

NOTICE OF ANNUAL GENERAL MEETING 2015

Friday 30 October 2015 at 10.30am (Brisbane time)

Notice is given that the 11th 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, QLD 4000 on Friday 30 October 2015 commencing at 10:30am (Brisbane time).

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report of the Company and its controlled entities for the financial year ended 30 June 2015, and the related Directors' Report and Auditor's Report.

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

2. Remuneration Report

To consider the Remuneration Report for the financial year ended 30 June 2015 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 for the financial year ended 30 June 2015 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 of the second of those AGMs at which all of the Company's Directors (who are Directors at the second AGM, other than the Managing Director) must stand for re-election.*

3. Re-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 Ray Smith, an Independent, Non-Executive Director retiring in accordance with clause 6.3(c) 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 Emma Stein, an Independent, Non-Executive Director retiring in accordance with clause 6.3(c) of the Constitution, being eligible, is re-elected as a Director of the Company."

Note: *The non-candidate Directors unanimously support the re-election of the candidate Directors.*

SPECIAL BUSINESS

4. Granting of performance rights to Mr Vik Bansal

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, authority is hereby given for the grant to Mr Vik Bansal, CEO and Executive Director, 2,838,220 performance rights under the Transpacific Industries Group Long-term Incentive Plan (2016 Offer), 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.*

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

To consider and, if thought fit, pass the following resolution 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)."

6. Change of Company Name

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

"That:

- a) *the name of the Company be changed to Cleanaway Waste Management Limited; and*
- b) *the Constitution of the Company be amended to reflect the change of name,*

with effect from a date to be determined by the Board being no later than 1 February 2016.

NOTICE OF ANNUAL GENERAL MEETING

VOTING EXCLUSIONS

Items 2 and 4 are resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (KMP) of the Company. *The Corporations Act 2001* (Cth) (Corporations Act) restricts KMP and their closely related parties from voting in certain circumstances.

In addition, voting restrictions apply to Item 4 under the ASX Listing Rules.

KMP 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 KMP for the financial year ended 30 June 2015. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Item 2: Remuneration Report

The Company will disregard any votes cast (in any capacity) by or on behalf of:

- > any KMP of the Company, details of whose remuneration is included in the Remuneration Report; and
- > a closely related party of any such KMP,

as well as any votes cast as a proxy on this Item by members of the KMP and their closely related parties, unless the vote is cast:

- > as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- > by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Item 4: Granting of Performance Rights to Mr Vik Bansal

The Company will disregard any votes cast by or on behalf of Mr Vik Bansal and any of his associates, as well as any votes cast as a proxy on this Item by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast:

- > as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- > by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

IMPORTANT NOTE - PROXY VOTING

The Chairman intends to vote undirected proxies **IN FAVOUR** of all proposed resolutions set out in this Notice of Meeting. If there is a change to how the Chairman intends to vote undirected proxies an announcement will be made to the ASX.

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

Dated: 24 September 2015

By Order of the Board



Dan Last
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 Wednesday 28 October 2015. 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.

EXERCISING YOUR RIGHT TO VOTE

3. The vote on each resolution will be decided by a poll subject to any requirements of the Corporations Act and the Constitution of the Company.

For resolutions determined by poll, each shareholder present in person or by proxy or attorney has one vote for each fully paid ordinary share held.

PROXIES

4. 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.
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 on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed. If no direction is given, the proxy may vote as it sees fit, subject to any voting restrictions applicable to the proxy.

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 (i.e. by no later than 10:30am (Brisbane time) (11:30am Sydney time) on Wednesday 28 October 2015) 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 850 505 (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 direct the Chairman of the Meeting how to vote on an item of business, then by completing and returning the relevant Proxy Form you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP.

If you do not direct the Chairman of the Meeting how to vote on an item of business, the Chairman as your proxy will vote **IN FAVOUR** of all Resolutions.

