

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Centrepoint Alliance Limited

ACN/ARSN 72 052 507 507

### 1. Details of substantial holder (1)

Name Count Financial Limited and its related bodies corporate as set out in Annexure A

ACN/ARSN (if applicable) 19 001 974 625

There was a change in the interests of the substantial holder on 17/5/2011

The previous notice was given to the company on 14/03/2011

The previous notice was dated 14/03/2011

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	8,643,976	9.27%	10,889,100	11.26%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
As set out in Annexure B	As set out in Annexure B	As set out in Annexure B	As set out in Annexure B	As set out in Annexure B	As set out in Annexure B

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered	Nature of relevant interest (6)	Class and number of securities	Person's votes
Count Investments Pty Ltd	Count Investments Pty Ltd, or on-market vendors	Count Investments Pty Ltd	Relevant interest under section 608(1)	10,889,100	10,889,100
Count Financial Limited	Count Investments Pty Ltd, or on-market vendors	Count Investments Pty Ltd	Relevant interest under section 608(3)	10,889,100	10,889,100
Related bodies corporate of the holders of the relevant interest, set out in Annexure A	Count Investments Pty Ltd, or on-market vendors	Count Investments Pty Ltd	Associates of the holder of the relevant interest under section 11.	10,889,100	10,889,100

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

**6. Addresses**

The addresses of persons named in this form are as follows:

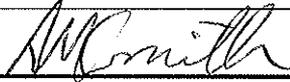
Name	Address
Count Financial Limited and its related bodies corporate as set out Annexure A	Gold Fields House Level 19 1 Alfred Street Sydney NSW 2000

**Signature**

print name Anna Smith

capacity Company Secretary

sign here



date 18 / 5 / 2011

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is **annexure A** of 1 page referred to in Form 604 Notice of initial substantial holder

**Count Financial Limited**  
ACN 001 974 625

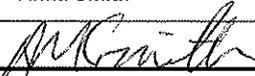
<b>Anna Smith</b> <i>Anna Smith</i>	capacity	Company Secretary
sign here	date	18 / 5 / 2011

Name and ACN/ARSN (if applicable)	Nature of association
Finconnect (Australia) Pty Limited ACN 122 896 477 Compound Investments Pty Ltd ACN 147 290 882 Count Property Pty Ltd ACN 104 045 034 Count Legal Pty Limited ACN 127 112 485 Count GPS Pty Ltd ACN 128 784 609 Equity Structured Products Pty Ltd ACN 126 045 109 Count Finance Pty Ltd ACN 134 556 317 Count Funds Management Limited ACN 150 736 637	Related bodies corporate, associates of the holder of the relevant interest under section 11.

This is **annexure B** of **1** pages referred to in Form 604 Notice of initial substantial holder

**Count Financial Limited**  
ACN 001 974 625

I certify that this is a true copy of the relevant agreement by which the relevant interest was acquired.

Anna Smith	capacity	Company Secretary
sign here 	date	18 / /2011

**CENTREPOINT ALLIANCE LIMITED ACN 72 052 507 507**

**TABLE 1**

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
11/03/2011	Each member of the Count Group	On market purchase	\$187,305.00	149,844 ordinary shares	149,844
11/03/2011	Each member of the Count Group	On market purchase	\$173,338.82	142,081 ordinary shares	142,081
12/04/2011	Each member of the Count Group	On market purchase	\$413,242.83	353,199 ordinary shares	353,199
17/05/2011	Each member of the Count Group	On market purchase	\$1,792,000	1,600,000 ordinary shares	1,600,000

**TABLE 2**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes affected
Count Financial Limited and Count Investments Pty Ltd	Count Investments Pty Ltd	Count Investments Pty Ltd	Legal and beneficial holder of securities	10,889,100 ordinary shares	10,889,100