

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Transpacific Industries Group Ltd

ABN

74 101 155 220

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | ⁺ Class of ⁺ securities issued or to be issued | Fully paid ordinary shares (Shares) |
| 2 | Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued | <p>618,000,000 Shares under a pro rata accelerated renounceable entitlement offer as detailed in the announcement and Pathfinder document lodged with ASX on 26 October 2011 ("Entitlement Offer").</p> <p>However, the exact number of Shares to be issued and the break down of Shares to be issued under the institutional ("Institutional Entitlement Offer") and retail ("Retail Entitlement Offer") components of the Entitlement Offer are subject to reconciliation of shareholder entitlements and rounding; and the take up of Shares under the Retail Entitlement Offer as the Retail Entitlement Offer is not underwritten.</p> |

3	Principal terms of the ⁺ securities (eg, if options, exercise price and expiry date; if partly paid ⁺ securities, the amount outstanding and due dates for payment; if ⁺ convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares issued for cash consideration.
4	Do the ⁺ securities rank equally in all respects from the date of allotment with an existing ⁺ class of quoted ⁺ securities?	Shares issued will rank equally in all respects with existing fully paid ordinary shares in Transpacific Industries Group Ltd currently on issue.
	If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	

5	Issue price or consideration	\$0.50c per Share.																			
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds from the Entitlement Offer will assist Transpacific Industries Group Limited to repay existing debt borrowings. Refer to the announcement dated 26 October 2011 and the pathfinder document.																			
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	Holding Statements for Shares issued under the Institutionally Entitlement Offer will be despatched on 7 November 2011. Holding Statements for Shares issued under the Retail Entitlement Offer will be despatched on 1 December 2011.																			
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,578,638,735 Shares Subject to the effects of rounding under the Entitlement Offer and take up of Shares under the Retail Entitlement Offer</td><td>Fully Paid Ordinary Shares</td></tr></table>	Number	⁺ Class	1,578,638,735 Shares Subject to the effects of rounding under the Entitlement Offer and take up of Shares under the Retail Entitlement Offer	Fully Paid Ordinary Shares															
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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>1,487,774 (under the TPI LTIP – 2010 offer)</td><td>Performance rights</td></tr><tr><td>2,481,695 (under the TPI LTIP – 2011 offer)</td><td>Performance rights</td></tr><tr><td>7,236,348 (under the TPI EEA)</td><td>Performance rights</td></tr><tr><td>405,098 (under the TPI AIP)</td><td>Performance rights</td></tr><tr><td>3,852,943 (under the TPI LTIP – 2012 offer)</td><td>Performance rights</td></tr><tr><td>A further 350,000 to be issued under the TPI LTIP – 2011 offer to Kevin Campbell, CEO, subject to shareholder approval)</td><td>Performance rights</td></tr><tr><td>A further 888,158 to be issued under the TPI LTIP – 2012 offer to Kevin Campbell, CEO, subject to shareholder approval)</td><td>Performance rights</td></tr><tr><td>A\$309.1 million</td><td>Convertible notes, which are convertible to 23,297,850 ordinary shares subject to adjustments in accordance with the Terms and Conditions of the Notes</td></tr></table>	Number	⁺ Class	1,487,774 (under the TPI LTIP – 2010 offer)	Performance rights	2,481,695 (under the TPI LTIP – 2011 offer)	Performance rights	7,236,348 (under the TPI EEA)	Performance rights	405,098 (under the TPI AIP)	Performance rights	3,852,943 (under the TPI LTIP – 2012 offer)	Performance rights	A further 350,000 to be issued under the TPI LTIP – 2011 offer to Kevin Campbell, CEO, subject to shareholder approval)	Performance rights	A further 888,158 to be issued under the TPI LTIP – 2012 offer to Kevin Campbell, CEO, subject to shareholder approval)	Performance rights	A\$309.1 million	Convertible notes, which are convertible to 23,297,850 ordinary shares subject to adjustments in accordance with the Terms and Conditions of the Notes	
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|----|--|--|
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | <p>No change.</p> <p>Refer to Pathfinder prospectus lodged with ASX today.</p> |
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Part 2 - Bonus issue or pro rata issue

- | | | |
|----|---|---|
| 11 | Is security holder approval required? | No. |
| 12 | Is the issue renounceable or non-renounceable? | Renounceable |
| 13 | Ratio in which the +securities will be offered | 9 new ordinary shares for every 14 ordinary shares held. |
| 14 | +Class of +securities to which the offer relates | Fully paid ordinary shares |
| 15 | +Record date to determine entitlements | 7:00 pm (Sydney time) on 31 October 2011 |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | No. |
| 17 | Policy for deciding entitlements in relation to fractions | Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the nearest whole number. |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7. | <p>Under Retail Entitlement Offer, all countries other than Australia and New Zealand.</p> <p>Under the Institutional Entitlement Offer, shareholders in all countries other than Australia, New Zealand, Hong Kong, Singapore, Malaysia, United Kingdom, Ireland, France, Belgium, Netherlands, Germany, Norway, Switzerland, United Arab Emirates and the US (except for certain approved US shareholders as described in the pathfinder document lodged with ASX today).</p> |
| 19 | Closing date for receipt of acceptances or renunciations | <p>The Institutional Entitlement Offer will close on 27 October 2011.</p> <p>The Retail Entitlement Offer will close on 18 November 2011.</p> |

20	Names of any underwriters	Macquarie Capital (Australia) Limited ABN 79 123 199 548 CBA Equities Limited ABN 76 003 485 952
21	Amount of any underwriting fee or commission	An underwriting fees of 2% and a management fee of 0.25% of proceeds of the Institutional Entitlement Offer (less the proceeds of any Shares issued to WP X Holdings B.V.) A structuring fee of 0.75% of proceeds of the Institutional Entitlement Offer (less the proceeds of any Shares issued to WP X Holdings B.V.) A fee of 1.25% of the amount of proceeds of the Retail Entitlement Offer and proceeds of any Shares issued to WP X Holdings B.V. A discretionary fee of up to 0.9% of all subscription monies raised from the Entitlement Offer
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	3 November 2011
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do +security holders sell their entitlements in full through a broker?	Not applicable.

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|----|---|-------------------|
| 31 | How do +security holders sell part of their entitlements through a broker and accept for the balance? | Not applicable. |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | Not applicable. |
| 33 | +Despatch date | See Item 7 above. |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) ☒ Securities described in Part 1
- (b) ☐ All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 26 October 2011
(Company secretary)

Print name: Kellie Smith

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