



16 September 2010

The Manager
Companies Announcement Office
Australian Securities Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

NOTICE OF 2010 ANNUAL GENERAL MEETING

The following documents in relation to the 2010 Annual General Meeting (AGM), to be held on 28 October 2010, are in the process of being mailed to shareholders:

- Notice of 2010 AGM and Explanatory Notes; and
- Voting Form for AGM

For further information, please contact:

Athol Chiert
Company Secretary
ClearView Wealth Limited
(+612 9323 9269)



ClearView

Notice of 2010 annual general meeting

Notice is given that the Annual General Meeting of Shareholders of ClearView Wealth Limited will be held on 28 October 2010 at 10am Sydney time at the **Blaxland Room, Swissôtel Sydney, 68 Market St, Sydney, New South Wales.**

Defined Terms

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting will have the meaning given to those terms in the Glossary set out in the Explanatory Notes attached to this Notice of Meeting.

Business:

1. Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2010.

2. Directors

To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

Resolution 1 – Re-election of John Murphy as a Director

“That John Murphy, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director.”

Resolution 2 – Re-election of David Goodsall as a Director

“That David Goodsall, a Director appointed to fill a casual vacancy pursuant to Rule 6.2(c) of the Constitution, and being eligible for re-election, be elected as a Director.”

3. Resolution 3 – Amend the ClearView Wealth Limited Constitution

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“That the Constitution of ClearView Wealth Limited is amended by:

- (a) replacing the words “MMC Contrarian Limited” with “ClearView Wealth Limited” at the top of Page 1 of the Constitution and in Rule 1.1;
- (b) in clause 1.2 (Definitions) adding “**declare** means determine or declare” as a definition after the definition of “CHESS Approved”; and
- (c) replacing the word “profits” with “financial position” in the final sentence of Rule 8.1(a).”

4. Resolution 4 – Approval to increase aggregate fee pool for Non-Executive Directors

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.17, Rule 6.3(c) of the Constitution and all other purposes, the total aggregate pool available for directors’ fees is increased by \$300,000 per annum, from \$450,000 to \$750,000 (including superannuation contributions made by the Company for the benefit of Non-Executive Directors).”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by any Director or any associate of a Director. 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 a direction on the proxy form to vote as the proxy decides.

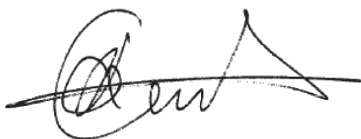
5. Resolution 5 – Adoption of Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

“That the Remuneration Report for the year ended 30 June 2010, being part of the Directors’ Report, be adopted by shareholders.”

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

By order of the Board



Athol Chiert
Company Secretary

16 September 2010

Notice of Meeting and Explanatory Notes

The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporate Regulations, the Company has determined that for the purposes of the meeting all Shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00pm Australian Eastern Standard Time on Tuesday, 26 October 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the proxy form.

The Company's constitution provides that on a show of hands, every person present and qualified to vote shall have one vote.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

Where to lodge a proxy

You may lodge a proxy online at the web site address (below) of our share registry, Computershare Investor Services Pty Limited (Computershare), by following the instructions set out on the web site. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an email with a link to the Computershare site.

To be effective the proxy form or electronic proxy appointment must be received by Computershare at the postal or web site address or facsimile number below or by the Company at its registered office, Level 4, 50 Bridge Street Sydney NSW 2000, Australia, not later than 10.00am Sydney time on Tuesday, 26 October 2010.

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
Facsimile: +61 3 9473 2555

You can arrange to receive shareholder information electronically, or obtain a replacement proxy form or a special proxy form to appoint a second proxy, by contacting Computershare on 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia) or go to www.computershare.com.au (Investor Centre). You can lodge a proxy online at www.investorvote.com.au

Admission to meeting

Shareholders who will be attending the Annual General Meeting and not appointing a proxy, are asked to bring their proxy form (if you still have one) to the meeting to help speed admission.

If you do not plan to attend the Annual General Meeting, you are encouraged to complete and return a proxy form or lodge a proxy online, for your holding(s) of the Shares.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deloitte Touche Tohmatsu, the Company's 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.

Written questions for Deloitte Touche Tohmatsu relevant to the conduct of the audit and the content of the auditor's report must be received no later than 5.00pm Sydney time on Friday, 22 October 2010 at Computershare (at the address or fax number for lodgement of proxies). Alternatively, the questions may be sent to The Company Secretary, ClearView Wealth Limited, Level 4, 50 Bridge Street Sydney NSW 2000. A list of questions to the auditor will be available at the meeting.

