

12 May 2015

Company Announcements Office  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000



**CLEANSING NOTICE UNDER SECTION 708AA(2)(F) OF THE CORPORATIONS ACT 2001 (CTH)**

Century Australia Investments Limited (ASX:CYA) (**Century Australia**) gives notice that it has today announced a non-renounceable pro-rata entitlement offer (**Entitlement Offer**) of one fully paid ordinary share in Century Australia (**New Shares**) for every five shares in Century Australia held as at 7.00pm (Sydney time) on Monday, 18 May 2015 by Century Australia shareholders with registered addresses in Australia or New Zealand.

Century Australia gives notice under section 708AA(2)(f) of the *Corporations Act* 2001 (Cth) as modified by the ASIC Class Order 08/35 (**Corporations Act**) that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, Century Australia has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Century Australia; and
  - (ii) section 674 of the Corporations Act;
- (c) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (d) the potential effect that the Entitlement Offer will have on the control of Century Australia, and the consequence of that effect, will depend on a number of factors including investor demand, existing shareholdings and the underwriting of the Entitlement Offer by existing shareholders. However, given the structure of the Entitlement Offer as a pro rata offer, the current level of substantial holders and the caps on the underwriting by existing shareholders, the issue of New Shares pursuant to the Entitlement Offer is not expected to have any material effect or consequence on the control of Century Australia, except to the extent of any increase in control by the largest shareholder of Century Australia, Wilson Asset Management Group, which currently has voting power of 27.36%. Wilson Asset Management Group is associated with Mr Geoff Wilson, a Director of Century Australia. Wilson Asset Management Group is accordingly not permitted to participate in the shortfall offer due to the restriction under ASX Listing Rule 10.11. However Wilson Asset Management Group will be entitled to participate in the Entitlement Offer and is also one of the underwriters of the Entitlement Offer. The Entitlement Offer and the underwriting arrangements have, however, been structured so



that, irrespective of the level of take-up of the Offer, the increase in voting power of Wilson Asset Management Group as a result of the Offer may not exceed an amount which is more than 3% higher than it was 6 months prior to the date of issue of New Shares under the Offer. This limits the increase in voting power of the Wilson Asset Management Group as a result of it participating in the Offer to the maximum amount that it would be entitled to acquire under the 3% creep exception to the takeover provisions in sections 611 item 9 of the Corporations Act as if it was not an Underwriter and there was no Offer.

To the extent that any shareholder fails to take up their entitlement to New Shares under the Entitlement Offer, that shareholder's percentage holding in Century Australia will be diluted.

Further details regarding the Entitlement Offer are set out in the ASX announcement.

P. Roberts  
Company Secretary

