

# NOTICE OF ANNUAL GENERAL MEETING 2011

Wednesday 2 November 2011 at 10.00am

Notice is given that the 7th Annual General Meeting (AGM) of Transpacific Industries Group Ltd (***Transpacific or the Company***) will be held in the Connaught Room, Sebel and Citigate Hotel, King George Square Brisbane, on Wednesday 2 November 2011 commencing at 10.00am (Brisbane time).

## Ordinary Business

### 1. Financial Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2011.

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

### 2. Remuneration Report

To consider the Remuneration Report as it appears on pages 31 to 41 of the Directors' Report for the financial year ended 30 June 2011 and, if thought fit, pass the following non-binding resolution as an ordinary resolution in accordance with section 250R of the Corporations Act 2001 (Cth):

*"That the Remuneration Report as it appears on pages 31 to 41 of the Directors' Report for the financial year ended 30 June 2011 be adopted."*

Notes:

- *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*
- *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- *The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *If 25% or more of 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 (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

### 3. Election of Directors

In accordance with the Company's Constitution, one third of the Directors (excluding the Managing Director) must retire each year and are eligible for re-election.

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

*"That Mr Martin Hudson, a Non-executive Director retiring in accordance with clause 6.3 of the Constitution, being eligible, is re-elected as a Director of the Company."*

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

*"That Mr Rajiv Ghatalia, a Non-executive Director retiring in accordance with clause 6.3 of the Constitution, being eligible, is re-elected as a Director of the Company."*

In accordance with ASX Listing Rule 14.4 and the Company's Constitution a Director who has been appointed to the Board since the last Annual General Meeting must not hold office (without re-election) past the next Annual General Meeting:

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

*"That Mr Ray Smith, a Non-executive Director retiring in accordance with clause 6.3 of the Constitution, being eligible, is elected as a Director of the Company."*

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

*"That Ms Emma Stein, a Non-executive Director retiring in accordance with clause 6.3 of the Constitution, being eligible, is elected as a Director of the Company."*

Notes:

- *The non-candidate Directors unanimously support the election and re-election of the candidate Directors.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of resolutions 3(a), (b), (c) and (d).*

#### 4. Approval of grant of performance rights to Mr Kevin Campbell

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

*"That, for the purpose of ASX Listing Rule 10.14, and for all other purposes, approval is hereby given for the grant to Mr Kevin Campbell, CEO and Executive Director, of 1,238,158 performance rights under the Transpacific Industries Group Long-term Incentive Plan, on the terms described in the Explanatory Statement which forms part of this Notice of Meeting."*

Note: This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.

#### **Voting Exclusions**

In accordance with the ASX Listing Rules and the Corporations Act 2001(Cth), the Company will disregard any votes cast:

(a) on Resolutions 2 and 4 by:

- (i) any key management personnel of the Company, including the Chairman and all other Directors; and
- (ii) a closely related party of key management personnel; and

(b) on Resolution 4, by any associate of Mr Kevin Campbell, or any associate of all other Directors,

unless the vote is cast by a person described in paragraph (a) or (b) as proxy for a person who is entitled to vote and the Proxy Form directs how the proxy is to vote on the Resolution.

"Key management personnel" of the Company are the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2011. Their closely related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

#### **Important Note - Proxy voting for Resolutions 2 and 4**

If you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and you do not wish to direct your votes for Resolution 2 or Resolution 4 by marking the "For", "Against" or "Abstain" box in Step 2 on the Proxy Form, you can instead mark the last box in Step 1 to expressly direct the Chairman to vote in accordance with his stated voting intentions.

The Chairman intends to vote such proxies **IN FAVOUR** of Resolutions 2 and 4.

If you appoint a person described in paragraph (a) of the "Voting Exclusions" above as your proxy and:

- you do not direct him or her how to vote on Resolution 2 or 4 in Step 2 on the Proxy Form; or
- if the Chairman is your proxy and you give no direction on Resolution 2 or 4 in Step 2 on the Proxy Form and you do not mark the last box in Step 1 as described above,

no vote will be recorded on your behalf on a poll for that Resolution.

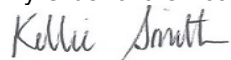
Where a person described in paragraph (b) (but not paragraph (a)) of the "Voting Exclusions" above is appointed as your proxy and you do not direct him or her in Step 2 on the Proxy Form how to vote on Resolution 4, no vote will be recorded on your behalf on a poll for that Resolution.

