

NOTICE OF ANNUAL GENERAL MEETING 2012

Wednesday 31 October 2012 at 10.30am

Notice is given that the 8th Annual General Meeting (AGM) of Transpacific Industries Group Ltd (**Transpacific or the Company**) will be held in the Long Room, Customs House, 399 Queen Street Brisbane, on Wednesday 31 October 2012 commencing at 10.30am (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 2012.

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

2. Remuneration Report

To consider the Remuneration Report as it appears on pages 35 to 46 of the Directors' Report for the financial year ended 30 June 2012 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 35 to 46 of the Directors' Report for the financial year ended 30 June 2012 be adopted."

Notes:

- *This resolution is subject to the voting exclusions 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 Gene Tilbrook, a Non-executive Director retiring in accordance with Article 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 Bruce Brown, a Non-executive Director retiring in accordance with Article 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 Terry Sinclair, a Non-executive Director retiring in accordance with Article 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 Mr Jeffrey Goldfaden, a Non-executive Director retiring in accordance with Article 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).*

Special Business

4. Renewal of proportional takeover provisions in the Company's Constitution

To consider and, if thought fit, pass the following as a special resolution:

"That the Proportional Takeover Bid Approval provisions contained in Schedule 5 of the Company's Constitution be renewed with effect for 3 years from the close of the meeting in accordance with section 648G(4) of the Corporations Act 2001 (Cth)"

Notes:

- An explanation of the proposed resolution is set out in the attached Explanatory Statement in accordance with section 648G(5) of the Corporations Act (Cth).
- The Chairman of the meeting intends to vote undirected proxies in favour of resolution 4.

Voting Exclusions for Resolution 2 (Remuneration Report)

In accordance with the Corporations Act 2001(Cth), the Company will disregard any votes cast on Resolution 2 by:

- any Key Management Personnel of the Company, details of whose remuneration are included in the Remuneration Report; and
- a closely related party of any such Key Management Personnel,

unless the vote is not cast on behalf of any such Key Management Personnel or any of their closely related parties and:

- the person voting votes as a proxy appointed by writing that specifies the way the proxy is to vote on Resolution 2; or
- the person voting is the Chairman of the Meeting who votes as a proxy appointed by writing that does not specify the way the Chairman is to vote on Resolution 2 and which expressly authorises the Chairman to vote on Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

"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 2012. 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 Resolution 2 (Remuneration Report)

If the Chairman of the Meeting is appointed or taken to be appointed as a proxy the shareholder can direct the Chairman of the Meeting to vote "for", "against" or to "abstain" from voting on Resolution 2 by marking the appropriate box opposite Resolution 2 on the proxy form.

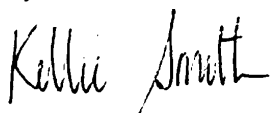
If the Chairman of the Meeting is appointed by a shareholder as its proxy (or the Chair is appointed by default) and no such direction is provided by the shareholder in relation to Resolution 2, the shareholder expressly authorises the Chairman of the Meeting to exercise its proxy on Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 2.

If you appoint any other person excluded from voting on Resolution 2 (as described above) as your proxy and you do not direct him or her how to vote on Resolution 2 on the Proxy Form, no votes may be cast on your behalf for Resolution 2.

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

Dated: 28 September 2012

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 29 October 2012. 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 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. If you direct your proxy how to vote, 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 10:30am (Brisbane time) (11:30am Sydney time) on Monday 29 October 2012) 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 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.

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), 3(d) or 4, 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 Resolution 2 by marking the "For", "Against" or "Abstain" box in Step 2 on the Proxy Form, you expressly authorise the Chairman to vote in accordance with his stated voting intentions. The Chairman intends to vote such proxies IN FAVOUR of Resolution 2.

Corporate Shareholders

10. 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

11. 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. Questions must be received at least 5 business days prior to the Annual General Meeting (ie by no later than 5.00pm (Brisbane time) (6.00pm Sydney time) on Tuesday 23 October 2012). 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 2012 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 visiting the investor section of our website 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 2012 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. Shareholders will be provided with the opportunity to ask questions about the reports and on the management of the Company.

