

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 | Issue of performance rights to Kevin Campbell, CEO and Executive Director, following shareholder approval at the AGM held 2 November 2011:

337,500 performance rights under the TPI LTIP – 2011 offer;
888,158 performance rights under the TPI LTIP – 2012 offer. |

- 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)

TPI LTIP – 2011 offer

- Each performance right carries an entitlement to one fully paid ordinary TPI share for each vested performance right. Vesting will occur 14 days after the date on which the annual results of TPI for the financial year ending 30 June 2013 are released to ASX. The proportion of performance rights that vests depends on the achievement over the period to 30 June 2013:
 - If the company achieves relative shareholder return of equal to or greater than the 50th percentile of the Comparative group; and
 - If certain EPS hurdles are met.

Any performance rights that do not vest will lapse.

No amount is payable on the issue or exercise of the performance rights

TPI LTIP – 2012 offer

- Each performance right carries an entitlement to one fully paid ordinary TPI share for each vested performance right. Vesting will occur 14 days after the date on which the annual results of TPI for the financial year ending 30 June 2015 are released to ASX. The proportion of performance rights that vests depends on the achievement over the period to 30 June 2015:
 - Up to 50% vest subject to achieving specific earnings per share performance hurdles;
 - Up to 50% vest subject to minimum relative total shareholder return rankings.

Any performance rights that do not vest will lapse.

No amount is payable on the issue or exercise of the performance rights

- 4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

N/A

Ordinary shares issued or transferred on exercise of performance rights will rank equally with other ordinary shares then on issue, except for any entitlements which had a record date before the date of issue of those shares.

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	N/A															
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Issued as equity incentives to the CEO under the Transpacific Industries Group Long-Term Incentive Plan (TPI LTIP)															
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	2 November 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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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																
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>1,450,462 (under the TPI LTIP – 2010 offer)</td><td>Performance rights</td></tr><tr><td>2,763,965 (under the TPI LTIP – 2011 offer)</td><td>Performance rights</td></tr><tr><td>7,033,236 (under the TPI EEA)</td><td>Performance rights</td></tr><tr><td>375,727 (under the TPI AIP)</td><td>Performance rights</td></tr><tr><td>4,674,763 (under the TPI LTIP – 2012 offer)</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	1,450,462 (under the TPI LTIP – 2010 offer)	Performance rights	2,763,965 (under the TPI LTIP – 2011 offer)	Performance rights	7,033,236 (under the TPI EEA)	Performance rights	375,727 (under the TPI AIP)	Performance rights	4,674,763 (under the TPI LTIP – 2012 offer)	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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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																

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A.
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
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.	
19	Closing date for receipt of acceptances or renunciations	

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements in full through a broker?	

- 31 How do +security holders sell part of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

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: 3 November 2011
(Company secretary)

Print name: Kellie Smith

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