

MaxiTRANS INDUSTRIES LIMITED

ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Place: Computershare Conference Centre
"Yarra Falls"
452 Johnston Street
Abbotsford Victoria 3067

Date: Friday, 21 October 2016

Time: 11.00 am (AEDT)

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION
If you are in doubt as to how to deal with it,
please consult your financial or other professional adviser**

MAXITRANS INDUSTRIES LIMITED
ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of MaxiTRANS Industries Limited ACN 006 797 173 (**Company**) will be held at the Computershare Conference Centre, "Yarra Falls," 452 Johnston Street, Abbotsford Victoria on Friday, 21 October 2016 at 11.00 am (AEDT).

Please note there are certain restrictions on whether your proxy is able to vote your shares, particularly in relation to Resolutions 1 and 3. Please read this Notice of Annual General Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form.

BUSINESS:

A. Financial Statements and Reports

To table the financial statements (including the Directors' Report and Auditor's Report) of the Company for the year ended 30 June 2016 and to provide the Shareholders with the opportunity to raise any issues or ask questions generally of the Directors concerning those financial statements or the business and operations of the Company.

B. Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Resolution 1 – Remuneration Report

That the Remuneration Report for the financial year ended 30 June 2016 be adopted.

Resolution 2 – Election as a Director

That Ms Samantha Hogg, a Director having been appointed since the last Annual General Meeting, in accordance with the Company's Constitution retires, being eligible and having signified her candidature for the office, is re-elected as a Director of the Company.

Resolution 3 – Grant of Performance Rights to the Managing Director

That the grant of performance rights under the Performance Rights Plan to Mr. Michael Brockhoff, Managing Director, be approved as described in the Explanatory Memorandum.

NOTES:

The details of the resolutions contained in the explanatory notes accompanying this Notice of Annual General Meeting should be read together with and as part of this Notice of Annual General Meeting.

VOTING ENTITLEMENTS

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the Company's shares quoted on ASX Limited at 7.00pm (AEDT) on Wednesday, 19 October 2016 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons only will be entitled to attend and vote at the meeting.

VOTING EXCLUSION STATEMENTS

Resolution 1 – Remuneration Report

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the key management personnel of the Company and its subsidiaries (together referred to as the **Group**), details of whose remuneration are included in the remuneration report for the year ended 30 June 2016 (each a **KMP**); and
- a Closely Related Party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- it is cast as a proxy, and the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 1 and it is not cast on behalf of a KMP or a Closely Related Party of a KMP; or
- the proxy is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP of the Company (or the Group).

If you are KMP or a closely related party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and the Group, whether directly or indirectly. Members of key management personnel include its directors and certain senior executives.

A Closely Related Party of a member of the key management personnel means any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Group;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).

Resolution 3 – Grant of Performance Rights to the Managing Director

The Company will disregard any votes cast on Resolution 3 by:

- any director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- the director's associates.

However, the Company is not required to disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote and it is cast in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP of the Company (or the Group).

PROXIES

1. A Shareholder entitled to attend and vote at the meeting has the right to appoint a person (who needs not be a Shareholder of the Company) as the Shareholder's proxy to attend and vote at the meeting.
2. If a Shareholder is entitled to cast two or more votes they may appoint two proxies (but no more) provided that an appointment of two proxies will have no effect unless each proxy is appointed to represent a specified proportion of the Shareholder's voting rights aggregating no more than 100% of that Shareholder's voting rights. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.
3. The proxy form must be signed by the Shareholder or his or her attorney. Proxies given by corporations must be signed either under seal or under the hand of its duly authorised attorney.
4. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or any attested copy thereof) must be lodged at the share registry of the Company **or** on-line:

By facsimile: Computershare Investor Services Pty Limited on 1800 783 447
(within Australia) or +61 3 9473 2555 (outside Australia)

By mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

In person: Computershare Investor Services Pty Limited
"Yarra Falls," 452 Johnston Street
Abbotsford Victoria 3067

On-line: go to www.investorvote.com.au, log-in and follow the prompts.

Custodians: Relevant custodians may lodge their proxy form online by visiting
www.intermediaryonline.com

To be valid, proxies must be received by 11.00 am (AEDT), Wednesday, 19 October 2016, being not later than 48 hours before the time for holding the meeting.

