

Notice of General Meeting, Explanatory Statement and Proxy Form

FOR A GENERAL MEETING

OF

CASH CONVERTERS INTERNATIONAL LIMITED

TO BE HELD AT

THE PAN PACIFIC HOTEL

207 ADELAIDE TERRACE

WEDNESDAY 13 MARCH 2013 COMMENCING AT 10.00AM (WESTERN AUSTRALIAN TIME)

PERTH WA 6000



NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Cash Converters International Limited ("Company") will be held at 10.00am (WST) on Wednesday 13 March 2013 at:

The Pan Pacific Hotel 207 Adelaide Terrace Perth Western Australia 6000

BUSINESS

Item 1 - Ratification of share placement on 12 December 2012

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 38,500,000 fully paid ordinary shares in the capital of the Company at a price of A\$0.85 per share, on 12 December 2012 to institutional and sophisticated investors, on the terms and conditions as described further in the Explanatory Statement, is hereby ratified and approved."

Voting exclusion statement

The Company will disregard any votes cast on Item 1 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if:

- a) It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) 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.

By Order of the Board – 29 January 2013

D.R. Groom, A.C.M.A., F.C.P.A., F.C.I.S.

Company Secretary





EXPLANATORY STATEMENT

GENERAL

The purpose of this explanatory statement is to provide shareholders with information concerning the business to be considered at the General Meeting.

ITEM 1 - RATIFICATION OF SHARE PLACEMENT ON 12 DECEMBER 2012

Background

On 29 November 2012, the Company announced a placement of 38,500,000 new ordinary shares at an issue price of A\$0.85 per share to raise up to A\$32.7 million (before costs). The placement was fully subscribed and was completed on 12 December 2012.

ASX Listing Rule 7.1 provides, in summary, that without the approval of shareholders, the Company must not issue or agree to issue equity securities if those securities, when aggregated with the securities issued by the Company without approval and which were not subject to an exemption during the previous twelve months, exceed 15 per cent of the number of securities on issue at the commencement of that 12 month period (subject to certain rules and exemptions).

The issue and allotment of shares outlined in Item 1 did not exceed the 15 per cent limit and was not in breach of ASX Listing Rule 7.1. However, ASX Listing Rules 7.1 and 7.4 provide that, where a company in general meeting ratifies an issue of equity securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby enabling the Company to issue further equity securities in the following 12 months without exceeding the 15 per cent limit.

Shareholder approval is sought in Item 1 so as to refresh the Company's 15 per cent limit under ASX Listing Rule 7.1. Despite this approval (if obtained), while the Company remains listed in the United Kingdom on the London Stock Exchange there may be additional procedural requirements which would need to be followed in order to issue further shares in the next 12 months. [As announced on 22 January 2013, the Company intends to delist from the London Stock Exchange, at which point those additional procedural requirements will cease to apply.]

Information required by Listing Rule 7.5

As required by ASX Listing Rule 7.5, the following information is provided in relation to Item 1:

- a) Number of securities allotted 38,500,000 ordinary shares
- b) Price at which securities were issued A\$0.85 per ordinary share
- c) *Terms of the securities* The shares issued were fully paid ordinary shares on the same terms as, and ranking equally in all respects with, the previously existing fully paid ordinary shares on issue.
- d) *Names of allottees or basis on which allottees were determined* The shares were allotted and issued to selected institutional and sophisticated investors who fell within the terms of sections 708(8) to 708(11) of the Corporations Act, and the placement was facilitated by Hartleys Limited. None of the allottees is a related party of the Company.
- e) Use (or intended use) of the funds raised the funds raised are to be used to acquire stores within the franchised network, to open new corporate stores and to finance the growth of the Australian and UK personal loan books.

Board recommendation

The Directors believe it is desirable to have the flexibility to issue securities up to the maximum 15 per cent allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of Item 1 to ratify the share placement described above.

Subject to the voting restriction as described, the Chairman intends to vote all undirected proxies in favour of Item 1.





NOTES

PROXIES

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed each proxy may be appointed to represent a specified proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights. A proxy need not be a member of the Company. Should you wish to direct your proxy how to vote, please indicate your direction in Step 2 on the proxy form, otherwise your proxy will have a discretion to vote as they see fit. In the case of joint holders each holder should sign the proxy form. Forms to appoint proxies and the Power of Attorney (if any) under which they are signed must be lodged at the registered office of the Company not less than 48 hours before the time of the meeting.

A form of proxy is enclosed with this notice. An additional form will be supplied by the Company on request.

Please note: The Chairman of the meeting intends to vote all undirected proxies in favour of Item 1.

RIGHT TO VOTE

In accordance with the Corporations Regulations 2001 (Cwlth), the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at **4.00 pm (WST) on Monday, 11 March 2013**.

