

CENTREPOINT ALLIANCE LIMITED
ABN 72 052 507 507
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of the Company will be held at Level 2, 6 Thelma Street, West Perth WA 6005 on 28 October 2008 at 11:00 am (Perth time).

BUSINESS

1. The Annual Report for the year ended 30 June 2008

To receive and consider the Annual Report of the Company for the period ended 30 June 2008, which includes the Financial Report of the Company, the Directors' Report and the Report of the Auditor.

During consideration of this item, shareholders will be given an opportunity to ask questions or make comments on:

- (a) *the Financial Report of the Company for the period ended 30 June 2008;*
- (b) *the Directors' Report in relation to that period; and*
- (c) *the Report of the Auditor on the Financial Report.*

2. Adoption of the Remuneration Report for the year ended 30 June 2008

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

"That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the year ended 30 June 2008 (set out in the Directors' Report contained in the 2008 Annual Report) be adopted."

The vote on this item is advisory only and does not bind the directors or the Company.

3. Re-election of Mr Richard Nelson as a director

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

"That Mr Richard Nelson, who retires as a director by rotation in accordance with Article 58 of the constitution, and who is eligible for re-election and offers himself for re-election, be re-elected as a director of the Company."

4. Re-election of Mr Martin Kane as a director

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

"That Mr Martin Kane, who retires as a director by rotation in accordance with Article 58 of the constitution, and who is eligible for re-election and offers himself for re-election, be re-elected as a director of the Company."



5. Mr Richard Cawsey's participation in the Centrepoint Alliance Employee Share Plan (the "Plan")

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

"That, for the purposes of ASX Listing Rule 10.14, approval is given to authorise the acquisition by Mr Richard Cawsey of 1,000,000 fully paid ordinary shares in the Company by 31 December 2008 under the Plan."

BY ORDER OF THE BOARD

Ian Magee
Company Secretary
19 September 2008

NOTES

Explanatory Memorandum

Details of the above items of business are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Voting Entitlement

The Company has determined that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5pm (Perth time) on 26 October 2008, subject to the constitution of the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on the resolution set out in item 5 by any director of the Company (except those not eligible to participate in the Plan) and any of their associates. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with 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.

Proxies

A shareholder who is entitled to attend and vote at the meeting has a right to appoint a proxy and should use the proxy form accompanying this document. The proxy need not be a shareholder.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the portion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a shareholder at the general meeting is suspended if the shareholder is present at the meeting.

The proxy form must be signed and dated by the shareholder or the shareholder's attorney. Joint shareholders must each sign.

Proxy forms and a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- at GPO Box 242, Melbourne VIC 3001; or
- on fax number 1800 783 447,

by no later than 11am (Perth time) on Sunday 26 October 2008.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

EXPLANATORY MEMORANDUM

ITEM 1 - The Annual Report for the year ended 30 June 2008

In accordance with section 317 of the Corporations Act 2001 (Cth) (the "**Corporations Act**"), the Annual Report, Directors' Report and Auditors' Report of the Company for the financial year ended 30 June 2008 will be laid before the meeting.

There is no requirement for a formal resolution on this item of business. A representative from the Company's auditor, Ernst & Young, will be present at the meeting to answer any questions from shareholders relating to the preparation of the Auditors' Report.

ITEM 2 - Adoption of the Remuneration Report for the year ended 30 June 2008

The Corporations Act requires that a resolution must be put to shareholders so that the Remuneration Report of the Company is adopted.

The Remuneration Report to shareholders forms part of the Company's Directors' Report for the year ended 30 June 2008 and is set out on pages 15 to 20 of the Company's 2008 Annual Report. The Annual Report is available for download free of charge from the Company's website at <http://www.centrepointalliance.com.au/pages/asx.asp>.

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for executive directors and non-executive directors and certain executives whose remuneration arrangements are required to be disclosed.

The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

ITEM 3 - Re-election of Mr Richard Nelson as a director

It is a requirement under Article 58 of the constitution that at the Annual General Meeting of the Company each year, one third of the directors must retire from office. The directors to retire are those who have been the longest in office since their last election.

Accordingly, Mr Richard Nelson, a non-executive director, will retire at the end of the Annual General Meeting, and, being eligible for re-election under Article 58 of the constitution, offers himself for re-election.

Richard began his career in finance with AGC in 1972. After reaching the position of regional credit manager, he joined Australia's largest Ford truck and car dealer, Denmac Ford, in the role of General Manager – Finance.

In 1982, Richard, with support from Denis McEniery, founded the Centrepoint Finance Group. The business is now 25 years old and has expanded nationwide. Before 2005, Centrepoint made two major acquisitions, resulting in the Group becoming one of Australia's largest commercial finance brokers. It merged with Alliance Finance in 2005 and Richard was Managing Director until he stepped aside to take on the position of Deputy Chairman and CEO of the Commercial Finance business stream in early 2007. He has since moved into a non-executive role.

The directors recommend (with Mr Richard Nelson abstaining) that shareholders vote in favour of this resolution.