CORPORATE SHAREHOLDERS

9. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise as a shareholder 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.
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 signed as required by section 127 of the Corporations Act or that Corporation's Constitution.

VOTING BY ATTORNEY

11. If you wish to appoint an attorney to act on your behalf at the meeting, your appointment must be made by a duly executed Power of Attorney. The Power of Attorney must be received by no later than 10:30am (Brisbane time) (11:30am Sydney time) on Wednesday 28 October 2015 or, in the case of an adjournment, prior to the time scheduled for resumption of the meeting, unless it has been previously provided to Transpacific.

QUESTIONS FROM SHAREHOLDERS

12. 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 by visiting the investor section of our website **www.transpacific.com.au**. Questions must be received at least 5 business days prior to the Annual General Meeting (i.e. by no later than 5.00pm (Brisbane time) (6.00pm Sydney time) on Thursday 22 October 2015). This is to allow time to collate questions and to prepare answers.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

The Chairman and CEO will address the meeting and make a presentation on the performance of the Company during the financial year ended 30 June 2015 as well as other strategic and operational activities of the Company. The Chairman and CEO 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.

ITEM 1: FINANCIAL REPORT

The Corporations Act requires the following reports in respect of the financial year ended 30 June 2015 to be laid before the Annual General Meeting:

- > Financial Report (which includes financial statements and Directors' declaration);
- > 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 which is considered as a separate resolution) 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 at the meeting 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. 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 for the financial year ended 30 June 2015 appears in the Annual Report. In accordance with the Corporations Act, the Remuneration Report:

- > Describes the policies behind, and structure of, the remuneration arrangements of the Company, and the link between remuneration and the Company's performance; and
- > Sets out the remuneration arrangements in place for Directors and those members of the senior management team with authority and responsibility for planning, directing and controlling the activities of the Company.

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, 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 of the second of those AGMs at which all of the Company's Directors (who are Directors at the second AGM, 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: RE-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 Ray Smith and Emma Stein. Both Ray and Emma are eligible for election and offer themselves for re-election as Directors of the Company.

- a) *Ray Smith, Independent Non-executive Director*
 - > Chairman of the Audit and Risk Committee
 - > Member of the Remuneration and Nomination Committee

Ray Smith has been an Independent Non-executive Director of Transpacific since 1 April 2011.

He has significant corporate and financial experience in the areas of strategy, acquisitions, treasury and capital raisings, and was Chief Financial Officer of Smorgon Steel Group for 11 years.

Ray currently serves as a Non-Executive Director of K&S Corporation Limited (appointed February 2008). He is a former Non-Executive Director of Crowe Horwath Australasia Limited (resigned January 2015) and Warrnambool Cheese and Butter Factory Company Holdings Limited (resigned May 2014). He is also a Trustee of the Melbourne and Olympic Parks Trust (appointed 2008).

Ray holds tertiary qualifications in Commerce. He is a Fellow of CPA Australia and a Fellow of the Australian Institute of Company Directors.

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

b) *Emma Stein, Independent Non-executive Director*

- > Member of the Audit and Risk Committee
- > Member of the Health, Safety and Environment Committee

Emma Stein has been an Independent Non-executive Director of Transpacific since 1 August 2011.

Emma has significant corporate experience within industrial markets and was the UK Managing Director for French utility Gaz de France's energy retailing operations.

Emma currently serves as a Non-Executive Director of DUET Group (appointed June 2004), Programmed Maintenance Services Limited (June 2010), Alumina Limited (appointed February 2011) and Transgrid Corporation (appointed March 2015). She is a former Non-Executive Director of Transfield Services Infrastructure Fund (resigned July 2011) and Clough Limited (resigned December 2013).

Emma holds tertiary qualifications in Science and a Masters of Business Administration (MBA). She is an Honorary Fellow of the University of Western Sydney and a Fellow of the Australian Institute of Company Directors.

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

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

Item 4: Granting of Performance Rights to Vik Bansal

Granting of performance rights under the Long-term Incentive Plan (**2016 Offer**).

