

24 October 2017

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

Dear Manager

2017 NOTICE OF ANNUAL GENERAL MEETING

The following documents will be mailed to shareholders today in relation to the 2017 Annual General Meeting of Centrepont Alliance Limited to be held on Tuesday, 28 November 2017:

- Notice of Meeting (including the Explanatory Notes);
- Proxy Form; and
- 2017 Annual Report (if requested)

The Company's 2017 Annual Report, Notice of Meeting and Proxy Form are also available on the Company's website www.centrepontalliance.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 (Sydney time) on Tuesday, 28 November 2017 at the office of Deloitte Touche Tohmatsu at Grosvenor Place, Level 10, 225 George Street, Sydney, New South Wales.

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 2017.

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 2017 be adopted."

Note: The remuneration report is set out on pages 15 to 23 of the Company's 2017 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 — re-election of Martin Pretty

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

"That Martin Pretty, 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 — re-election of Alan Fisher

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

"That Alan Fisher, 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 4 — renewal of proportional takeover provisions

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

"That the proportional takeover approval provisions contained in rule 86 of the Company's constitution be granted effect for a further three years, effective on and from the day on which this resolution is passed."

By order of the Board



Debra Anderson
Company Secretary
24 October 2017

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 contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

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, 26 November 2017. 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, 26 November 2017 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, 28 November 2017.

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, 21 November 2017. 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 15 to 23 of the Company's 2017 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 MARTIN PRETTY

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, Martin Pretty retires under rule 58(a)(ii) at this year's AGM and, being eligible, stands for re-election.

Mr Pretty is currently a consultant with the Thorney Investment Group, a substantial shareholder, and brings to the Board over 17 years' experience in the finance sector. The majority of this experience was gained within ASX-listed financial services businesses, including Hub24, Bell Financial Group and IWL Limited. He has also previously worked as a finance journalist with The Australian Financial Review.

Mr Pretty holds a Bachelor of Arts (Honours) from The University of Melbourne, and a Graduate Diploma of Applied Finance from Finsia. Martin is a CFA charterholder.

Mr Pretty was appointed as Non-Executive Director of the Company on 27 June 2014.

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

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

5. RESOLUTION 3 — RE-ELECTION OF ALAN FISHER

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, Alan Fisher retires under rule 58(a)(ii) at this year's AGM and, being eligible, stands for re-election.

Mr Fisher was appointed Chairman of the Company on 12 November 2015.

Mr Fisher has extensive and proven experience in restoring and enhancing shareholder value. He spent 24 years at world-leading accounting firm Coopers & Lybrand where he headed and grew the Melbourne Corporate Finance Division. Following this tenure Alan developed his own corporate advisory business and in the last 20 years has specialised in M&A, strategic advice, business restructurings and capital raisings. He is also managing director of DMC Corporate and Fisher Corporate Advisory. Mr Fisher has previously held the position of CEO of Pental Limited where he was instrumental in its successful restructuring.

Mr Fisher holds a Bachelor of Commerce from Melbourne University, is a Fellow of the Institute of Chartered Accountants and a Member of the Australian Institute of Company Directors.

Mr Fisher is currently a non-executive director and chair of the audit and risk committee of Thorney Technologies Ltd (ASX:TEK), IDT Australia Limited (ASX:IDT) and Bionomics Limited (ASX:BNO).

In addition to his role as Chair of the Centrepont Board, Mr Fisher is a member of the Nomination, Remuneration & Governance Committee.

The directors (other than Mr Fisher) recommend that shareholders vote in favour of resolution 3.

6. RESOLUTION 4 — RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

Rule 86 of the Company's constitution includes proportional takeover approval provisions which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The provisions contained in the Company's constitution were adopted by shareholders on 23 November 2009, last renewed by shareholders on 27 November 2014 and therefore cease to apply on and from 27 November 2017.

The Company is seeking shareholder approval to renew these provisions under the Corporations Act. The proportional takeover bid provisions are identical to those adopted and renewed by shareholders on 23 November 2009 and 27 November 2014, respectively. The Corporations Act requires the Company to provide shareholders with an explanation of the proportional takeover approval provisions as set out below.

What is a proportional takeover bid

A proportional takeover bid is a takeover offer sent to shareholders but only for a specified portion of each shareholder's securities. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

Effect of renewal

If renewed, under existing rule 86, and if a proportional takeover offer is made to shareholders, the board is required to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover.

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASIC Operating Rules and the Company's constitution. If the resolution is rejected then, under the Corporations Act, the offer is deemed to be withdrawn.

Reasons for proposing the resolution

The directors consider that shareholders should have the opportunity to renew rule 86 in the Company's constitution. Without rule 86 a proportional takeover bid for the Company may enable effective control of the Company to be acquired without shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of control passing to the

bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Without rule 86, if there was a proportional takeover bid and shareholders considered that control of the Company was likely to pass, shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 86 of the Company's constitution will make this situation less likely by permitting shareholders to decide whether a proportional takeover bid should be permitted to proceed.

No knowledge of present acquisition proposals

As at the date of this notice, no director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages

The renewal of rule 86 will enable the directors to formally ascertain the views of shareholders about a proportional takeover bid. Without these provisions, the directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the directors consider that renewal of rule 86 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The directors consider that renewing rule 86 benefits all shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of shareholders called specifically to vote on the proposal. Accordingly, shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of shareholders assists each individual shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

As to the possible disadvantages to shareholders of renewing rule 86, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Rule 86 may also be considered an additional restriction on the ability of individual shareholders to deal freely in their securities.

The directors consider that there are no other advantages and disadvantages for directors and shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.

On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of rule 86 is in the interest of shareholders.

The directors recommend that shareholders vote in favour of resolution 4.

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.

CAF
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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: 999999

SRN/HIN: I9999999999 PIN: 99999

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 (Sydney time) Sunday, 26 November 2017**

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** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 Grosvenor Place, Level 10, 225 George Street, Sydney, New South Wales on Tuesday, 28 November 2017 at 10:30am (Sydney time) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 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 Martin Pretty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Alan Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Renewal of Proportional Takeover Provisions	<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 ____ / ____ / ____