5. A corporation which is a member may also appoint an individual to act as its representative at the annual general meeting in accordance with section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment unless it has previously been provided to the Company's share registry.
6. If the proxy form is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the Chairperson of the Meeting for full voting rights and the Chairperson will vote in favour of the item on a poll.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution of the Company to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
8. A proxy form accompanies this Notice of Annual General Meeting.

APPOINTING THE CHAIR AS YOUR PROXY

The proxy form accompanying this notice of meeting contains detailed instructions regarding how to complete the proxy form if a shareholder wishes to appoint the chair of the meeting as his or her proxy. You should read those instructions carefully.

By appointing the chair of the meeting as your proxy in relation to Resolution 1, you expressly authorise the chair to vote in favour of Resolution 1 unless:

- you expressly authorise the chair to vote against or abstain from voting on the resolution; or
- you are a KMP.

By appointing the chair of the meeting as your proxy in relation to Resolution 3, you expressly authorise the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP and even if the chair has an interest in the outcome of Resolution 3 and that votes cast by the chair, other than as proxy holder, would be disregarded because of that interest.

The chair intends to exercise all available proxies by voting in favour of all Resolutions on the agenda.

If you do not wish to give the chair of the meeting such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked against each of the Resolutions in the proxy form.

BY ORDER OF THE BOARD



Mr. C. Richards
Company Secretary
MaxiTRANS Industries Limited
16 September 2016

MAXITRANS INDUSTRIES LIMITED
ACN 006 797 173
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

The purpose of this Explanatory Memorandum (which accompanies and forms part of the Notice of Annual General Meeting dated 16 September 2016) is to provide shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting of the Company on Friday, 21 October 2016 and to allow shareholders to determine how they wish to vote on those resolutions.

Shareholders should read the full text of this Explanatory Memorandum before deciding how to vote.

If you are in any doubt about the action which you should take in relation to the proposals contemplated in this Explanatory Memorandum, you should consult your financial or other professional adviser immediately.

Words or expressions used in this Explanatory Memorandum are defined below.

DEFINITIONS

In this Explanatory Memorandum the following terms have the following meanings:

AGM means the 2016 Annual General Meeting of the Company to be held on 21 October 2016.

Annual Report means the annual report of the Company for the financial year ended 30 June 2016.

ASX means Australian Securities Exchange Limited.

Board means the Board of Directors.

Company means MaxiTRANS Industries Limited ACN 006 797 173.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Explanatory Memorandum.

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Group means the Company and all of its subsidiaries.

Notice of Meeting means the notice of the AGM dated 16 September 2016 referred to in and which accompanies this Explanatory Memorandum.

Resolution means a resolution referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Share(s).

THE PROPOSALS

The Resolutions before the meeting relate to the following matters:

1. to adopt the Remuneration Report;
2. to elect Ms. Hogg as a Director;
3. to approve the grant of performance rights to the Managing Director.

WHY THE MEETING IS BEING HELD

A. Financial Statements and Reports

Under the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company for the previous year for discussion by the Shareholders at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements for the year ended 30 June 2016 in the Annual Report. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the financial statements and the associated reports will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide the Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the meeting. It is not the purpose of the meeting that the financial statements be approved, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements will be put to the Shareholders at the meeting.

B. Ordinary Resolutions

1. Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2016 contains a Remuneration Report. The Remuneration Report explains in detail:

- the remuneration policies adopted by the Board;
- the links between the remuneration policies adopted by the Board and the performance of the Company;
- the remuneration details for each Director and the senior executives of the Company;
- the different bases of remuneration paid to non-executive Directors and executive management; and
- the details of any Short Term Incentive Scheme and Long Term Incentive Scheme in place and forming part of the remuneration structure of the Company and the links between each scheme and the performance of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The vote on the Remuneration Report is advisory and will not bind the Company or its Directors.

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the report to Shareholders for adoption.

Shareholders attending the AGM will be given an opportunity to ask questions about the Remuneration Report which is set out in the Annual Report.

2. Election as a Director – Ms. Samantha Hogg

The Board has been undergoing a program of renewal with the appointment of Joe Rizzo to the Board in 2014. As previously announced, Ian Davis retired from the Board on 30 June, 2016 after 22 years' service on the Board as Chairman. Continuing with this program, Geoff Lord will not be standing for re-election at this AGM after 16 years' service on the Board.

Under clause 58 of the Constitution, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director so appointed will hold office until the next annual general meeting of the Company when the Director may be re-elected but will not be taken into account in determining the number of Directors who must retire by rotation.