The Company's Auditor will also be available at the meeting to answer any questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

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 35 to 46 of the Directors' Report for the financial year ended 30 June 2012 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 Article 6.3(c) of the Company's Constitution. This article 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 Article 6.3(c) of the Constitution are Mr Gene Tilbrook and Mr Bruce Brown. Both Mr Tilbrook and Mr Brown are eligible for election and offer themselves for re-election as Directors of the Company.

a) Mr Gene Tilbrook, Non-executive Director

- Independent Chairman
- Acting Chairman of the Human Resources Committee
- Member of the Audit Committee

Gene Tilbrook has been a Non-executive Director of Transpacific since September 2009 and was appointed Chairman in June 2010.

He has significant management experience in corporate strategy, finance, investments and capital management. He was Finance Director at Wesfarmers Limited until his retirement in May 2009. He is a Non-executive Director of Fletcher Building Ltd (appointed September 2009), GPT Group (appointed May 2010), and QR National Limited (appointed April 2010). He is a former Non-executive Director of NBN Co Ltd (resigned August 2012). Gene holds tertiary qualifications in science, computing science and business administration (MBA) and has completed the Advanced Management Program at the Harvard Business School. He is a fellow of the Australian Institute of Company Directors.

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

b) Mr Bruce Brown, Non-executive Director

- Member of the Audit Committee

Bruce Brown has been a Non-executive Director of Transpacific since March 2005.

He has significant experience with global business operations and financial expertise, and was Chief Executive Officer of ALS Limited (formerly Campbell Brothers Limited) until his retirement in 2005, having held finance and senior management positions with that company since 1976. He is currently a Non-executive Director of ALS Limited (appointed October 2005) and Red Flow Ltd (appointed February 2012). Bruce holds a tertiary qualification in commerce. He is a fellow of the Australian Institute of Company Directors.

The Board (with Bruce Brown 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 Article 6.2(a) of the Company's Constitution. This article states that the Board has the power to appoint any person as a Director. Any Director appointed under this article 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 Article 6.2(a) of the Company's Constitution, retire as required by Article 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 Terry Sinclair – Non-executive Director

- Member of the Risk and Compliance Committee

On 1 April 2012, the Board appointed Mr Terry Sinclair as a Non-executive Director.

Terry is a corporate advisor to a number of private and ASX listed firms on matters including post acquisition integration, business model development and digital communications. He was previously Chairman of AUX Investments (jointly owned by Qantas and Australia Post), which is the parent company for Star Track Express and Australian Air Express; and Head of Corporate Development at Australia Post. Terry's career includes senior leadership roles across the resources, industrials, logistics and communications sectors with BHP and Australia Post. Terry holds a Master of Business Administration (MBA), a Graduate Diploma in

Management and tertiary qualifications in mining surveying. He is a member of the Australian Institute of Company Directors.

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

d) Mr Jeffrey Goldfaden – Non-executive Director

- Member of the Human Resources Committee

On 23 April 2012, the Board appointed Mr Jeffrey Goldfaden as a Non-executive Director.

Jeffrey is a Managing Director of Warburg Pincus LLC, and is actively focused on the firm's investments in the Asia-Pacific region. He has previously been a director of companies involved in the manufacturing and consumer industries. Jeffrey holds tertiary qualifications from Dartmouth College, and an MBA from Stanford University Graduate School of Business.

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

Item 4: Renewal of proportional takeover provisions in the Company's Constitution

Under section 648D of the *Corporations Act 2001*, a company is empowered to include in its constitution provisions which enable the company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the proportional takeover bid. Such provisions must be renewed by shareholders every three years or otherwise they will lapse and cease to apply.

The Company's Constitution includes such provisions in Schedule 5 (the **Provisions**) but they have ceased to apply because the Provisions have not been renewed by shareholders since the Constitution was adopted in March 2005. The Directors consider that it is appropriate that shareholders have the opportunity to renew the Provisions for a term of three years.

Section 648G(5) of the Corporations Act requires the Company to provide shareholders with an explanation of the Provisions so that they may make an informed decision on whether to support or oppose the resolution. That explanation is set out below.

Proportional takeover bids

A proportional takeover bid is an off-market takeover offer sent to all shareholders but only in respect of a specified portion of each shareholder's shares in the Company (ie less than 100%). Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will only dispose of the specified portion of the shareholder's shares in the company and retain the balance of the shares.

