

CENTURY AUSTRALIA

INVESTMENTS LIMITED



CHAIRMAN'S ADDRESS

Extraordinary General Meeting of Shareholders

Tuesday 18 April 2017

Dear Shareholder

Century Australia Investments Limited (the Company) is pleased to present for your consideration the Proposed Transactions, being a proposed Buy-Back of your Shares, a Recapitalisation and Change of Investment Manager for the Company.

Background

Since 2014, the Company has been exploring various capital management initiatives aimed at allowing Shareholders the opportunity to liquidate their holding in the Company at close to net tangible asset backing per share given the Share price was consistently trading at a discount to the NTA.

On 13 December 2016, the Company received a proposal from Wilson Asset Management which was also announced on market. This proposal provides current Shareholders an opportunity to have an investment in a recapitalised vehicle managed by Wilson Asset Management or to liquidate their investment at close to NTA.

As announced, the Independent Directors believe that Shareholders should have the opportunity to consider these Proposed Transactions.

Proposed Transactions

I am pleased to now present to you the opportunity to consider and vote on Resolutions for the Proposed Transactions. If passed, these Resolutions will enable the Company to:

- offer to buy-back and cancel its existing Shares including the substantial interest held by the WAM Group;
- recapitalise the Company by way of a Public Offer of new Shares (in which GW Holdings (an entity controlled by Geoff Wilson) will participate at the Public Offer Price for up to \$2 million of Shares); and
- Change the investment manager of the Company to MAM Pty Limited, a member of Wilson Asset Management and experienced LIC manager and appoint Chris Stott, Chief Investment Officer of Wilson Asset Management, as a Director.

The Resolutions are inter-conditional and all must be passed as a package by Shareholders.

If the Resolutions are approved, the Board intends to declare its Interim of 1.6 cents per share and a Special Dividend of 1.1 cents per share both fully franked. The Directors, have decided to pay shareholders a special dividend on the basis that all franking credits available to the company are paid to Shareholders on the register of members of the Company at the record date of 24 April 2017 and payment date of 10th May 2017. Shareholders will receive these dividends irrespective of whether they participate in the Buy-Back.

Directors' recommendations

The Independent Directors Ross Finley, Stephen Menzies and myself, support the Buy-Back and the Recapitalisation as it provides Shareholders with an ability to either exit their investment at close to NTA or increase their investment with a recognised LIC manager if they wish.

We make no recommendations in relation to the Change of Investment Manager or as to how to vote on Resolutions 5 and 6 as we consider that these matters are decisions that need to be made by each Shareholder individually. The Independent Directors intend to continue as Shareholders and remain on the Board irrespective of whether the Proposed Transactions are implemented.

Robert Turner
Chairman

CENTURY
AUSTRALIA
INVESTMENTS LIMITED



Extraordinary General Meeting

Tuesday 18 April 2017

2.00pm

Delivering **regular income** and **long-term growth** to investors through
a **focused and disciplined** investment strategy

Agenda

- **Ordinary business**
 - Chairman's Address
 - Voting on Proposed Transactions

- **Presentation by Geoff Wilson , Chairman Wilson Asset Management**

Chairman's Address

- Since 2014 Company has been exploring initiatives aimed at allowing shareholders to liquidate at close to NTA.
- WAMI submitted a proposal to restructure the Company on 13 December 2016, which the Independent Directors believe Shareholders should consider.
- The proposed transactions allow shareholders to invest further in a recapitalised vehicle or liquidate their investment at close to NTA.

Chairman's Address

Proposed Transactions

Buy-Back

- Under the Buy-Back eligible shareholders (including WAM) will be able to offer up 100% of their Shares at Close to NTA

Recapitalisation

- Public Offer of Shares
- GW Holdings (an entity controlled by Geoff Wilson) subscribing for Shares for a total subscription price of up to \$2 million

Change in Investment Manager

- Appointment of MAM, part of the WAM Group, and experienced LIC manager; and
- Appointment of Chris Stott as a Director

Resolutions – Shareholder Approval

Resolution 1 - Buyback

“That, subject to and conditional on all other Resolutions being passed, the terms of the buy-back agreements under which the Company will buy-back Shares on the terms set out in the Explanatory Memorandum are approved.”

Resolution 2 - Participation of WAM Group in Buy-Back at Buy-Back Price

“That, subject to and conditional on all other Resolutions being passed, the acquisition by the Company of up to 25,554,472 Shares from the WAM Group at the Buy-Back Price as part of the Buy-Back is approved.”

Resolutions – Shareholder Approval

Resolution 3 - Public Offer

“That, subject to and conditional on all other Resolutions being passed, the issue of a maximum of 85,000,000 Shares on the terms described in the Explanatory Memorandum to applicants under the Prospectus is approved.”

Resolution 4 - Participation of GW Holdings in Public Offer at the Public Offer Price

“That, subject to and conditional on all other Resolutions being passed, the subscription for a maximum of 2,500,000 Shares by GW Holdings under, and as part of, the Public Offer at the Public Offer Price as set out in this Explanatory Memorandum is approved.”

Resolutions – Shareholder Approval

Resolution 5 - New Manager Appointment

“That, subject to and conditional on all other Resolutions being passed, the appointment of MAM as the investment manager of the Company on the terms described in the Explanatory Memorandum is approved.”

Resolution 6 – Director Appointment

“That, subject to and conditional on all other Resolutions being passed, Mr Chris Stott be appointed as a Director of the Company.”

Resolution Proxies Received

	Holdings	For	Against	Open	Abstain
1. Buyback	236	11,441,170	495,030	588,832	170,191
2. Participation of WAM Group in Buy-Back at Buy-Back Price	236	11,211,394	650,221	637,936	195,672
3. Public Offer	235	10,840,751	583,872	624,137	321,463
4. Participation of GW Holdings in Public Offer at the Public Offer Price	236	11,019,275	706,810	641,675	327,463
5. New Manager Appointment	236	11,042,793	561,947	632,675	457,808
6. New Director Appointment	236	11,227,493	541,050	632,675	294,005