Ms. Hogg is an independent non-executive Director of the Company. She is the Chairperson of the Audit & Risk Management Committee and is also a member of the Corporate Governance, Remuneration and Nomination Committees.

Ms. Hogg has previously held senior executive finance roles at Transurban Group, Vale Inco and WMC Resources. Ms Hogg is currently a non-executive director of Hydro Tasmania and TasRail.

Further details about Ms. Hogg are set out in the Annual Report.

The Directors (except Ms. Hogg) unanimously recommend to Shareholders to vote in favour of the resolution.

3. Grant of Performance Rights to the Managing Director

Under the ASX Listing Rules, the Company must seek shareholder approval to grant equity securities in the Company to Mr. Michael Brockhoff, the Company's Managing Director. Accordingly, the Company is seeking approval for the grant of performance rights to Mr. Brockhoff under the Company's Plan which was approved by shareholders at the 2010 annual general meeting and summarised in Annexure A.

Mr. Brockhoff's performance rights will vest depending on performance against agreed long term incentive targets. The long term incentive targets are as follows:

1. to achieve an increase in basic Earnings Per Share (**EPS**) to 9.82 cents for the year ending 30 June, 2019 representing an average annual compound increase of 27.6% per annum; and
2. to achieve an increase in the Company's Return on Invested Capital (**ROIC**) at an average of 1.75% per annum over the period from 1 July 2016 to 30 June 2019. Based on the Company's ROIC of 6.17% as at 30 June 2016, this represents a target ROIC of 11.42% for the year ending 30 June 2019.

50% of the performance rights will vest on attainment of each target and will be assessed independently of each other.

In relation to the EPS target, vesting will only occur if the target increase in EPS is achieved.

The minimum target that must be achieved before any of the performance rights vest in relation to the ROIC target is a ROIC of 9.84% in the year ending 30 June 2019, at which point 25% of the performance rights will vest (i.e. 50% of the performance rights pool attributable to the ROIC target). A sliding scale will apply where the actual ROIC achieved is between 9.84% and 11.42%. 50% of the performance rights (i.e. 100% of the performance rights attributable to the ROIC target) will vest where the target ROIC of 11.42% is fully achieved or exceeded.

ASX Listing Rule 10.15 requires this Notice of Meeting to include the following information in relation to the grant of performance rights that may be granted to Mr Brockhoff under the terms of the Plan:

- (a) *Maximum number of securities that may be acquired*

670,436

- (b) *The price or formula for calculating the price for each security to be acquired under the Plan*

No price is payable by Mr. Brockhoff for the grant or exercise of the performance rights.

- (c) *The names of all persons referred to in Listing Rule 10.14 who received securities under the Plan since the last approval*

None

- (d) *The names of all persons referred to in Listing Rule 10.14 entitled to participate in the Plan*

Mr Brockhoff is the only person referred to in Listing Rule 10.14 entitled to participate in the Plan.

- (e) *The terms of any loan in relation to the acquisition*

No loan will be made in relation to the acquisition.

- (f) *The date by which the entity will issue the securities*

The performance rights will be issued within 12 months of the date of this meeting. It is anticipated that the performance rights will be issued in November 2016.

The Directors unanimously recommend Shareholders vote in favour of the resolution.

WRITTEN QUESTIONS TO THE AUDITOR

The Company's auditor or the auditor's representative will attend the AGM. Shareholders entitled to vote at the AGM may submit written questions to the auditor if the question is relevant to:

- the content of the auditor's report; or
- the conduct of the audit of the annual financial report.

Questions must be submitted no later than 5.00pm on Monday, 17 October 2016 and should be sent to the Company Secretary, 346 Boundary Road, Derrimut, Victoria, 3030.

HOW TO VOTE

To vote on the Resolutions you will need to follow these steps:

- EITHER 1.** Complete the Form of Proxy and return it in person, by facsimile or mail (to be received no later than 11.00 am (AEDT) on Wednesday, 19 October 2016) to the following offices or facsimile numbers:

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria 3001

Facsimile number: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

OR

Computershare Investor Services Pty Limited

"Yarra Falls," 452 Johnston Street

Abbotsford Victoria 3067

- OR 2.** Vote online – go to www.investorvote.com.au, log in and follow the prompts. Custodians – Relevant custodians may lodge their proxy form online by visiting www.intermediaryonline.com

- OR 3.** Attend the AGM.

The lodging of a completed Form of Proxy will not prevent you from attending and voting at the AGM.