If you appoint any such excluded person as your proxy (or the Chairman is appointed as your proxy by default), we strongly urge you to direct them how to vote on the Resolution they are excluded from voting on.

Please see the "Notes to the Notice of Meeting" on page 3 to 4 below for further details regarding proxy voting.

Dated: 30 September 2011

By Order of the Board



Kellie Smith  
Company Secretary

## **NOTES TO THE NOTICE OF MEETING:**

### **Voting entitlements**

1. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Sydney time) on Monday 31 October 2011. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.
2. If a share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the register counts.

### **Proxies**

3. If you cannot attend the meeting you may appoint a proxy to attend and vote for you. A Proxy Form is included with this Notice of Meeting for this purpose. A proxy need not be a shareholder of Transpacific and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes. If both proxies are present at a meeting, neither may vote on a show of hands.
4. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of Transpacific or in the capacity of a shareholder's proxy at general meetings of Transpacific. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
5. If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the "For", "Against" or "Abstain" box in Step 2 on the Proxy Form or alternatively, if your proxy is the Chairman, by marking the last box in Step 1 on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed.
6. Either the original, facsimile or electronic transmission of the proxy form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the AGM (ie by no later than 10:00am on Monday 31 October 2010) or, in the case of an adjournment, prior to the time scheduled for resumption of the meeting. Any proxy form received after this deadline, including at the AGM, will be invalid.

**Post**     Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001

**Fax**     1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

**Online** by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and quoting the 6 digit control number found on the front of your proxy form. Intermediary Online subscribers (custodians) can lodge a proxy online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

7. Additional Proxy Forms will be supplied by the Transpacific Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

### **Proxy voting by the Chairman**

8. If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any of Resolutions 3(a), 3(b), 3(c) or 3(d), the Chairman as your proxy will vote **IN FAVOUR** of that Resolution on a poll.
9. If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not wish to direct your votes for Resolutions 2 or 4 by marking the "For", "Against" or "Abstain" box in Step 2 on the Proxy Form, you can instead mark the last box in Step 1 to expressly direct the Chairman to vote in accordance with his stated voting intentions.
10. The Chairman intends to vote such proxies **IN FAVOUR** of Resolutions 2 and 4.

11. If you do not direct the Chairman how to vote on Resolutions 2 or 4 in Step 2 on the Proxy Form and you do not mark the last box in Step 1, no vote will be counted on your behalf on a poll for that Resolution.

**Corporate Shareholders**

12. If a corporate representative is to attend the AGM on behalf of a Corporation, a formal Notice of Appointment must be brought to the meeting.

**Questions from Shareholders**

13. In addition to asking questions at the meeting, written questions to the Chairman of the meeting about the management of Transpacific, or to Transpacific's Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted by completing the Question Form enclosed, or visit our website [www.transpacific.com.au](http://www.transpacific.com.au). Questions must be received at last 5 business days prior to the Annual General Meeting (ie by no later than 5.00pm (Brisbane time) on Tuesday 25 October 2011). This is to allow time to collate questions and to prepare answers.

## **EXPLANATORY STATEMENT ON ITEMS OF BUSINESS**

The Chairman will address the meeting and make a presentation on the performance of the Company during the financial year ended 30 June 2011 as well as other strategic and operational activities of the Company. The Chairman will also respond to questions raised by shareholders at or before the meeting. You are invited to submit questions prior to the AGM by completing the enclosed form or visit the investor section of our website [www.transpacific.com.au](http://www.transpacific.com.au).

### **Item 1: Financial Report**

The Corporations Act 2001(Cth) requires the following reports in respect of the financial year ended 30 June 2011 to be laid before the Annual General Meeting:

- Financial Report (which includes financial statements and Directors' declaration); and
- The Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report (other than a non-binding vote on the Remuneration Report) or the Auditor's Report.

The Reports referred to above are included in the Annual Report sent to those shareholders who elected to receive a hard copy. A copy of the report is also available in the investor section on our website [www.transpacific.com.au](http://www.transpacific.com.au). Shareholders will be provided with the opportunity to ask questions about the reports. The Company's Auditor will be available at the meeting to answer any questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

### **Item 2: Remuneration Report**

A resolution for the adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Corporations Act 2001 (Cth). Prior to holding this vote, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments on the Remuneration Report.