Effect of renewing the Provisions

The effect of renewing the Provisions set out in Schedule 5 of the Constitution is that if a proportional takeover bid is made to the Company's shareholders, the Directors will be required to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover bid. That meeting must be held at least 14 days before the offer closes.

For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on within the required timeframe, the resolution will be deemed to have been approved. This, in effect, means that shareholders as a body may only prohibit a proportional takeover bid by rejecting such a resolution.

If the resolution is approved, or deemed to have been approved, transfers of shares under the proportional takeover bid (provided they are otherwise in order for registration) must be registered.

If the resolution is rejected, registration of any transfer of shares resulting from that proportional takeover bid will be prohibited and the offer will be deemed by the Corporations Act to have been withdrawn.

If the Provisions set out in Schedule 5 of the Company's Constitution are renewed by shareholders at the AGM, they will expire three years after the 2012 AGM unless renewed by a further special resolution of shareholders.

The Provisions do not apply to full takeover bids.

Reasons for proposing the resolution

The Directors consider that shareholders should have the opportunity to vote on a proposed proportional takeover bid.

A proportional takeover bid may result in effective control of the Company changing hands without shareholders having the opportunity of disposing of all their shares. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their shares whilst leaving themselves as part of a minority interest in the Company.

The Provisions set out in Schedule 5 of the Company's Constitution can prevent this occurring by giving shareholders the opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. This may also help to ensure that any proportional takeover bid is appropriately priced.

Presently proposed acquisitions

As at the date of this Explanatory Statement, none of the Directors of the Company are aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages for the Directors and shareholders

The Directors consider that it is a potential advantage to all shareholders that they have the opportunity to consider and vote upon any proposed proportional takeover bid before it may proceed. For a proportional takeover bid to be approved, it must be approved by more than half of the shares voted at the meeting excluding the shares of the bidder and its associates. Accordingly the renewal of the Provisions will enable shareholders to prevent a proportional takeover bid proceeding if a sufficient number of shareholders consider that control of the Company should not be permitted to pass under the bid. The provisions may also help shareholders avoid being locked in as a minority with one majority shareholder and may assist in ensuring that any proportional takeover bid is adequately priced.

The Directors consider that it would be an advantage to them to have the opportunity to ascertain the views of shareholders on any proportional takeover bid. Without such provisions, the directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the directors consider that the inclusion of the proportional takeover bid approval provisions has no potential advantages or potential disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted or rejected.

As to the possible disadvantages to shareholders of renewing the Provisions, it may be perceived by some shareholders that its presence makes a proportional takeover bid less likely to succeed and that therefore the chances of receiving an opportunity to dispose of part of their shares would be reduced because potential bidders may be discouraged from making a proportional takeover bid. This may be thought to potentially remove or reduce any speculative element of the market price of the Company's shares arising from the possibility of a proportional takeover bid. Some shareholders may also consider renewing the Provisions to be an additional restriction on the ability of individual shareholders to deal freely with their shares.

During the period in which the Provisions were previously in effect, the advantages and disadvantages set out above have applied. No partial takeover bid for the Company occurred in that time, so your Directors cannot point to any more specific advantages or disadvantages evident from the operation of the Provisions.

The Directors consider that the possible advantages outweigh the possible disadvantages and accordingly consider that the renewal of the Provisions in the Company's Constitution is in the interests of shareholders.

Directors' recommendation

The Board unanimously recommend shareholders vote in favour of special Resolution 4.



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



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

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



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 10:30 am (Brisbane time) on Monday 29 October 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

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

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Transpacific Industries Group Ltd to be held in the Long Room, Customs House, 399 Queen Street Brisbane, on Wednesday 31 October 2012 at 10.30am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 or any other Item of business by marking the appropriate box in step 2 below.

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
2	Remuneration Report	☐	☐	☐
3A	To re-elect Mr Gene Tilbrook as a Director of the Company	☐	☐	☐
3B	To re-elect Mr Bruce Brown as a Director of the Company	☐	☐	☐
3C	To elect Mr Terry Sinclair as a Director of the Company	☐	☐	☐
3D	To elect Mr Jeffrey Goldfaden as a Director of the Company	☐	☐	☐
4	Renewal of proportional takeover provisions in the Company's Constitution	☐	☐	☐

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

9 9 9 9 9 9 A

Computershare +



Shareholder Questions

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. 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 Brisbane time on Tuesday 23 October 2012.

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

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

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