Shareholder approval is sought for the purposes of ASX Listing Rule 10.14, and for all other purposes, so as to authorise the grant of performance rights to

Mr Vik Bansal, CEO and Executive Director, under the Transpacific Industries Group Ltd Long-term Incentive Plan. If approval is given for the purposes of ASX Listing Rule 10.14, shareholder approval is not required for the purposes of ASX Listing Rule 7.1.

The issue of performance rights to Mr Bansal as further detailed in this Notice of Meeting and Explanatory Statement forms part of the reasonable remuneration of Mr Bansal 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 (2016 Offer)

Type of Securities	Performance rights to acquire fully paid ordinary shares in the Company.
Plan	Transpacific Industries Group Long-term Incentive Plan (LTIP).
Who can participate in the Plan?	Any person who is, at the time of an offer, a full-time or part-time employee of Transpacific Industries Group Ltd or its controlled entities (excluding Non-executive Directors), as determined by the Board.
Issue of Rights under the Plan since the last Shareholder approval	Grants under the LTIP to Executive Directors were last approved by Shareholders at the 2014 Annual General Meeting. The following grant was approved at that meeting and was issued as set out below: Mr Robert Boucher (former CEO and Executive Director): 1,929,824 rights for nil consideration. These rights have now lapsed.
Numbers of Rights Granted Subject to Shareholder Approval	2,838,220 The number of rights to be granted under the 2016 Offer was calculated based on the following formula: (A x B) divided by C, where: A = Total Fixed Remuneration as at 3 August 2015 of \$1,200,000 B = 150%, which is the maximum long term incentive opportunity C = \$0.6342, being the 20 day volume weighted average price (VWAP) of TPI shares for the period 24 August 2015 to 18 September 2015.
Date Rights will be Granted	The performance rights will be granted the business day following receipt of shareholder approval.
Amount payable for the Rights	No monetary consideration will be sought in relation to the performance rights granted. There are no loans associated with the performance rights granted.
Exercise Price of the Rights	Nil.
Term of the Rights	Expiry 6 months after the vesting date, which is 14 days after the date on which the annual financial results of the Company for the financial year ending 30 June 2018 are released to the ASX. If not exercised within the 6 months of this date the rights will lapse.
Vesting of Rights	Vesting of the rights will be subject to achievement of the performance measures set out on the next page and the participant being employed at the vesting date.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