ITEM 4 – Re-election of Mr Martin Kane as a director

Mr Martin Kane, a non-executive director, will also retire at the end of the Annual General Meeting, and, being eligible for re-election under Article 58 of the constitution, offers himself for re-election.

Martin has worked in the Financial Services sector for over 40 years serving at Branch, State and National levels. He was also involved as an executive member of the industry body of the Australian Finance Conference.

Under Martin's management, Centrepoint Alliance Limited (previously Alliance Finance Corporation Limited) developed from his initial start up of the company in 1991 to listing on the ASX in June 2002. Following the merger with Centrepoint in 2005, Martin became an executive director having served as Managing Director for 14 years. He now holds the position of Non-Executive Director and is also currently a Director of Brightwater Care Group Incorporated, a Trustee of the Mullaloo Surf Life Saving Club Inc. and has recently been appointed a Director of Surf Life Saving Western Australia Inc.

The directors recommend (with Mr Martin Kane abstaining) that shareholders vote in favour of this resolution.

ITEM 5 - Mr Richard Cawsey's participation in the Centrepoint Alliance Employee Share Plan (the "Plan")

The Board established the Centrepoint Alliance Employee Share Plan (the "**Plan**") for eligible employees and directors of the Company (including executive directors) last year. The Plan provides participating employees with an opportunity to acquire either fully paid ordinary shares or converting preference shares in the capital of the Company by way of a loan provided by the Company to finance the acquisition of those shares. The Plan, the provision of the loan under the Plan and the rights attaching to the converting preference shares were approved at the Annual General Meeting of the Company last year. The main purpose of the Plan is to provide employees of the Company with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals. The directors of the Company consider that the Plan will assist the Company in retaining and attracting high quality employees.

Listing Rule 10.14 provides that a company must not permit a director of the Company to acquire securities under an employee incentive scheme without obtaining shareholder approval.

Accordingly, shareholder approval is being sought, for the purposes of Listing Rule 10.14, for the acquisition by Mr Richard Cawsey, the managing director of the Company ("**Director**"), of 1 million fully paid ordinary shares ("**Shares**") under the Plan by 31 December 2008.

Listing Rule 10.15 requires that the following information be provided to shareholders in respect of the resolution in item 5:

1. The maximum number of Shares that the Director may acquire under the Plan is 1,000,000.
2. The Shares will be granted by the Company to the Director for a consideration of \$0.30 per Share. This consideration will be funded by the Company providing the Director a loan of \$300,000 (see below).

3. No director has previously been issued securities under the Plan.
4. All directors of the Company are entitled to participate in the Plan. However, subject to shareholders passing the resolution set out in item 5, Mr Richard Cawsey will be the only director to be issued Shares under the Plan in this financial year.
5. The Company will be providing a \$300,000 limited recourse loan in connection with the acquisition of the Shares by the Director under the Plan. In summary, the terms of the loan include:
 - Interest – the Board will determine the rate of interest that is payable (if any) from year to year.
 - Dividends – any dividends paid on the Shares before the loan has been repaid in full will be applied in payment of any interest that has accrued on the loan and in repayment of the principal amount outstanding under the loan.
 - Term – the term of the loan will be 4 years. Accordingly, in relation to Richard Cawsey, the loan will expire no later than 31 December 2012.
 - Sale Proceeds – Upon sale of the Shares, the sale proceeds must be applied firstly towards the repayment of the principal loan amount and any interest that has accrued and the balance (after deducting all costs of the sale), if any, to Richard Cawsey. In the event that the sale proceeds do not cover the entire loan amount or any interest that has accrued, Richard Cawsey will not be liable for the shortfall, unless the sale of his Shares is a result of his employment being terminated for cause (i.e. fraud, theft or gross misconduct).
 - Repayment – Richard Cawsey must repay the loan upon the earlier of the expiry of the loan and the occurrence of a "terminating event" which includes:
 - the giving of a notice to the Company by Richard Cawsey to terminate his participation in the Plan;
 - the early repayment of the loan by Richard Cawsey;
 - Richard Cawsey becoming bankrupt;
 - Richard Cawsey ceasing his employment by way of resignation; and/or
 - any other circumstance as determined by the Board.
 - Security – the Company intends to take security over the Shares issued to Richard Cawsey. Approval for the Company to take security over Shares subject to a loan under the Plan was obtained at the Company's Annual General Meeting last year.



- Recourse – the loan will be a limited recourse loan. Accordingly, Richard Cawsey will not be liable to repay any amount outstanding under the loan after the net proceeds from the sale of his Shares has been applied to repay the loan (and any interest) unless his employment is terminated for cause (such as fraud, theft or gross misconduct).

6. The last date on which the Shares will be issued to the Director will be 31 December 2008.

Obtaining a copy of the rules that govern the Plan

A summary of the rules that govern the Plan was set out in the Company's 2007 Notice of Meeting. A full copy of the rules that govern the Plan can also be obtained without charge from:

Mr Ian Magee
Company Secretary
imagee@centrepointalliance.com.au