The Remuneration Report as it appears on pages 31 to 41 of the Directors' Report for the financial year ended 30 June 2011 includes amongst other things, disclosure of all elements of the remuneration packages received by the Company's Directors and key executives of the corporate group.

The Report also includes a discussion of the Board's policy for determining Director and executive remuneration and a discussion of the relationship between the Board's policy for determining such remuneration and the Company's performance.

The vote on this resolution is advisory only and the outcome will not be binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. Under the Corporations Act 2001, if 25% or more of 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 ("spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

The Board recommends that shareholders vote in favour of this non-binding resolution.

### **Item 3: Election of Directors**

#### **Re-election of Directors - Resolutions 3(a) and 3(b)**

Resolutions 3(a) and 3(b) seek approval for the re-election of Directors who are retiring by rotation under Clause 6.3(c) of the Company's Constitution. This clause states that one third of the Directors (rounded down to the nearest whole number) must retire at each Annual General Meeting.

Those Directors retiring under Clause 6.3(c) of the Constitution are Mr Martin Hudson and Mr Rajiv Ghatalia. Both Mr Hudson and Mr Ghatalia are eligible for election and offer themselves for re-election as Directors of the Company.

#### *a) Mr Martin Hudson, Non-executive Director*

- Chairman of the Risk and Compliance Committee
- Member of the Audit Committee (Acting Chairman from 1 June 2010 to 1 April 2011)

Martin Hudson has been a Non-executive Director of Transpacific since September 2009 and was elected to the Board on 4 November 2009.

He has significant board and commercial experience in risk management, executive leadership, regulatory matters and strategic direction derived from his varying roles at Fosters, Southcorp, Pacific Dunlop and Freehills. Martin is a Non-executive Director of NM Superannuation Pty Ltd (the Trustee of Axa Asia Pacific Holdings Limited's public superannuation funds). Martin holds tertiary qualifications in law. He is a Member of the Australian Institute of Company Directors.

The Board (with Martin Hudson abstaining) recommend that you vote in favour of this ordinary resolution.

**b) Mr Rajiv Ghatalia, Non-executive Director**

- Member of the Human Resources Committee

Rajiv Ghatalia has been a Non-executive Director of Transpacific since September 2009 and was elected to the Board on 4 November 2009.

He is a Managing Director of Warburg Pincus Asia LLC, and focuses on the firm's leveraged buy-out and special situations activities including financial services in Asia. He is a Director of Titan Group Investments Ltd (appointed June 2007). Rajiv holds tertiary qualifications in economics and accounting from the University of Pennsylvania, and an MBA from Harvard Business School.

The Board (with Rajiv Ghatalia abstaining) recommends that you vote in favour of this ordinary resolution.

**Election of Directors - Resolutions 3(c) and 3(d)**

Resolutions 3(c) and 3(d) seek approval for the election of Directors who have been appointed to the Board since the last Annual General Meeting under Clause 6.2(a) of the Company's Constitution. This clause states that the Board has the power to appoint any person as a Director. Any Director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. ASX Listing Rule 14.4 also requires all Directors who were appointed throughout the year by the current Directors of the Company to retire from their position.

The following Directors, having been appointed to the Board under Clause 6.2(a) of the Company's Constitution, retire as required by Clause 6.3(j) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offer themselves for election as a Director of the Company.

**c) Mr Ray Smith – Non-executive Director**

- Chairman of the Audit Committee
- Member of the Risk and Compliance Committee

On 1 April 2011, the Board appointed Mr Ray Smith as a Non-executive Director.

Ray has significant corporate and financial experience in the areas of strategy, acquisitions, treasury and capital raisings. He was Chief Financial Officer of Smorgon Steel Group for 11 years (1996-2007). During that period Smorgon Steel Group was at the forefront of the rationalisation of the Australian Steel Industry.

Ray is a Non-executive Director of WHK Group Limited (appointed May 2009), and K&S Corporation Ltd (appointed February 2008) and is also a Trustee of the Melbourne & Olympic Parks Trust. He holds tertiary qualifications in commerce, and is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors.