Performance Measures – 2016 offer	<p>The performance rights under this offer will be divided into two equal tranches, subject to performance hurdles measured as follows:</p> <p>(i) Tranche 1 - 50% of the performance rights issued vest if the Company achieves certain Relative Total Shareholder Return (TSR) targets over a 3 year performance period (from 1 July 2015 to 30 June 2018):</p>										
	<table border="1"> <thead> <tr> <th data-bbox="563 456 919 517">TSR relative to Comparator Group</th> <th data-bbox="927 456 1436 517">% of TSR (Tranche 1) Performance Rights that will vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 528 919 562">0 to 49th percentile</td> <td data-bbox="927 528 1436 562">Nil</td> </tr> <tr> <td data-bbox="563 573 919 607">50th percentile</td> <td data-bbox="927 573 1436 607">50% of Tranche 1 Rights</td> </tr> <tr> <td data-bbox="563 618 919 678">51st to 74th percentile</td> <td data-bbox="927 618 1436 678">51% to 99% of Tranche 1 Rights (on a straight line basis)</td> </tr> <tr> <td data-bbox="563 689 919 723">75th to 100th percentile</td> <td data-bbox="927 689 1436 723">100% of Tranche 1 Rights</td> </tr> </tbody> </table>	TSR relative to Comparator Group	% of TSR (Tranche 1) Performance Rights that will vest	0 to 49th percentile	Nil	50th percentile	50% of Tranche 1 Rights	51st to 74th percentile	51% to 99% of Tranche 1 Rights (on a straight line basis)	75th to 100th percentile	100% of Tranche 1 Rights
TSR relative to Comparator Group	% of TSR (Tranche 1) Performance Rights that will vest										
0 to 49th percentile	Nil										
50th percentile	50% of Tranche 1 Rights										
51st to 74th percentile	51% to 99% of Tranche 1 Rights (on a straight line basis)										
75th to 100th percentile	100% of Tranche 1 Rights										
	<p>The TSR Comparator Group is the S&P/ASX 200 Industrials Sector Index (XNJ).</p>										
	<p>(ii) Tranche 2 - 50% of the performance rights issued vest if the Company achieves certain Return on Invested Capital (ROIC) targets at 30 June 2018:</p>										
	<table border="1"> <thead> <tr> <th data-bbox="563 846 919 907">Average ROIC over the 3 year performance period</th> <th data-bbox="927 846 1436 907">% of TSR (Tranche 2) Performance Rights that will vest</th> </tr> </thead> <tbody> <tr> <td data-bbox="563 918 919 952">< 4.6%</td> <td data-bbox="927 918 1436 952">Nil</td> </tr> <tr> <td data-bbox="563 963 919 996">4.6%</td> <td data-bbox="927 963 1436 996">20% of Tranche 2 Rights</td> </tr> <tr> <td data-bbox="563 1008 919 1068">Between 4.6% and 5.6%</td> <td data-bbox="927 1008 1436 1068">Between 20% and 50% of Tranche 2 Rights (on a straight line basis)</td> </tr> <tr> <td data-bbox="563 1079 919 1113">Between 5.6% and 7.6%</td> <td data-bbox="927 1079 1436 1113">Between 50% and 100% of Tranche 2 Rights (on a straight line basis)</td> </tr> </tbody> </table>	Average ROIC over the 3 year performance period	% of TSR (Tranche 2) Performance Rights that will vest	< 4.6%	Nil	4.6%	20% of Tranche 2 Rights	Between 4.6% and 5.6%	Between 20% and 50% of Tranche 2 Rights (on a straight line basis)	Between 5.6% and 7.6%	Between 50% and 100% of Tranche 2 Rights (on a straight line basis)
Average ROIC over the 3 year performance period	% of TSR (Tranche 2) Performance Rights that will vest										
< 4.6%	Nil										
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Between 5.6% and 7.6%	Between 50% and 100% of Tranche 2 Rights (on a straight line basis)										
	<p>At the end of the performance periods outlined above, Relative TSR and ROIC will be measured to determine the proposed vesting percentages, which will then be considered and determined by Board resolution.</p>										
Retesting	<p>No retesting is available. Performance rights lapse if the performance measures are not met at the end of the performance period.</p>										
Exercise of Vested Rights	<p>Vested rights may be exercised at any time within 6 months of date of vesting.</p> <p>Each right is exercisable into one ordinary share in the Company and will rank equally with other shares in the Company.</p> <p>On exercise, the Board will determine whether to provide the shares via a new issue or an on-market purchase.</p>										
Termination of Employment	<p>Subject to the Corporations Act, the Board will determine the extent, if any, to which unvested rights will vest. Any rights that do not vest will lapse.</p>										
Change of control	<p>In the event of a change of control of the Company, 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>										
Bonus Issues and Capital Reconstructions	<p>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.</p>										

The Board (other than Mr Vik Bansal who abstains from making a recommendation because of his interest in the resolution) recommend that shareholders vote in favour of this Resolution. None of the Directors (other than Mr Vik Bansal) have an interest in the outcome of this Resolution.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

Item 5: Renewal of proportional takeover provisions in the Company's Constitution

Under the Corporations Act 2001, a company is permitted to include in its constitution a provision to 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 offer.

The proportional takeover approval provision (Schedule 5, Clause 2) of the Constitution was last renewed with the approval of shareholders at the 2012 AGM for a period of 3 years with effect on and from 31 October 2012. Accordingly, the provision will cease to operate from 31 October 2015 unless it is renewed.

