

26 September 2018

The Manager, Listings
Australian Securities Exchange
ASX Market Announcements Office
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Manager

2018 NOTICE OF ANNUAL GENERAL MEETING

The following documents will be mailed to shareholders today in relation to the 2018 Annual General Meeting of Centrepoint Alliance Limited to be held on Tuesday, 30 October 2018:

- Notice of Meeting (including the Explanatory Notes);
- Proxy Form;
- 2018 Annual Report (if requested); and
- 2018 Shareholder Review (if requested).

The Company's 2018 Annual Report, 2018 Shareholder Review, Notice of Meeting and Proxy Form are also available on the Company's website www.centrepoinalliance.com.au.

Yours faithfully,



Debra Anderson
Company Secretary

CENTREPOINT ALLIANCE LIMITED

ACN 052 507 507

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Centrepoint Alliance Limited (**Company**) will be held at 10:30am (AEDT) on Tuesday, 30 October 2018 at the office of Deloitte Touche Tohmatsu at Level 10, 550 Bourke Street, Melbourne, Victoria.

Annual financial and other reports

To receive the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2018.

Resolution 1 — adoption of remuneration report

To consider and if thought fit pass the following resolution as a resolution in accordance with section 250R(2) Corporations Act:

"That the remuneration report for the year ended 30 June 2018 be adopted."

Note: The remuneration report is set out on pages 13 to 22 of the Company's 2018 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 — re-election of Georg Chmiel

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

"That Georg Chmiel, who retires by rotation in accordance with rule 58(a)(ii) of the Company's constitution (Constitution) and, being eligible, be re-elected as a director of the Company."

Resolution 3 — Long-Term Incentive Scheme – Selective reduction of capital

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

"That, in accordance with Section 256C(2) of the Corporations Act and for all other purposes, approval is given for the Company to make a selective reduction of capital and cancel a total of 8,050,000 shares held by Centrepoint Alliance Services Pty Ltd as trustee for the Centrepoint Alliance Employee Share Plan Trust in connection with the Company's long-term incentive plan for nil consideration and on the terms and conditions and for the purpose set out in the Explanatory Statement accompanying this Notice."

By order of the Board



Debra Anderson
Company Secretary
26 September 2018

Notes:

VOTING EXCLUSION STATEMENT:

CORPORATIONS ACT

Resolution 1 – The Company will disregard votes cast by a member of the key management personnel details of whose remuneration are included in the remuneration report, or a closely related party of such a member, in accordance with section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 3 – the Company will disregard votes cast in favour of the resolution by Centrepoint Alliance Services Pty Ltd as trustee for the Centrepoint Alliance Share Plan Trust or its associates in accordance with section 256C of the Corporations Act.

LISTING RULES

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

HOW TO VOTE:

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. 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 the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (Sydney time) on Sunday, 28 October 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

- a) at the Company's registered office by:
 - 1) hand delivery or post to Level 9, 10 Bridge St, Sydney, New South Wales, 2000; or
 - 2) facsimile to (02) 8987 3075; or
- b) at Computershare Investor Services Pty Ltd

By mail Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Online At www.investorvote.com.au

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian voting For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Regulation 7.11.37 determination: A determination has been made by the Board 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 7.00pm (Sydney time) on Sunday, 28 October 2018 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This explanatory statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the notice of annual general meeting (**AGM**) of members of Centrepoint Alliance Limited (**Company**) to be held on Tuesday, 30 October 2018.

If you have any questions regarding the matters set out in this explanatory statement (or elsewhere in the notice of AGM), please contact the Company, or your stockbroker or other professional adviser.

2. ANNUAL FINANCIAL AND OTHER REPORTS

The Corporations Act requires that the report of the directors, the auditor's report and the financial report be laid before the AGM.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of shareholders at the AGM on the financial statements and reports.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor for the relevant financial period, Deloitte Touche Tohmatsu, if the question is relevant to:

- the content of the auditor's report; or
- the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by 5.00pm on Tuesday, 23 October 2018. Please send any written questions for the attention of the company secretary at Level 9, 10 Bridge St, Sydney, New South Wales, 2000 or by facsimile to (02) 8987 3075.

3. RESOLUTION 1 — ADOPTION OF REMUNERATION REPORT

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 13 to 22 of the Company's 2018 annual report.

The Corporations Act requires that the remuneration report be put to a vote of shareholders.

The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

As the resolution relates to matters including the remuneration of the directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

4. RESOLUTION 2 — RE-ELECTION OF GEORG CHMIEL

Rule 58(a) of the Constitution states that at each AGM of the Company, directors (other than the managing director) must retire from office if they held office past the third annual general meeting or 3 years since the Director's last election, or where there is no director to retire under rule 58(a)(i), the director (or directors) to retire is the director (or directors) who has been longest in office since last being elected rule 58(a)(ii). A retiring director is eligible for re-election.

In accordance with these requirements, Georg Chmiel retires under rule 58(a)(ii) at this year's AGM and, being eligible, stands for re-election.