The Board (with Ray Smith abstaining) recommend that you vote in favour of this ordinary resolution.

**d) Ms Emma Stein – Non-executive Director**

- Member of the Human Resources Committee

On 1 August 2011, the Board appointed Ms Emma Stein as a Non-executive Director.

Emma has significant corporate experience within industrial markets. She was the UK Managing Director for French utility Gaz de France's energy retailing operations. Since moving to Australia in 2003 she has held board roles in energy utility and oil and gas exploration.

Emma currently serves on the Boards of DUET Group (appointed June 2004), Programmed Maintenance Services Ltd (appointed June 2010), Clough Limited (appointed July 2008) and Alumina Limited (appointed February 2011), and is also a member of the Board of Trustees for the University of Western Sydney. She holds tertiary qualifications in science and business administration (MBA). She is a Fellow of the Australian Institute of Company Directors.

The Board (with Emma Stein abstaining) recommend that you vote in favour of this ordinary resolution.



#### Item 4: Approval of grant of performance rights to Mr Kevin Campbell

Shareholder approval of the grant of performance rights to Mr Kevin Campbell under the Transpacific Industries Group Ltd Long-term Incentive Plan (**LTIP**) is sought for all purposes, including under ASX Listing Rule 10.14. Under ASX Listing Rule 10.14 the Company must seek shareholder approval to grant securities to Directors under an employee incentive scheme. The Company has issued performance rights to acquire ordinary shares in the Company to Mr Kevin Campbell, CEO and Executive Director, subject to shareholder approval.

The proposed grants are in accordance with the LTIP rules (approved by the shareholders at the 2010 AGM), and the specific offers to Mr Campbell which are summarised below.

The issue of performance rights to Mr Campbell as detailed in this Notice of Meeting and Explanatory Statement forms part of the reasonable remuneration of Mr Campbell by the Company.

Specific information which must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below.

#### Grant of performance rights under LTIP

|                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Type of Securities</b>                                        | Performance rights to acquire fully paid ordinary shares in Transpacific Industries Group Ltd ACN 101 155 220.                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Plan</b>                                                      | Transpacific Industries Group Long-term Incentive Plan (LTIP).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Who can participate in the Plan?</b>                          | Any person who is, at the time of an offer, a full time or permanent executive of a member of the Group, or such other person as the Board determines.                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Numbers of Rights Granted Subject to Shareholder Approval</b> | <b>Name of Executive Director and Number of rights to be Granted:</b><br><b>Kevin Campbell</b><br>2011 offer: 350,000<br>2012 offer: 888,158<br>(the Performance Rights will be granted immediately after shareholder approval is received)                                                                                                                                                                                                                                                                                                     |
| <b>Amount payable for the Rights</b>                             | Nil consideration will be sought in relation to the rights granted. There are no loans associated with the rights granted.                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Exercise Price of the Rights</b>                              | Nil.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Term of the Rights</b>                                        | Expiry 6 months after the vesting date, which is:<br><b>2011 offer:</b> 14 days after the date on which the annual financial results of the Company for the financial year ending 30 June 2013 are released to the ASX. If not exercised within the 6 months of this date the grants will lapse.<br><b>2012 offer:</b> 14 days after the date on which the annual financial results of the Company for the financial year ending 30 June 2015 are released to the ASX. If not exercised within the 6 months of this date the grants will lapse. |
| <b>Vesting of Rights</b>                                         | Vesting of the rights will be subject to achievement of the performance measures set out below and the eligible participant being employed at the vesting date.                                                                                                                                                                                                                                                                                                                                                                                 |