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 (i.e. less than 100%) of each shareholder's shares in the Company. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of the shareholder's shares in the company and retain the balance of the shares.

Effect of proposed proportional takeover provision

The effect of Schedule 5, Clause 2 is that if a proportional takeover bid is made to shareholders, the Directors are obliged to convene a meeting of shareholders to be held at least 14 days before the offer closes. The purpose of the meeting is to vote upon a resolution to approve the proportional takeover bid.

For the resolution to be approved, it must be passed by a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote at the meeting, excluding votes of the bidder and its associates.

If no such resolution is voted on within the required timeframe, the resolution is 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 in all other respects in order for registration) must be registered.

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

The renewed Schedule 5, Clause 2 will expire three years after its adoption unless renewed by a further special resolution of shareholders.

A proportional takeover provision does 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 renewed Schedule 5, Clause 2 can prevent this occurring by giving shareholders the opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

Presently proposed acquisitions

As at the date of these Explanatory Notes, the Directors of the Company are not 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. 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, and accordingly the existence of this provision is likely to cause an intending bidder to formulate its offer in a way that would be attractive to a majority of shareholders. It may also have the effect of not allowing control of the Company to pass without payment of a control premium.

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.

As to the possible disadvantages of such a provision, 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 consider the presence of this provision to be an additional restriction on the ability of individual shareholders to deal freely with their shares.

During the period in which the previous proportional takeover provision was in effect, the advantages and disadvantages set out above have been applied.

The Board recommends that shareholders vote in favour of this special resolution.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

ITEM 6: CHANGE OF COMPANY NAME

It is proposed that shareholders approve the Company's name being changed from Transpacific Industries Group Limited to Cleanaway Waste Management Limited. The Board has approved this change of name subject to the approval of shareholders.

The Board considers that the change of name is appropriate to support the simplification of the Company group's organisational and operating structure. The change of name will assist the group in offering more integrated and customer driven service solutions which better reflect the group's suite of waste management services.

If this special resolution is approved by shareholders, the proposed name change of the Company will be lodged with the Australian Securities and Investments Commission (ASIC). However, with approval from ASIC, the name change will not become effective until a date to be determined by the Board being no later than 1 February 2016. This is to ensure that the effective date for the name change coincides with the launch of the group's rebranding initiative, currently expected to be launched in early 2016.

The Board will also request that ASX change the Company's ASX listing code from "TPI" to "CWY" after the change of name takes effect. The ASX listing code "CWY" has been reserved by the Company.

The Board recommends that shareholders vote in favour of this special resolution.

FOR FURTHER ENQUIRIES
REGARDING THIS
NOTICE OF ANNUAL
GENERAL MEETING
CONTACT



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Level 1
159 Coronation Drive
Milton QLD 4064

Tel: +61 7 3367 7800


Share Registry
Computershare
Investor Services Pty limited
117 Victoria Street
West End QLD 4101

Tel: 1300 850 505 (within Australia)
Tel: +61 3 9415 4000 (outside Australia)

Company Website
transpacific.com.au



Lodge your proxy:

 **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 850 505
(outside Australia) +61 3 9415 4000

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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.




Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

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 10:30am (Brisbane time) Wednesday 28 October 2015**

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 or abstain as they choose (to the extent permitted by law). 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 help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on the question form enclosed 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 11th Annual General Meeting of Transpacific Industries Group Ltd to be held at the Long Room, Customs House, 399 Queen Street, Brisbane on Friday, 30 October 2015 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 **Items 2 & 4** (except where I/we have indicated a different voting intention below) even though **Items 2 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 **Items 2 & 4** 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-election of Ray Smith as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-election of Emma Stein as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

	For	Against	Abstain
4 Granting of performance rights to Mr Vik Bansal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal of proportional takeover provisions in the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /