5th January 2015 OnCard has issued to shareholders by post a Notice of a Meeting to be held on Friday 13th February 2015.

A copy of the Notice of Meeting is attached.

Ends.

OnCard International Limited
ACN 084 800 902

Notice of general meeting

Notice is given that a general meeting of OnCard International Limited (**Company** or **OnCard**) will be held at the offices of Norton Gledhill, Level 23, 459 Collins Street, Melbourne, Victoria, 3000 on Friday 13 February 2015 at 11:00 am (Melbourne time) to consider and if thought fit pass the resolutions accompanying this notice of general meeting as ordinary resolutions.

Explanation of resolutions

On 15 December 2014, the Company received a notice under section 249D of the *Corporations Act 2001* (Cth) from Michael Piperoglou and Narlack Pty Ltd ATF Piperoglou Pension Fund (**Piperoglou Shareholders**).

Section 249D relevantly states that the directors of a company must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. As the Piperoglou Shareholders satisfy that requirement, the directors must convene this general meeting.

The resolutions accompanying this notice of general meeting were provided by the Piperoglou Shareholders. If the resolutions are passed, the current experienced board of directors comprised of Ross Burney (chairman), Tony Robinson (managing director) and Hugh Robertson will be removed. They will be replaced by Peter Abotomey (who retired from the board earlier this year), Vasilios Piperoglou and Ronald Holzer (**Piperoglou Directors**).

Also accompanying this notice of general meeting is a members' statement for shareholders which was provided by the Piperoglou Shareholders. The members' statement has not been verified by the Company and is not endorsed by the Company.

VOTE NO – VOTE AGAINST ALL RESOLUTIONS.

- 1. CURRENT BOARD ARE DRIVING SHAREHOLDER VALUE**
- 2. EXISTING BOARD MORE EXPERIENCED**
- 3. EXISTING BOARD HAS PROVEN TRACK RECORD**
- 4. KEY SHAREHOLDER SUPPORTS EXISTING BOARD**

Identical strategies better executed

The current board has already created significant value for shareholders over the last 6 months, with strategies that seem indistinguishable from those proposed by the Piperoglou Shareholders. The relative experience of the current board should ensure better outcomes for shareholders from those strategies.

On 8 October 2014, OnCard announced the terms of the sale of its holding in SmartPASS. This announcement confirmed the OnCard group had existing cash reserves of approximately \$23m which would no longer be required to be held by the group following completion of the sale. A portion of this has subsequently been used to fund existing operations. Further, on 8 and 15 December 2014, OnCard announced the successful receipt of approximately \$35m and \$1.9m respectively representing the proceeds from this sale. OnCard currently has approximately \$56m of cash (as at 19 December 2014) which is surplus to requirements.

The board of OnCard believes that the strategy it has announced to shareholders in relation to this cash holding encompasses the same strategies being proposed by the Piperoglou Shareholders.

As announced to the ASX on 8 October 2014, the board of OnCard stated 'Options for what the Board may decide to do with the cash balance range from further investment in Buffet Club ... to returning capital to shareholders in the most tax effective manner' (once a number of legacy issues are dealt with).

The Piperoglou Shareholders have not said that the Piperoglou Directors are intending to do anything else. Their members' statement makes no commitment. It simply says 'Amongst the possible actions that the new board will consider are; a combination of a capital return/dividend, reviewing the residual Chinese entities with a view to either closing down, divesting or if appropriate re-investment'.

There are numerous reasons why the board has as yet been unable to quantify how much and in what form OnCard's cash can be distributed to shareholders, including the following:

- Finalise the strategy in relation to the remaining wholly-owned operations in China.
 - o If they are to be continued they will require capital as they are currently loss making (as announced on 8 December 2014).
 - o If they are to be closed then this will require cash for closure (eg: redundancies/residual contractual operating commitments).
- Finalisation of the accounts for 2014. OnCard is required under Accounting Standards to review and, where appropriate assess for any impairment indicators in relation to its intangible assets recorded on the balance sheet. This is important as any material writedown may reduce the retained earnings of the OnCard group. Consequently this could reduce the amount of funds that may be able to be returned in the form of a dividend thus requiring the board to explore other ways of returning funds to shareholders.
- Estimate of future liabilities for which cash would need to be retained.

As previously foreshadowed: i) the cash balances held by the Company are no longer required for operational purposes, and ii) the board of OnCard is working through options that maximise shareholder value, including making a return of funds to shareholders in accordance with its announced strategy. However, there are a number of important issues to resolve before a decision can be made as to the quantum and form that this return will take.

As previously announced the Company will provide an update to shareholders about these matters in February 2015 with the release of the results for the 2014 financial year. We will continue to update shareholders as more information becomes available.

More experienced board

The current directors of the Company believe they have the requisite qualifications to lead the Company as directors. The profiles of the current directors appear below.