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

FINANCIAL STATEMENTS

The Company's annual report 2010 (which includes the financial report, the directors' report and the auditor's report, together called the "Reports") will be presented to the meeting. Shareholders can access a copy of the annual report on the Company's web site at: www.clearview.com.au. As permitted by recent amendments to the Corporations Act, a printed copy of the Company's annual report 2010 has been sent only to those Shareholders who have elected to receive a printed copy.

During this item, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the Reports and the Company's management, businesses, operations, financial performance and prospects. There is no formal resolution to be voted on in relation to this item of business.

RESOLUTION 1: RE-ELECTION OF JOHN MURPHY AS A DIRECTOR

Pursuant to Rule 6.2(a) of the Constitution the Directors may appoint any person to be a Director. Any Director, except a Managing Director, appointed under Rule 6.2(a) holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.

John Murphy was appointed a Director on 9 June 2010.

John is the founder and Managing Director of Investec Wentworth Private Equity. He has over 30 years experience in private equity, turnarounds, corporate finance and accounting. Prior to entering private equity in 1998, John spent over 25 years, including 14 as a senior partner, in the corporate finance and recovery division of a global accounting firm.

John is a director of Investec Bank (Australia) Limited and Chairman of the bank's Investment Committee.

John sits on the boards of many of Investec Wentworth Private Equity's portfolio companies and has extensive public company board experience. John represents the interests of Investec's holdings in the Company. John is therefore not considered independent for the purposes of the ASX Listing Rules.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF DAVID GOODSALL AS A DIRECTOR

As noted above, each Director (except a Managing Director) appointed by the Board holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

David Goodsall was appointed a Director on 9 June 2010.

David is a Fellow of the Institute of Actuaries of Australia and a Chartered Enterprise Risk Analyst. He has in-depth knowledge and experience in life insurance and funds management having held a number of Appointed Actuary positions and led the Actuarial practice of Ernst & Young where he was also a partner until he retired from the firm in 2009.

In 2009, David established a new consulting firm, Synge & Noble, where he is a director. He is also the Vice President of the Institute of Actuaries, Australia. David is considered an Independent Director for the purposes of the ASX Listing Rules.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: AMENDMENT OF THE CLEARVIEW WEALTH LIMITED CONSTITUTION

Resolution 3 seeks Shareholder approval to amend the Constitution as set out in the text of the resolution in the Notice of Meeting. This Resolution is a special resolution, meaning that it requires at least 75% of the votes cast on the resolution to be in favour if the resolution is to pass.

Effect of the amendment

The amendments proposed by Resolution 3 will have two main effects.

Change of Company Name

First, the amendments to the top of Page 1 of the Constitution and Rule 1.1 replace references in the Constitution to “MMC Contrarian Limited” with the Company’s new name “ClearView Wealth Limited”. The Company’s change of name was approved at the General Meeting of Shareholders on 30 April 2010 and took effect on 9 June 2010.

Change to requirement to pay dividends only out of profits

Second, the amendment to Rule 8.1(a) removes the reference to “profits” in that clause and replaces it with a reference to “financial position”. The change is a result of the recent amendments to section 254T of the Corporations Act which removed the requirement for dividends to be paid only out of profits, and replaced it with a provision which states that a company must not pay dividends unless:

- the company’s assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the dividend payment is fair and reasonable to the company’s shareholders as a whole; and

- the dividend payment does not materially prejudice the company's ability to pay its creditors.

The amended section 254T of the Corporations Act requires various elements relating to the company's financial position to be considered. This should be reflected in the Constitution to ensure the Directors have the necessary flexibility to comply with the Corporations Act when declaring or determining a dividend.

A related change is the inclusion of the new definition of "declare" to allow the Directors to determine a dividend without declaring a dividend. This is because if a dividend is "declared" it is a debt owing to shareholders at the time it is declared, rather than at the payment date. By way of contrast, a debt does not arise at the time of determination of a dividend. This flexibility will enable the Directors to better manage the impact of the new Corporations Act requirements in relation to dividends, as some of the tests in new section 254T can only be assessed at the time of payment.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4: APPROVAL TO INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS

The current maximum aggregate amount available for Non-Executive Directors' fees (including superannuation contributions made by the Company for the benefit of Non-Executive Directors and any salary sacrifice arrangements on a pre-tax basis) is \$450,000 per annum. Details of Non-Executive Director Remuneration for the year ended 30 June 2010 is set out in the remuneration report (which forms part of the Directors' report).

In June this year, the Company acquired Bupa Australia's life insurance and wealth management businesses.

