

23 June 2017

The Manager
Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Notice of Annual General Meeting and Proxy Form

Attached are the following documents that are being sent to shareholders of Oceania Capital Partners Limited (ASX: OCP):

- Notice of Annual General Meeting
- Proxy Form

Yours faithfully,



Lionel Baldwin
Company Secretary

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Oceania Capital Partners Limited ACN 111 554 360 (“the Company”) will be held as follows:

Date: 4 August 2017

Time: 10.30am

Venue: Computershare
Level 4, 60 Carrington Street
Sydney, NSW

Item 1: Financial Reports (no resolution required)

To receive and consider the Financial Report of the Company and the reports from the Directors and Auditor for the year ended 31 March 2017.

Item 2: Remuneration Report (non-binding resolution)

To consider, and if thought fit, pass the following resolution as a non-binding, ordinary resolution:

“That the Remuneration Report that forms part of the Directors Report of the Company for the financial year ended 31 March 2017 be adopted”.

(Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company, although the outcome of the vote may affect the business to be conducted at the Company’s Annual General Meeting in 2018. See the Explanatory Notes for more information.)

Item 3: Election or Re-election of Directors

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

3.1 *“That Robert Moran, who retires by rotation in accordance with Article 9.3 of the Company’s Constitution, be re-elected as a Director of the Company”.*

(See the Explanatory Notes for information on the Director offering himself for re-election).

* * *

IMPORTANT NOTES

Registration at meeting

The Annual General Meeting is a meeting of shareholders and their representatives. Accordingly, in order to enter the meeting, it will be necessary for all attendees to register their attendance and be issued with an admission card. A registration desk will be located in the foyer.

At the discretion of the Company and subject to capacity, visitors will be allowed to enter the meeting. All visitors must also register before entering the meeting room.

Eligibility to vote

The Board of the Company has determined that, for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 7.00 pm (Sydney time) on 2 August 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

If you wish to vote in person, you must attend the Annual General Meeting. If you cannot attend the meeting, you may vote by proxy, attorney or by appointing a corporate representative if you are a body corporate.

Proxies

Number of proxies and proportion of votes per proxy

A shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote in their place. The appointment may specify the proportion or number of votes that the proxy may cast. A shareholder entitled to cast two or more votes may appoint a maximum of two proxies to attend and vote in their place and specify the proportion or number of votes which each proxy may exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Any fraction of a vote resulting from a shareholder appointing two proxies who are entitled to exercise the shareholder's voting rights in respect of a proportion of the shareholder's shares is to be disregarded.

Proxy need not be shareholder

A proxy need not be a shareholder of the Company.

Proxy may be individual or body corporate

A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form the name of the body corporate appointed as proxy.

Directing your proxy

You can direct your proxy how to vote by marking the “for”, “against” or “abstain” boxes on the proxy form. If you choose to direct your proxy in relation to any resolution, but do not correctly mark either the “for”, “against” or “abstain” box in relation to that resolution, the proxy’s vote on that resolution will be invalid.

If you do not direct your proxy how to vote, that person may vote, or abstain from voting at their discretion, subject to the limitations noted below.

Remuneration related resolutions

Key Management Personnel (“KMP”) of the Company (which includes all of the Directors) will not be able to vote your proxy on Item 2 (Remuneration Report) unless you direct them how to vote or, in the case of the Chairman of the Meeting, unless you expressly authorise him to do so. If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) as your proxy, you can direct them how to vote on Item 2 by following the instructions on the proxy form.

If the Chairman of the Meeting is or becomes your proxy for Item 2, you can direct him how to vote in the usual way. If you do not direct him how to vote, by signing and submitting the proxy form, you expressly authorise him to exercise the proxy in respect of Item 2 even though it is connected with to the remuneration of members of KMP.

The Chairman of the Meeting intends to vote all proxies available to him in favour of all resolutions.

Lodgement of proxy forms

A proxy form is enclosed with this Notice of Annual General Meeting. A proxy form and the authority (if any) under which it is signed or a certified copy of that authority must be returned by no later than 10.30am on 2 August 2017.

Please send your completed proxy form by mail or fax or deliver it to:

By mail:
Computershare Investor Services Pty Limited
GPO Box 242

MELBOURNE VIC 3001
AUSTRALIA

Fax:
1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

For delivery:
Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
SYDNEY NSW 2000
AUSTRALIA

Custodians:
Intermediary Online subscribers only (custodians) may lodge proxy instructions via www.intermediaryonline.com, to be received no later than 10.30am (Sydney time) on 2 August 2017.

Proxy forms may also be delivered or mailed to the Company's registered office at Suite 61, Level 3, 14 Narabang Way, Belrose, NSW 2085, Australia, by no later than 10.30am on 2 August 2017.