| <b>Performance Measures</b>           | <p><b>2011 offer:</b></p> <p>The LTIP performance standards are measured as follows:</p> <p>(i) The Company achieving Relative Total Shareholder Return of equal to or greater than the 50<sup>th</sup> percentile of the Comparative group; and</p> <p>(ii) If the TSR ranking is achieved and the Company achieves certain earnings per share (EPS) performance targets, the following percentages of performance rights vest:</p> <table border="1" data-bbox="686 510 1337 680"> <thead> <tr> <th>EPS Target to achieve</th><th>% of Performance Rights vesting</th></tr> </thead> <tbody> <tr> <td>15% annualised growth</td><td>50%</td></tr> <tr> <td>20% annualised growth</td><td>75%</td></tr> <tr> <td>25% annualised growth</td><td>100%</td></tr> </tbody> </table> <p>Where the EPS percentage calculation exceeds an EPS target but is less than the next target, the proportion of performance rights which vest shall be increased on a pro rata basis taking into account the applicable lower and upper percentage amounts, provided that the maximum proportion of performance rights which can vest is 100%.</p> <p><b>2012 offer:</b></p> <p>The performance rights vest in two distinct tranches, subject to LTIP performance standards measured as follows:</p> <p>(i) Tranche 1 - 50% of the performance rights issued vest if the Company achieves Relative Total Shareholder Return of equal to or greater than the 50<sup>th</sup> percentile of the Comparative group;</p> <p>(ii) Tranche 2 - 50% vest of the performance rights issued vest if the Company achieving certain EPS performance targets:</p> <table border="1" data-bbox="686 1240 1337 1411"> <thead> <tr> <th>EPS Target to achieve</th><th>% of Performance Rights vesting</th></tr> </thead> <tbody> <tr> <td>15% annualised growth</td><td>25%</td></tr> <tr> <td>20% annualised growth</td><td>37.5%</td></tr> <tr> <td>25% annualised growth</td><td>50%</td></tr> </tbody> </table> <p>Where the EPS percentage calculation exceeds an EPS target but is less than the next target, the proportion of performance rights which vest shall be increased on a pro rata basis taking into account the applicable lower and upper percentage amounts, provided that the maximum proportion of performance rights which can vest under this tranche is 50%.</p> <p>For both the 2011 and 2012 offers, the Board will determine whether the Performance Measures have been achieved.</p> | EPS Target to achieve | % of Performance Rights vesting | 15% annualised growth | 50% | 20% annualised growth | 75% | 25% annualised growth | 100% | EPS Target to achieve | % of Performance Rights vesting | 15% annualised growth | 25% | 20% annualised growth | 37.5% | 25% annualised growth | 50% |
|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|-----------------------|-----|-----------------------|-----|-----------------------|------|-----------------------|---------------------------------|-----------------------|-----|-----------------------|-------|-----------------------|-----|
| EPS Target to achieve                 | % of Performance Rights vesting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 15% annualised growth                 | 50%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 20% annualised growth                 | 75%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 25% annualised growth                 | 100%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| EPS Target to achieve                 | % of Performance Rights vesting                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 15% annualised growth                 | 25%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 20% annualised growth                 | 37.5%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| 25% annualised growth                 | 50%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |
| <b>Total Shareholder Return (TSR)</b> | <p>TSR is the percentage movement in shareholder value from an investment in a company's shares over a defined time period calculated by reference to the change in the share price and dividends assuming that dividends are immediately reinvested into the company's shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                       |                                 |                       |     |                       |     |                       |      |                       |                                 |                       |     |                       |       |                       |     |



|                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>EPS Growth</b>                               | <p>EPS growth will be calculated by comparing:</p> <p><b>2011 offer:</b> Transpacific's EPS for the year ended 30 June 2013 with its budgeted EPS for the year ended 30 June 2011.</p> <p><b>2012 offer:</b> Transpacific's EPS for the year ended 30 June 2015 with its budgeted EPS for the year ended 30 June 2012.</p>                                                                                                       |
| <b>Performance Measurement Period</b>           | <p><b>2011 offer:</b> 3 years ending on 30 June 2013</p> <p><b>2012 offer:</b> 4 years ending on 30 June 2015.</p>                                                                                                                                                                                                                                                                                                               |
| <b>TSR Comparative Group</b>                    | The S&P/ASX 200 Industrials Sector Index, excluding entities involved in resources or mining                                                                                                                                                                                                                                                                                                                                     |
| <b>Retesting</b>                                | No retesting to be available                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Dealing Restrictions</b>                     | <p>Rights may not be sold but can be exercised after they vest. 50% of any shares provided upon exercise of vested performance rights are restricted shares if the participant does not hold shares in the Company to the value of at least 12 months Total Fixed Remuneration (TFR), meaning these restricted shares cannot be sold until the executive has accumulated and holds at least 12 months TFR in Company shares.</p> |
| <b>Exercise of Vested Rights</b>                | <p>Vested rights may be exercised at any time within 6 months of date of vesting.</p> <p>On exercise, the Board will determine whether to secure the shares via a new issue or an on-market purchase.</p>                                                                                                                                                                                                                        |
| <b>Termination of Employment</b>                | The Board will determine the extent, if any, to which unvested rights will vest. Any rights that do not vest will lapse.                                                                                                                                                                                                                                                                                                         |
| <b>Takeover</b>                                 | <p>The Board may in its absolute discretion resolve that:</p> <p>a) any unexercised performance rights (whether vested or not) will be exercisable; or</p> <p>b) any restrictions on trading cease.</p>                                                                                                                                                                                                                          |
| <b>Bonus Issues and Capital Reconstructions</b> | In the event of a pro rata bonus issue of Company shares or any reorganisation of the issued capital of the Company, the number of rights will be adjusted as determined by the Board to ensure that no advantage or disadvantage accrues to holders of rights from such actions.                                                                                                                                                |