These transactions represent a significant, transformational growth in the Company's business and it is important for the Company to be in a position to recruit top talent to the Board with the necessary expertise. Further, with the increase in size of the business the Board has grown with the addition of two new Non-Executive Directors (and the loss of one director), who all have to be remunerated out of the same limited pool of maximum fees. The Company has further conducted an independent review by an external consultant of the Non-Executive Directors remuneration (including superannuation contributions made by the Company for the benefit of Non-Executive Directors and any salary sacrifice arrangements on a pre-tax basis), the recommendation of which was to increase the pool to an amount up to \$750,000.

In addition, the Board intends to amend the Rules of the Company's Employee Share Plan so as to make Non-Executive Directors ineligible to participate in the Plan. This means that the fee pool will be the only source of remuneration for Non-Executive Directors.

For the above reasons, the Directors consider it appropriate that the aggregate amount available for the remuneration of Non-Executive Directors (including superannuation contributions made by the Company for the benefit of Non-Executive Directors and any

salary sacrifice arrangements on a pre-tax basis) be increased by \$300,000 per annum, from \$450,000 to \$750,000. This figure is a maximum only, and will not necessarily all be paid out in any year.

In accordance with Listing Rule 10.17 and Rule 6.3(c) of the Constitution, any proposed increase in the maximum aggregate amount available for the remuneration of Non-Executive Directors must be approved by ordinary resolution of the Company in general meeting, and Resolution 4 seeks approval for this purpose.

Recommendation

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

RESOLUTION 5: ADOPTION OF REMUNERATION REPORT

Directors of listed companies, such as the Company, are required to provide detailed disclosures of director and senior executive remuneration in their directors' reports. These disclosures are set out in the remuneration report (which forms part of the Directors' report) on pages 24 to 32 of the Company's 2010 annual report. As mentioned above, Shareholders can access a copy of the annual report on the Company's web site; printed copies of the annual report have been sent to those Shareholders who elected to receive a copy in this form; and the annual report will be presented to the Annual General Meeting.

The remuneration report includes:

- discussion of the Board's policy in relation to the nature and level of remuneration of the Directors, Managing Director and key management personnel of the Company;
- discussion of the relationship between the Board's remuneration policy and the Company's performance over the five financial years up to and including the year ended 30 June 2010;
- information about performance hurdles applicable to the short term and long term incentive components of the remuneration of the Managing Director and key management personnel; and
- details of the remuneration provided to the non executive Directors and key management personnel for the year ended 30 June 2010.

There will be a reasonable opportunity for Shareholders at the meeting to comment on, and ask questions about, the remuneration report.

The resolution to adopt the remuneration report has been put to Shareholders in accordance with Section 250R(2) of the Corporations Act. The vote on Resolution 5 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

Glossary

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires:

“AGM” means an annual general meeting.

“Annual General Meeting” means the general meeting to be held at Blaxland Room, Swissôtel Sydney, 68 Market St, Sydney, New South Wales on 28 October 2010 at 10.00am.

“ASX” means ASX Limited.

“Board” or **“Board of Directors”** means the board of Directors of the Company.

“Company” means ClearView Wealth Limited ACN 106 248 248.

“Constitution” means the constitution of the Company.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Director” means a director of the Company.

“Dollar” or **“\$”** means Australian Currency.

“Explanatory Notes” means these explanatory notes, which accompany the Notice of Meeting.

“Financial Statements” means the financial statements of the Company.

“Listing Rule” means a listing rule of the ASX and any other rule of the ASX which is applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

“Notice of Meeting” or **“Notice”** means the notice of meeting for the Annual General Meeting which accompanies the Explanatory Notice and any notice of any adjournment of the meeting.

“Share” means a fully paid ordinary share in the Company.

“Shareholder” means a shareholder of or holder of ordinary securities in, the Company.

Intentionally blank





ClearView Wealth Limited
ABN 83106248248

Lodge your vote:

Online:
www.investorvote.com.au

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

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(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 CVW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



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

For your vote to be effective it must be received by 10.00am (Sydney time) on Tuesday 26 October 2010

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 as they choose. 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 for Postal Forms

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 information tab, "Downloadable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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 ClearView Wealth 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, as the proxy sees fit) at the Annual General Meeting of ClearView Wealth Limited to be held at the Blaxland Room, Swissôtel Sydney, 68 Market St, Sydney, New South Wales on the 28 October 2010 at 10.00am and at any adjournment of that meeting.

Important for Item 4: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

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
1 Re-election of John Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of David Goodsall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Amend the ClearView Wealth Limited Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to increase aggregate fee pool for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Adoption of Remuneration Report	<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.

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 ____/____/____