

CENTURY
AUSTRALIA
INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting (**AGM**) of Century Australia Investments Limited (ABN 11 107 772 761) (**Century Australia or Company**) will be held in the **AGL Theatre, Level 2, Museum of Sydney, Cnr Bridge and Phillip Street, Sydney** on **Friday 7th November 2014** at **3pm**.

ORDINARY BUSINESS

Item 1: To discuss the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2014.

Note: There is no requirement for shareholders to approve these reports.

Resolution 1: Re-election of Stephen Menzies as a Director
In accordance with Century Australia's Constitution and Listing Rule 14.4, to consider and, if thought fit, pass the following as an ordinary resolution:

To re-elect Stephen Menzies as a Director of the Company, who retires in accordance with the Company's constitution and being eligible, offers himself for re-election.

Note: The non-candidate directors unanimously support the re-election of Stephen Menzies. The Chairman of the meeting intends to vote undirected proxies in favour of Stephen Menzies' re-election.

Resolution 2: Re-election of Geoff Wilson as a Director
In accordance with Century Australia's Constitution and Listing Rule 14.4, to consider and, if thought fit, pass the following as an ordinary resolution:

To re-elect Geoff Wilson as a Director of the Company.

Note: The non-candidate directors unanimously support the election of Geoff Wilson. The Chairman of the meeting intends to vote undirected proxies in favour of Geoff Wilson's election.

Resolution 3: Adoption of Remuneration Report
To consider, and if thought fit to pass, the following resolution as an ordinary resolution:

In accordance with Section 250R of the Corporations Act, the Company adopts the Remuneration Report for the year ended 30 June 2014 in the form set out in the Directors Report.

NOTE: In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by:

- (a) a member of the key management personnel, which comprises the Directors and Company Secretary only, as there are no employees of the Company (details of whose remuneration are included in the remuneration report); or
- (b) a closely related party of such a member.

However, a Director or the Company Secretary may cast a vote on the resolution if the Director or Company Secretary does so as a proxy appointed by writing that specifies how the proxy is to vote

on the proposed resolution and the vote is not cast on behalf of a Director or the Company Secretary whose remuneration details are included in the remuneration report.

The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 4: Approval of Buyback

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

That the Company approve, for the purposes of section 257C of the Corporations Act 2001 and for all other purposes, the on-market buy-back of up to 15,937,899 Shares, being 20% of the Shares on issue as at the date of this Notice on the terms and conditions set out in the Explanatory Memorandum.

PROXIES

All Shareholders are entitled to appoint a proxy to attend and vote in their absence. Proxies do not need to be Shareholders of the Company and Shareholders may appoint not more than two proxies. If you intend to appoint a proxy (or proxies) you must complete and duly execute the proxy form attached to this Notice and lodge it with the Company by any of the following means 48 hours before the time for holding the AGM as set out above.

The Chair of the meeting may exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a Director or the Company Secretary of the Company as long as the vote is not cast on behalf of a Director or the Company Secretary of the Company whose remuneration details are included in the remuneration report.

Hand deliveries	Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000
Postal address:	Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
Fax number:	02 9287 0309 – within Australia +61 2 9287 0309 – from overseas

ENTITLEMENT TO VOTE

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the AGM all shares will be taken to be held by the persons who held them as registered Shareholders at 7pm on **Wednesday 5th November 2014**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

By order of the Board

Peter Roberts
Company Secretary
22 September 2014

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Item 1 - Annual Financial Statements:

The Corporations Act requires:

- The reports of the Directors and Auditors; and
- The Financial Report, including the Financial Statements of Century Australia for the year ended 30 June 2014;

to be laid before the Annual General Meeting.

Neither the Corporations Act nor Century Australia's Constitution requires a vote of Shareholders on the reports or statements other than the non-binding vote in respect of the Remuneration Report, forming part of the Directors' report (refer to resolution 3). However, Shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements at the meeting.