Further, since Tony Robinson took over as CEO from Peter Abotomey (one of the proposed new directors) in May 2014 he has delivered substantial value for shareholders through the sale of SmartPASS.

The current board consists of directors with extensive experience as directors and/or managers of other public companies with a long history of delivering value to shareholders.

As far as the current board is aware, the Piperoglou Directors have limited or no listed public company board experience, have no history of delivering value for shareholders and have not stated who or how they will manage the Company if Tony Robinson is removed as a director.

Director profiles

Tony Robinson

Tony has many years' experience in financial services, particularly wealth management and insurance. Tony's previous roles include managing director of Centrepont Alliance Limited, chief executive officer of IOOF Holdings Ltd, managing director of OAMPS Ltd, joint managing director of Falkiners Stockbroking, managing director of WealthPoint, and senior executive positions at Link Telecommunications and Mayne Nickless. He is currently a non-executive director of Bendigo and Adelaide Bank Limited.

Hugh Robertson

Hugh Robertson has over 30 years' experience in the financial services industry, commencing his stockbroking career in 1983. During that time he has been involved in a number of successful stockbroking and equity capital markets businesses, including Falkiners Stockbroking and, most recently, Wilson HTM Investment Group.

Hugh is currently a non-executive director of HUB24 Limited. Previously, Hugh has also held directorships with Wentworth Holdings Ltd, NSX Ltd, OAMPS Ltd, Catalyst Recruitment Ltd and Bell Potter Ltd (pre-IPO).

Ross Burney

Ross has worked for 25 years as an accountant, fund manager and CEO.

Ross is currently a non-executive director of Qube Holdings Limited and Ruralco Holdings Limited. He sits on the audit and remuneration committees of these companies respectively. Ross is currently the CEO of Taverners Group, the family office of Peter Scanlon and family. Within this role Ross manages a range of investments from credit and equity securities, residential development and private equity. Further, he is chairman of the Bennelong Real Estate Funds, a large commercial property trust and a non-executive director of Kaplan Equity Limited.

Ross has previously been a non-executive director of The Maryborough Sugar Company Limited, Turners and Growers Limited and Dawson International plc.

Directors' recommendation

VOTE NO – VOTE AGAINST ALL RESOLUTIONS.

In the directors' view, the members' statement from the Piperoglou Shareholders does not clearly set out any strategy for the Company which is an alternative to the strategy the current directors already have in progress.

Further, the directors' view is they have significantly greater public company and management experience than the Piperoglou Directors.

Tony Robinson has delivered significant value to shareholders. The Piperoglou Shareholders have not stated who or how the Piperoglou Directors will manage the company.

On that basis, the directors will be voting the shares they own or control against all of the resolutions and they unanimously recommend that all other shareholders also vote against all of the resolutions. Further, Taverners Group, which has a relevant interest in over 32% of the capital of OnCard, has confirmed that it does not support any change to the current board of directors and will vote against all of the resolutions.

If you have any questions regarding this notice of general meeting, you may contact the managing director, Tony Robinson, by telephone on +61 3 9642 3812.

By order of the board



.....
Mark Licciardo
Company secretary

Notes

1. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the member is entitled to cast two or more votes at the meeting, two proxies to attend and vote on behalf and instead of the member.
2. Where two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. A proxy need not be a member.
4. A proxy form accompanies this notice. To be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting, namely by 11:00 am (Melbourne time) on Wednesday 11 February 2015:
 - (a) at the Company's share registrar, Advanced Share Registry Services, by:
 - (1) hand delivery to 110 Stirling Highway, Nedlands, Western Australia, 6009;
 - (2) post to PO Box 1156, Nedlands, Western Australia, 6909; or
 - (3) facsimile on 08 9262 3723 (within Australia) or +61 8 9262 3723 (outside Australia); or
 - (b) at the registered office of the Company by:
 - (1) hand delivery to Level 7, 550 Bourke Street, Melbourne, Victoria, 3000; or
 - (2) post to GPO Box 2334, Melbourne, Victoria, 3001.
5. Regulation 7.11.37 determination: A determination has been made by the board of directors of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that those persons who are registered as the holders of shares in the Company as at 7:00 pm (Melbourne time) on Wednesday 11 February 2015 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

**Request for Oncard International Limited ACN 084 800 902
to convene a general meeting pursuant to Section 249D of the Corporations Act 2001**

We, Michael Piperoglou and Narlack Pty Ltd ACN 006 837 065 [ATF Piperoglou Pension Fund], being registered shareholders of shares in Oncard International Limited ("**ONC**") holding, in aggregate, at least 5% of the votes that may be cast at a general meeting of ONC, in accordance with section 249D of the *Corporations Act 2001* (Cth) ("**Act**"), requests that the directors of ONC call an arrange a general meeting ("**Meeting**") of the members of ONC within the time frame required by the Act.