Mr Chmiel brings over 23 years of experience in the financial services industry, online media and real estate industry. Mr Chmiel is currently Chief Financial Officer of iFlix Group. Previously he was Managing Director and CEO of iProperty Group, the owner of Asia's No. 1 network of property portal sites and related real estate services. He played a key role in finalising the sale of iProperty Group to REA Group, Southeast Asia's largest ever internet buyout. Prior to iProperty Group, Mr Chmiel was Managing Director and CEO of LJ Hooker Group with 700 offices across nine countries providing residential and commercial real estate as well as financial services.

Mr Chmiel holds a Master of Business Administration from INSEAD, a Diplom-Informatiker (Computer Science Degree) from Technische Universität München and is a member of the American Institute of Certified Public Accountants and a Fellow of the Australian Institute of Company Directors.

Mr Chmiel was appointed as Non-Executive Director of the Company on 7 October 2016. Mr Chmiel was appointed as Non-Executive Director of the Company on 7 October 2016.

In addition to his role as a non-executive member of the Centrepoint Board, Mr Chmiel is Chair of the Group Audit, Risk and Compliance Committee.

Mr Chmiel is currently a non-executive director and Chair of iCar Asia Limited (ASX: ICQ). He is also a non-executive director of Mitula Group Limited (ASX: MUA).

The directors (other than Mr Chmiel) recommend that shareholders vote in favour of resolution 2.

5. RESOLUTION 3 — LONG-TERM INCENTIVE SCHEME – SELECTIVE REDUCTION OF CAPITAL

The Company's long-term incentive plan (**LTIP**) was approved by shareholders at the Company's annual general meeting held on 29 November 2016.

The terms of the LTIP require that a trust be established for the purpose of holding, transferring or allocating shares or rights in connection with the LTIP. The Centrepoint Alliance Employee Share Plan Trust was established for this purpose and the trustee of this trust is Centrepoint Alliance Services Pty Ltd, a wholly-owned subsidiary of the Company.

It is proposed that the Company undertake a selective reduction of capital, and cancellation, of 8,050,000 shares held by Centrepoint Alliance Services Pty Ltd as trustee for the Centrepoint Alliance Employee Share Plan Trust under section 256B of the Corporations Act. These shares have not vested under the terms of the LTIP and the Board has determined that the most appropriate way to deal with them is to undertake a selective reduction of capital of them.

Section 256B(1) of the Corporations Act provides that a company may reduce its share capital in a way that is not authorised by law if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C of the Corporations Act.

Further, because the proposed reduction of capital will only apply to shares held by Centrepont Alliance Services Pty Ltd as trustee for the Centrepont Alliance Employee Share Plan Trust, the proposed reduction of capital is a selective reduction for the purposes of section 256B(2) of the Corporations Act.

In respect of paragraphs (a) and (b) above, it is noted that the proposed reduction of capital will be undertaken for nil consideration and that, because the proposed reduction involves a cancellation of those shares, following the reduction there will be fewer shares in the Company on issue. On that basis, the directors consider that those requirements are satisfied.

In respect of paragraph (c) above, this requirement will be satisfied if the reduction is approved by:

- i. a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced, or by their associates; and
- ii. a special resolution passed at a meeting of the shareholders whose shares are to be cancelled.

Resolution 3 deals with the approval in (i) above.

In respect of the approval in (ii) above, it is noted that immediately after this meeting, there will be a meeting (the **Special Meeting**) of Centrepont Alliance Services Pty Ltd as trustee for the Centrepont Alliance Employee Share Plan Trust, as the only shareholder whose shares are proposed to be reduced and cancelled, to consider and if thought fit approve the proposed reduction of capital. The required approval is sought in resolution 1 of the Special Meeting. Accordingly, the shareholder approval requirement under section 256B(1)(c) of the Corporations Act will only be satisfied if both resolution 3 of this meeting, and resolution 1 of the Special Meeting, are passed.

The directors recommend that shareholders vote in favour of resolution 3.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited.

“**Board**” means the board of directors from time to time.

“**Chairman**” means the chairman of the Board.

“**Company**” means Centrepont Alliance Limited ACN 052 507 507.

“**Constitution**” means the constitution of the Company from time to time.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**Explanatory Statement**” means this explanatory statement.

“**Listing Rules**” means the Listing Rules of the ASX.

“**Notice**” or “**Notice of Annual General Meeting**” means the notice of annual general meeting which accompanies this Explanatory Statement.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1300 763 925
 (outside Australia) +61 3 9415 4870

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 181774

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:30am (AEDT) Sunday, 28 October 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
 or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Centrepoint Alliance Limited hereby appoint

the Chairman of the Meeting **OR**

 **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Centrepoint Alliance Limited to be held at the office of Deloitte Touche Tohmatsu at Level 10, 550 Bourke Street, Melbourne, Victoria on Tuesday, 30 October 2018 at 10:30am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Georg Chmiel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Long-Term Incentive Scheme – Selective reduction of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____