Further, a reasonable opportunity will be given to Shareholders at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 - Re-election of Stephen Menzies as a Director – ordinary resolution

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Mr Menzies has been a Director since 2006 and was last re-elected to the Board on 25 October 2011. Accordingly Mr Menzies is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Mr Menzies is Chairman of the Audit Committee and is a Non-Executive Director. Mr Menzies is a corporate lawyer with a broad policy and regulatory background. He specialises in securities issues, product development, funds management, corporate finance and new technologies. Stephen brings a wealth of experience in corporate structuring and corporate finance. During the past three years Mr Menzies has not served as a Director of any other ASX listed companies.

The non-candidate directors unanimously support the re-election of Mr Stephen Menzies.

Resolution 2 – Re-election of Geoff Wilson as a Director – ordinary resolution

Under Listing Rule 14.4, a director appointed to fill a casual vacancy must not hold office without re-election past the next annual general meeting of the Company.

Mr Wilson was appointed a Director on 22 September 2014 to fill a casual vacancy. Accordingly Mr Wilson is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Mr Wilson has 34 years experience in the Australian and international securities industry. He holds a Bachelor of Science Degree and a Graduate Management Qualification. He is also a Fellow of the Institute of Company Directors and a Fellow of the Securities Institute of Australia. Mr Wilson represents the largest shareholding group in Century Australia as a director of Wilson Asset Management (International) Pty Limited.

The non-candidate directors unanimously support the re-election of Mr Geoff Wilson.

Resolution 3 - Remuneration Report of the Company

The current policy in relation to the remuneration of directors is set out under the "Remuneration Report" heading in the Directors Report. Total remuneration payable to directors is limited to \$120,000 per annum (inclusive of superannuation). No change to the total Directors remuneration is proposed for the 2014 financial year.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of Shareholders and Shareholders have the opportunity to discuss the Remuneration Report at the Annual General Meeting. However, under Section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and is not binding on the Company or its directors.

If 25% or more of the 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 all of the Company's directors (other than the Managing Director and CEO) must go up for re-election (**Spill Resolution**).

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this AGM.

Resolution 4 – On-market buy-back

1. Overview

The Company has previously made announcements in relation to a capital management proposal (**Proposal**), the purpose of which was to ensure Shareholders had the opportunity to liquidate their holding in the Company at close to NTA. The Proposal was to be brought forward at the AGM.

On 18 August 2014, the Company announced that after canvassing alternatives informally with Shareholders and considering the likely costs of unsuccessfully seeking Shareholder approval for a winding up of the Company, the Board did not consider that it was in the best interests of the Shareholders at the time to proceed with the Proposal. The announcement further stated that the Board continued to actively consider other capital management alternatives, including implementing a share buy-back with the objective of providing liquidity to Shareholders at close to NTA.

As an alternative to the Proposal, the Company is seeking Shareholder approval to buy-back Shares on-market. If Shareholders approve the buy-back, the Company will be permitted to buy back up to 15,937,899 Shares, representing 20% of the number of Shares it has on issue as at the date of this Notice on-market, over the 12 months following the AGM.

Effective from Monday 10 November 2014, being the first business day following the company's Annual General Meeting, Century Australia will commence an on market buy back in which the Company will offer to buy back Shares at a maximum price of 98.5% of NTA less deferred tax balances, subject at all times to Listing Rule 7.33, during the one month period from 10 November 2014. Under Listing Rule 7.33, Century Australia may only buy back shares at a price which is not more than 5% above the volume weighted average market price for the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which a purchase under the buy-back is made. If after the one month period from 10 November 2014 not all 15,937,899 Shares have been bought-back, the Company may, during the remainder of the 12 month buy-back period, buy-back the remaining Shares on-market at the applicable market price, subject to Listing Rule 7.33.

Should this resolution not be passed by Shareholders, and at the Board's discretion, the Company proposes to implement, with effect on and from 10 November 2012, an on-market buyback of up to 10% of the of the smallest number of voting Shares that the Company had on issue during the 12 months preceding the buy-back (**10/12 Limit**). The

10/12 Limit represents the the maximum number of Shares the Company can buy-back without Shareholder approval.