Each of the following resolutions is to be proposed at the meeting as an ordinary resolution.

RESOLUTION 1—*Mr Tony Robinson be REMOVED as a director of Oncard International Limited as of the close of the meeting*

RESOLUTION 2 – *Mr Hugh Robertson be REMOVED as a director of Oncard International Limited as of the close of the meeting*

RESOLUTION 3 – *Mr Ross Burney be REMOVED as a director of Oncard International Limited as of the close of the meeting*

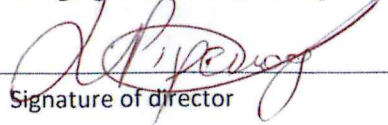
RESOLUTION 4 - *That any director of Oncard International Limited appointed during the period commencing on 15 December 2014 and ending on the date of this general meeting, be REMOVED as of the close of the meeting*

RESOLUTION 5 – *Mr Vasilios Piperoglou be APPOINTED as a director of Oncard International Limited as of the close of the meeting*

RESOLUTION 6 – *Mr Ronald Holzer be APPOINTED as a director of Oncard International Limited as of the close of the meeting.*

RESOLUTION 7 – *Mr Peter Abotomey be APPOINTED as a director of Oncard International Limited as of the close of the meeting*

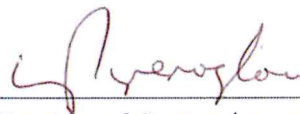
EXECUTED by Narlack Pty Ltd ACN 006 837 065 in
accordance with the *Corporations Act 2001* by
being signed by the following officers:



Signature of director

Lemonia Piperoglou

Name of director (please print)

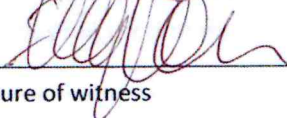


Signature of director / company secretary

Michael Vasilios Piperoglou

Name of director / company secretary
(please print)

SIGNED by Michael Piperoglou in the presence of:



Signature of witness

IRINI PIPEROGLOU

Name of witness (please print)

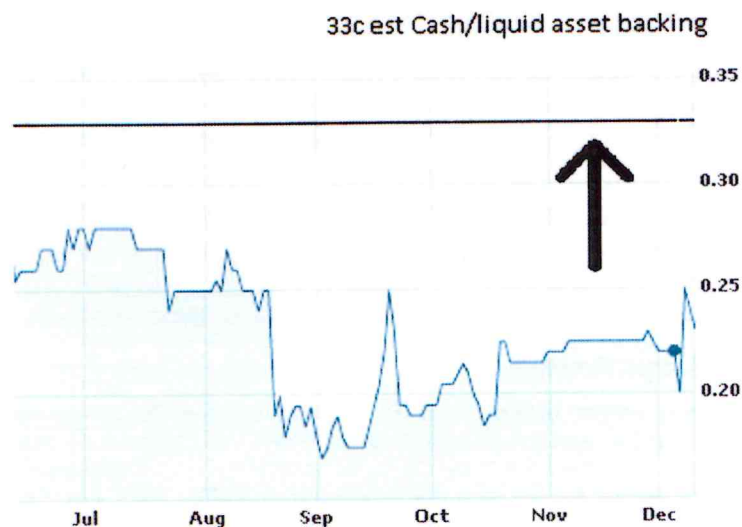


Signature of Michael Piperoglou

Members' statement

Section 249P of the Corporations Act

I am taking this action as a member of the company to call for a general meeting of shareholders to replace the existing Board of Directors to better create shareholder value for all shareholders. Should the three new nominated directors successfully be appointed their initial aim is to assess Oncard International Limited's (ONC) financial position and the short to medium term capital requirements with the aim of making a return of capital and/or dividend payment in excess of \$50m, representing more than 30c per share.



Source Yahoo 7

Unless you vote **FOR** all resolutions to replace the board with the new nominated directors, the current ONC board is unlikely to return capital to shareholders in the near future.

The Chairman of ONC, in the ASX announcement of 8 December 2014, highlighted that ONC had received A\$35m for the balance of its sale proceeds for its holding in Shanghai Smart Service Company Limited (SmartPASS). Based on the above, the latest half yearly report (released 29 August 2014) and the deposit proceeds (released on 18 September 2014), ONC has approximately A\$57m worth of cash or liquid assets with no debt. This equates to approximately 33c per share.

Unfortunately for all shareholders, the Chairman then went on in the same ASX announcement to advise shareholders ***“At this stage the Board has no intention of making a return of funds to shareholders”***.

