

**CENTURY
AUSTRALIA**
INVESTMENTS LIMITED



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2016 Annual General Meeting (**AGM**) of Century Australia Investments Limited (ABN 11 107 772 761) (**Century Australia or Company**) will be held in the **Warrane Theatre, Museum of Sydney, Cnr Bridge and Phillip Street, Sydney** on **Tuesday 22nd November 2016** at **10:00 am**.

ORDINARY BUSINESS

Item 1: To discuss the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2016.

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

Resolution 1: Re-election of Robert Turner 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:

That Robert Turner, who retires in accordance with the Company's constitution, is re-elected as a Director of the Company.

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

Resolution 2: 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 2016 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 this resolution if they do 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 or by a closely related party of such a person.

The Chairman may also cast a vote on this resolution where the Chairman has been appointed as a proxy and the proxy does not specify the way the proxy is to exercise the vote and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a Director or the Company Secretary whose remuneration details are included in the remuneration report as long as the vote is not cast on behalf of such a person or a closely related party of such a person.

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.

Voting on Resolution 2 is advisory only and does not bind the Directors or the Company.

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 appoint two proxies you may specify the percentage or number of votes each proxy is appointed to exercise. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. 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 whose remuneration details are included in the remuneration report as long as the vote is not cast on behalf of such a person or a closely related party of such a person.

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 **Sunday 20th November 2016**. 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

Matthew McShane
Company Secretary
28 September 2016

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Item 1 - Annual Financial Statements:

The Corporations Act requires:

- o The reports of the Directors and Auditors; and
- o The Financial Report, including the Financial Statements of Century Australia for the year ended 30 June 2016;

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 advisory vote in respect of the remuneration report, forming part of the Directors' report (refer to resolution 2). In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements, including the remuneration report, 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. Members may also submit written questions for the Company's Auditor to the Company no later than 3pm on Tuesday 15 November 2016.

Resolution 1 - Re-election of Robert Turner 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 Turner has been a Director since 10 February 2004 and was last re-elected to the Board on 22 October 2013. Accordingly Mr Turner is due to retire at the end of the Meeting and offers himself for re-election to the Board.

Mr Turner serves as Chairman on the Board of Directors and on the Audit Committee. Mr Turner has a strong finance and marketing background and over 30 years of experience in corporate management, both in Australia and overseas. He has experience in the financial services industry and has held general management positions in the services and manufacturing industries. Mr Turner was the Managing Director of IOOF Limited, an ASX listed company from 1996 to 2004 and also served as a Director of IWL Limited, an ASX Listed Company, for three years until November 2007.

The non-candidate directors unanimously support the re-election of Robert Turner.

Resolution 2 - 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 2016 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 annual general meetings, the Company must put to Shareholders a resolution that another meeting be held at which all of the Company's directors (other than the Managing Director and CEO) must go up for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution the Company must convene an extraordinary general meeting within 90 days of the second annual general meeting.

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.

Voting on Resolution 2 is advisory only and does not bind the Directors or the Company.

Definitions

AGM means the 2016 Annual General Meeting of the Company.

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.

Listing Rules means the ASX Listing Rules.

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

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

Shareholder means a holder of a Share.

CENTURY AUSTRALIA

INVESTMENTS LIMITED

ABN 11 107 772 761

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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

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



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:

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 you are appointing as your proxy

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Tuesday, 22 November 2016 at Warrane Theatre, Museum of Sydney, Cnr Bridge and Phillip Street, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 ☒

Resolutions

For Against Abstain*

- 1 Re-election of Robert Turner as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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- 2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

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HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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:

- (a) 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
- (b) 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 **10:00am on Sunday, 20 November 2016**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Century Australia Investments Limited
C/- Link Market Services Limited
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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

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**