Body corporate representatives

A body corporate which is a shareholder of the Company may appoint an individual to act as its corporate representative. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth). The representative should bring to the meeting evidence of his or her appointment, including any authority (or a certified copy of the authority) under which it is signed.

Poll

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or authorised representative has one vote for every ordinary share that they hold.

Voting restrictions

Item 2: Remuneration Report

In accordance with the Corporations Act, no member of the key management personnel, nor their closely related parties, may vote on the resolution in Item 2 ("Remuneration Report").

Accordingly the Company will disregard votes cast by or on behalf of those persons in relation to Item 2. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authority on the proxy form to vote as the proxy decides.

By order of the Board



Lionel Baldwin
Company Secretary
23 June 2017

ANNUAL GENERAL MEETING - 4 August 2017

EXPLANATORY NOTES

Oceania Capital Partners Limited ACN 111 554 360 (“the Company”)

Detailed below are explanatory notes relating to the items of business to be considered at the Annual General Meeting (AGM). Shareholders will have a reasonable opportunity to ask questions or make comments on each item of business.

Item 1: Financial Reports

The Corporations Act requires the Company’s Financial Report, the Directors’ Report and the Auditor’s Report in respect of the year ended 31 March 2017 to be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about these reports, or to ask questions about or make comments on the management of the Company.

A suitably qualified member of the audit team that conducted the audit will attend the meeting. Shareholders at the meeting will be given a reasonable opportunity to ask the representative of the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor’s Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders entitled to vote at the AGM may also submit a written question to the Auditor that relates to:

- the content of the Auditor’s report to be considered at the meeting; and
- the conduct of the audit of the financial report to be considered at the meeting.

Any shareholder who wishes to submit a written question to the Auditor on these matters must submit that question in writing to the Company Secretary, Oceania Capital Partners Limited, at Suite 61, Level 3, 14 Narabang Way, Belrose, NSW 2085, no later than 28 July 2017. The Company will then pass the questions on to the Auditor for consideration. A list of questions that the Auditor considers relevant to the matters outlined above will be made available by the Company to shareholders at the meeting.

Item 2: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 31 March 2017. The Remuneration Report forms part of the Directors' Report. The Remuneration Report:

- discusses the Company's policy on remuneration of executive and non-executive directors and senior executives and the link between remuneration and the Company's performance; and
- details the remuneration arrangements in place for each Director and senior executive.

In accordance with the Corporations Act, the vote on this item is advisory and will not bind the Directors or the Company. However, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which the Directors (other than the Managing Director) would be subject to re-election.

Shareholders will be given the opportunity to comment on and ask questions about the Remuneration Report. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Each Director recommends that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Item 3: Re-election of Director

Article 9.3 of the Company's Constitution requires that at every annual general meeting of shareholders, one third of the Directors must retire from office. Any such Director or Directors may seek re-election as a Director if eligible to do so.

Article 10.10 of the Company's Constitution exempts one Managing Director from retirement under Article 9.3. The Company has not designated either of the two Executive Directors as the Managing Director, for the purposes of Article 10.10.

Re- election of Robert Moran

Robert Moran retires in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.

The Board does not consider Robert Moran to be an Independent Director. He has been involved as a principal investor for over 15 years at a board and strategic level in a variety of businesses and sectors and taking an active involvement in the underlying businesses.

He is experienced in investment banking activities, including financings, capital raisings, mergers and acquisitions and has practiced corporate and commercial law at a senior level. Robert represents the Company's interests as a director of BC Holdings Limited ("BC Holdings") and is a member of the BC Holdings Remuneration Committee. He represents the Company as a director of EON Broadcasting Pty Ltd, Sunshine Coast Broadcasters Pty Ltd, EON 2CH Pty Ltd and Radio 2CH Pty Ltd. Robert previously represented the Company as non-executive Chairman of Signature Security Group (from January 2006 until 29 April 2011), as a director of iSOFT Group Limited (from November 2008 until 29 July 2011) and as director of Keybridge Capital Limited from January 2013 to February 2014. He was also Chairman of the iSOFT and Signature Remuneration Committees and a member of the Signature Audit Committee.

Each Director of the Company, other than Robert Moran, having considered the performance of Robert Moran since his appointment and his skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to re-elect Robert Moran as a Director of the Company.

* * *

Lodge your vote:



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 850 505
(outside Australia) +61 3 9415 4000

OCP

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

Proxy Form

 For your vote to be effective it must be received by 10.30am (Sydney time) Wednesday, 2 August 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

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.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Oceania Capital Partners 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 Oceania Capital Partners Limited to be held at Computershare Level 4, 60 Carrington Street, Sydney NSW on Friday 4 August 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 Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 Item 2 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
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Director - Robert Moran	<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

OCP

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Computershare +