This statement is in addition to the negative ASX announcement dated 8 October 2014, by the ONC Chairman, which gave a negative portrayal of the assets/businesses of ONC based on an initial view formed, whilst indicating that the results of a review being conducted by the CEO would not be made available until February 2015. The announcement continued with the negative comments providing estimates of cash backing per each ONC share if the sale of the SmartPASS transaction did not complete. There was no information provided to all shareholders in that announcement of what the cash backing would be if the transaction did complete, which it now has.

Members' statement

Section 249P of the Corporations Act

At the time of writing, the ONC share price was 25c, which equates to a 24% discount to its cash/liquid asset backing. This does not account for the value of ONC's other operating businesses.

One of the three nominated directors is a former Chairman and CEO of ONC, Peter Abotomey. Peter was CEO for 12 years having been instrumental in making the SmartPass investment for ONC in 2004. Peter retired in 2014 but is willing to come back to safeguard his investment and also act in the best interest of all shareholders.

The nominated directors will act in the best interest of all shareholders and will assess the various options available to them with respect to creating shareholder value with the aim of closing the valuation gap between the current share price and ONC's cash/liquid asset backing.

Amongst the possible actions that the new board will consider are; a combination of a capital return/dividend, reviewing the residual Chinese entities with a view to either closing down, divesting or if appropriate re-investment. The nominated directors are of the opinion that the above could be completed in a timely manner.

Biography of the nominated directors

Peter Abotomey

Peter is the former CEO of ONC having held this position from 2002 - 2014. Peter is a former general manager of the ANZ Banking Group. He has extensive experience in the telecommunications, banking and payment and cards, application service provider, outsourcing, electric and gas utilities, food, manufacturing, insurance and the construction industries throughout Australia, New Zealand and Asia. Peter's qualifications are BSc, MBA. Peter holds approximately 6.45% of issued shares in ONC.

Vasilios Piperoglou

Vasilios is a Portfolio Manager as has managed equity portfolios for high net worth individuals and families for over 5 years. Vasilios is RG-146 compliant with respect to providing advice and dealing in ASX listed securities. His family is a significant shareholder of ONC, holding approximately 9.22% of issued shares in ONC. His family has been a long term shareholder and supporter of ONC since 2009.

Ronald Holzer

Ron is a corporate and commercial lawyer and an accredited specialist in business law. Ron has gained over 12 years' experience in some of Australia's pre-eminent law firms. His principal areas of practice is in mergers and acquisitions, Corporations Act and ASX Listing Rules compliance, fundraisings, head office and company secretarial advisory and general commercial advisory. Ron's qualifications are LLB (Hons)/ B Comm (Acc).

ONCARD INTERNATIONAL LIMITED (ACN 084 800 902)
SHAREHOLDER PROXY FORM

I/We (Block Letters)
of
being a shareholder/shareholders of OnCard International Limited (**Company**) hereby appoint
..... of
or in his/her absence,
of

or in his/her absence or otherwise failing the person(s) named or if no person is named, the chairman of the meeting to represent all of my/our voting rights, as my/our proxy to vote, and otherwise to act generally, on my/our behalf at the general meeting of the Company to be held on Friday 13 February 2015 at 11:00 am (Melbourne time) and at any adjournment of that meeting.

The chairman of the meeting intends to vote undirected proxies held by the chairman against each resolution below.

If you wish to direct your proxy how to vote, please indicate by marking the appropriate box below. Otherwise, the proxy may vote as he/she thinks fit.

	For	Against	Abstain
Resolution 1: Removal of Tony Robinson as a director			
Resolution 2: Removal of Hugh Robertson as a director			
Resolution 3: Removal of Ross Burney as a director			
Resolution 4: Removal of any other director			
Resolution 5: Appointment of Vasilios Piperoglou as a director			
Resolution 6: Appointment of Ronald Holzer as a director			
Resolution 7: Appointment of Peter Abotomey as a director			

*Security holder 1

Signature
Print full name

*Director/sole director and sole company secretary

*Delete if (or whichever is) inapplicable

* Security holder 2

Signature
Print full name

*Director/company secretary

* Security holder 3

Signature
Print full name

*Sole director (no company secretary)

If this form is signed on behalf of a security holder under power of attorney, each attorney states that he or she has not received any notice of revocation of the power of attorney by death of the grantor or otherwise. If this form is signed by a security holder that is a company each person signing certifies that he or she holds the office of director of the company or such other office with the company as shown and is authorised to complete and sign this form for the company, and if only one person signs, he or she is the sole director and sole company secretary of the company unless expressly stated otherwise. Where a person signs just as sole director of the company, he or she certifies that the company does not have a company secretary.

Notes:

1. Complete and sign where indicated above.
2. A company may sign by 2 directors or a director and secretary or, for a proprietary company that has a sole director who is also the sole company secretary (or that does not have a company secretary), that director.
3. To be valid this proxy must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting, namely by 11:00 am (Melbourne time) on Wednesday 11 February 2015:
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