As with the 20% buy-back, the Company would offer to buy-back Shares under this buy-back at a maximum price of 98.5% of NTA less deferred tax balances, during the one month period from 10 November 2014, subject at all times to Listing Rule 7.33. If after the one month period from 10 November 2014 not all the relevant Shares represented by the 10/12 Limit have been bought-back, the Company may buy-back the remaining Shares on-market at the applicable market price, subject to Listing Rule 7.33.

If the full 20% of share capital is bought back, there may be adverse implications for the ongoing scale of the Company, and therefore its management expense ratio. Should this occur, the Board will investigate options in relation to the Company's capital structure.

This Explanatory Memorandum sets out information that is material to the Shareholders' decision on how to vote on the buy-back resolution, including the reasons for the buy-back, the applicable terms, the financial implications and the possible advantages and disadvantages of the on-market buy-back program.

2. Purpose of the buy-back

The purpose of the buy-back resolution is to provide liquidity which would otherwise not be available, to allow investors an opportunity to realise their investment at close to NTA. Under the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company must obtain the approval of its Shareholders in order to buy-back more Shares than those represented by the 10/12 Limit.

Resolution 4 will be approved if more than 50% of votes cast at the General Meeting on the resolution are in favor of the proposed on-market buy-back.

If the approval is given, the Company will be able to implement a buy-back scheme to buy-back Shares on and from 10 November 2014, on the terms outlined in this Explanatory Memorandum.

If the approval is not given, then the Company intends to implement an on-market Share buy-back program without Shareholder approval on and from 10 November 2014 on the terms outlined in this Explanatory Memorandum, and after lodging all necessary regulatory notices with ASIC and ASX. Since this buy-back program will not have Shareholder approval, the number of Shares bought back pursuant to it cannot exceed the number represented by the 10/12 Limit.

3. Reasons for the Buy-back

The on-market buy-back program has been proposed by the Board as an alternative to the Proposal, given that the Board did not consider that it was in the best interests of the Shareholders to proceed with the Proposal.

The objective of the proposed on-market buy-back is to provide liquidity to Shareholders at close to NTA.

4. Director's Recommendation

The Directors recommend that Shareholders vote in favour of the Resolution 4.

However in deciding how to vote, Shareholders should be aware that, among other things, some of the disadvantages of the buy-back include:

- the Company's net assets will be reduced by the amount expended on the buy-backs;
- the buy-backs may provide some liquidity in the Shares in the short term however will likely result in reducing the liquidity in the Shares in the long term due to a smaller number of Shares on issue for trading; and

- the costs of the Company will be proportionately borne by a smaller base of remaining shareholders. This will be magnified if all 15,937,899 Shares are bought back as proposed.

Shareholders wishing to participate in the buyback must arrange to sell their shares through their stock broker. It is possible that the total quantity of sell orders will exceed the total quantity of buy orders throughout the period in which the buy-back is conducted, and as a result, not all shareholders who wish to realise their Shares will be able to do so at close to NTA.

The general advantages of an on-market buy-back include the following:

- purchases on-market can be tailored to changing market conditions;
- the Company has complete flexibility to adjust the volume of Shares bought and can stop buying at any time; and
- implementation of an on-market buy-back is simple and cost effective.

The Directors consider the advantage of the on market buy-back is that it will provide liquidity which would otherwise not be available, to allow investors an opportunity to realise their investment at close to NTA.

With respect to the proposed buy-back, the maximum price the Company will pay to buy-back any Share is 98.5% of NTA (less deferred tax).

5. Outline of on-market buy-backs

An on-market buy-back involves the Company buying Shares in the ordinary course of trading at the prevailing market price on the ASX, in the same way as any other market transaction.

The implementation of an on-market buy-back is regulated by both ASIC and the ASX. In particular, the ASX Listing Rules prescribe that the buy-back price must not be more than 5% above the average of the closing market prices for Shares in the Company over the previous 5 days trading in which sales were recorded before the buy-back.