The Directors (other than Mr Kevin Campbell) recommend that shareholders vote in favour of ordinary Resolution 4. None of the Directors (other than Mr Kevin Campbell) have an interest in the outcome of ordinary Resolution 4.



## Shareholder Questions

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Transpacific aims to provide relevant and timely information to shareholders at the Annual General Meeting. **If you would like to submit a question, please use this form and send it to Computershare (at the address or fax number for lodgement of proxies).**

**Alternatively, questions may be sent to the Company Secretary, Transpacific Industries Group Ltd, Level 1, 159 Coronation Drive Milton Q 4064 or by email to [companysecretary@transpac.com.au](mailto:companysecretary@transpac.com.au).**

Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

Questions must be received by no later than 5:00pm on Tuesday 25 October 2011.

Questions will be collated, and during the course of the Annual General Meeting, the Chairman or the Chief Executive Officer will seek to address as many of the more frequently raised topics as possible. Where a question relates to the audit, the accounting policies adopted by the company in relation to the preparation of the financial statements, or the independence of the auditor in relation to the conduct of the audit, the Chairman will request a representative of Transpacific's auditor, Ernst & Young, to respond to such questions. Please note that there may not be sufficient time available at the meeting to address all topics raised. Individual responses will not be sent to shareholders.

Shareholders Name: \_\_\_\_\_

Address: \_\_\_\_\_

### Question(s)

1. Question is for the ☐ **Chairman**, or ☐ **Auditor**

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2. Question is for the ☐ **Chairman**, or ☐ **Auditor**

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3. Question is for the ☐ **Chairman**, or ☐ **Auditor**

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# TRANSPACIFIC INDUSTRIES GROUP LTD

ABN 74 101 155 220

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



## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form



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

**[www.investorvote.com.au](http://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**



**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 (Brisbane time) Monday 31 October 2011**

### 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](http://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

IND

## 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 Transpacific Industries Group Ltd 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 Transpacific Industries Group Ltd to be held in the Connaught Room, Sebel and Citigate Hotel, King George Square Brisbane on Wednesday 2nd November 2011 commencing at 10.00am (Brisbane time) and at any adjournment of that meeting.

#### Important for Items 2 and 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2 and 4, the Chairman of the Meeting will not cast your votes on Items 2 and 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 2 and 4).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2 and 4 of business.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 and 4 (except where I/ we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel.

### 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.

#### ORDINARY BUSINESS

|                                                                               | For                      | Against                  | Abstain                  |
|-------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Item 2 Adopt Remuneration Report for the year ended 30 June 2011              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3a Re-election of Mr Martin Hudson as a Director of the Company          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3b Re-election of Mr Rajiv Ghatalia as a Director of the Company         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3c Election of Mr Ray Smith as a Director of the Company                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3d Election of Ms Emma Stein as a Director of the Company                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Approval of grant of 1,238,158 performance rights to Mr Kevin Campbell | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote all available 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

/ /

T P I

0 2 1 1 1 1 A

Computershare +



# TRANSPACIFIC INDUSTRIES GROUP LTD

ABN 74 101 155 220



All Correspondence to:-  
Computershare Investor Services Pty Limited  
GPO Box 2975  
MELBOURNE VIC 3001  
AUSTRALIA

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



Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Transpacific Industries Group Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code of Transpacific Industries Group Ltd (TPI);
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Kellie Smith**  
Company Secretary