The closing price of the Company's Shares on the ASX on 19 September 2014 was \$0.875. The Company's highest and lowest market sale prices and the average monthly closing prices on the ASX for the calendar year to 31 August 2014 were as follows:

Period	Low (\$)	High (\$)	Average Closing Price (\$)
Jan-14	0.850	0.980	0.865
Feb-14	0.835	0.900	0.872
Mar-14	0.850	0.890	0.870
Apr-14	0.860	0.890	0.874
May-14	0.875	0.905	0.888
Jun-14	0.880	0.915	0.892
Jul-14	0.885	0.910	0.897
Aug-14	0.900	0.925	0.909

All Shareholders are eligible to participate by selling their Shares to the Company on the ASX. Participation in any buy-back is voluntary. Shareholders do not have to sell their Shares if they do not want to. Shareholders will not however have the right to withdraw sales once made.

The maximum number of Shares that the Company will buy-back on-market will be up to 15,937,899 Shares, representing 20% of the issued Shares in the Company as at the date of this Notice.

Since an on-market buy-back involves Shares being acquired at the market price of Shares at that time, it is not possible to anticipate the total actual amount that the Company will expend on paying for the Shares. However, the Company will not pay a price higher than 98.5% of the Company's NTA (less deferred tax) for the Shares.

6. Financial Implications of the buy-back program

The buy-back will be funded from the Company's available cash reserves.

The Directors have determined that the buy-back will not prejudice the Company's ability to pay its creditors.

As at 19 September 2014, the Company had \$425,848 of cash reserves (after provision for the dividend payment on 30 September 2014) available as a source of funding the buy-back. This cash reserve level would allow for a buyback of up to around 0.5% of Shares on issue in the Company as at 19 September 2014. The Board will review on an ongoing basis, the cash reserve balances against acceptances of offers under the Company's on-market buy back program and will authorise the realisation of the companies investments, sufficient to fund the buy back.

A buy-back may decrease the ASX trading volumes and liquidity in the Company's Shares. It is not however possible to determine the extent of any potential decrease in liquidity at this time.

7. Effect on Control of the Company

It is not expected that there will be any effect on control of the Company following the buy-back.

Other material information

Approval of the resolution will not result in any tax implications for Shareholders if they do not sell their Shares. However if a Shareholder chooses to participate in the buy-back by selling their Shares then that Shareholder should obtain specific tax advice on the treatment of the sale of their Shares taking into account their particular circumstances.

On 19 September 2014, the Company had 79,689,496 shares on issue.

The Directors of the Company have the following interests in the Company at the date of this Notice:

Name	Number of Shares Held	Voting Interest
Robert Turner	153,739	0.19%
Ross James Finley	95,000	0.12%
Stephen Menzies	24,614	0.03%

The following table shows the relevant voting interest that each director would have if the Company bought back the maximum number of Shares under the ongoing buy-back program and all 20% permitted under the proposed buy-back program and if the directors did not sell any of their Shares:

Name	Max Voting Interest
Robert Turner	0.24%
Ross James Finley	0.15%
Stephen Menzies	0.04%

The directors may participate in the buy-back program.

Definitions

AGM means the 2014 Annual General Meeting of the Company.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of directors of the Company.

Company means Century Australia Investments Limited.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum that accompanies this Notice.

Listing Rules means the ASX Listing Rules.

Manager means Perennial Value Management Limited.

Notice means this notice of annual general meeting and the accompanying explanatory memorandum.

NTA means the net tangible asset backing per Share.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.



By mail:

Century Australia Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Century Australia Investments Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 3:00pm on Friday, 7 November 2014 at the AGL Theatre, Level 2, Museum of Sydney, Cnr Bridge and Phillip Street, Sydney (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Re-election of Stephen Menzies as a Director

For Against Abstain*

☐ ☐ ☐

Resolution 2

Re-election of Geoff Wilson as a Director

☐ ☐ ☐

Resolution 3

Adoption of Remuneration Report

☐ ☐ ☐

Resolution 4

Approval of Buyback

☐ ☐ ☐


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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

CYA PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. 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 this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Wednesday, 5 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Century Australia Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**