QUERIES

The Directors recommend that all Shareholders consider very carefully all the information set out in this Explanatory Memorandum before deciding how to vote on the Resolutions.

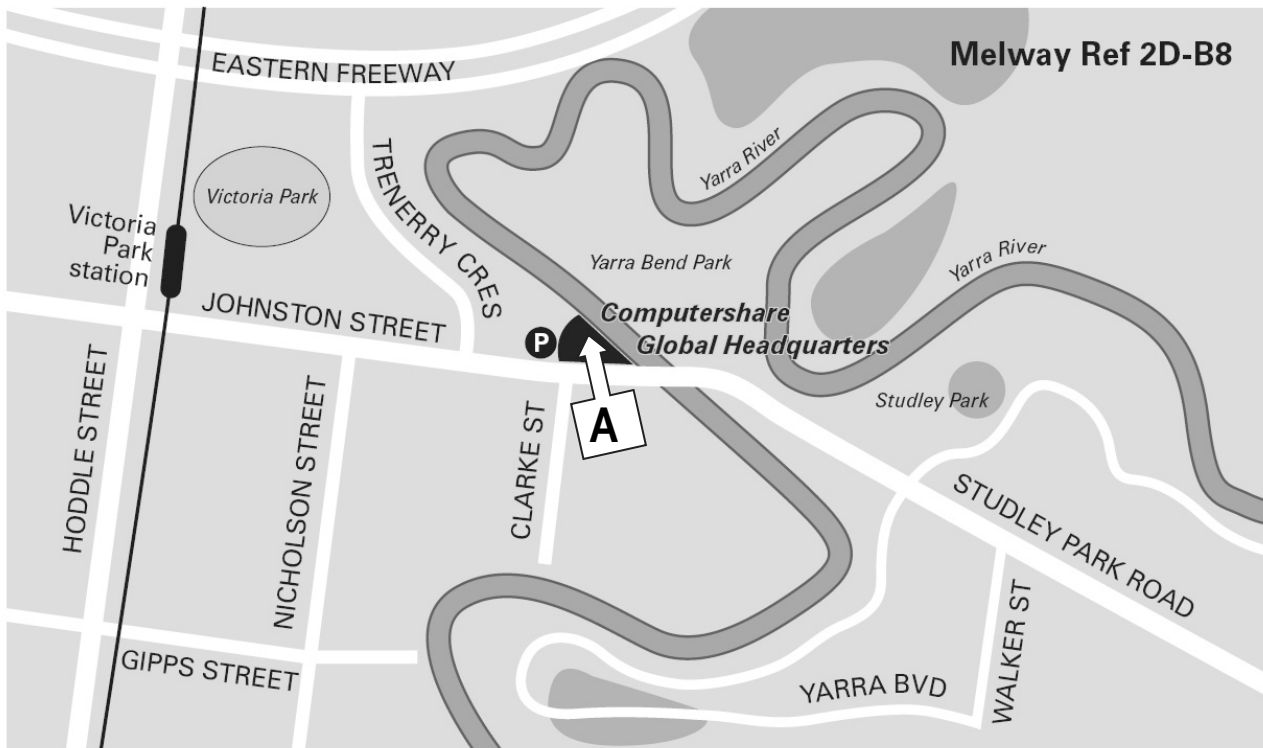
If after reading the Notice of Meeting and the Explanatory Memorandum, you have any queries about the meeting, the Resolutions to be put to the meeting or the nature of the proposals being considered, please contact the Company Secretary at MaxiTRANS Industries Limited on (03) 8368 1100.



Mr. C. Richards
Company Secretary
MaxiTRANS Industries Limited
16 September 2016

MAP – VENUE LOCATION

Symbol A below denotes the office location of Computershare Investor Services Pty Limited at: 452 Johnston Street, Abbotsford, Victoria.



CAR PARKING

Car parking is available along the side streets adjacent to the office. Please take note of any specially designated parking areas.

Annexure A – Summary of MaxiTRANS Performance Rights Plan

A summary of the terms and conditions of the MaxiTRANS Performance Rights Plan (**Plan**) is set out below. A copy of the full terms of the Plan may be obtained from the Company.

Introduction	<p>The Plan enables the Company to grant performance rights to senior managers and executive directors of the Company (Eligible Executives) with the aim of providing the Eligible Executives with a long term incentive which will enable them to acquire shares in the Company and to recognise and maximise their contribution to the performance of the Company.</p>
Performance Rights	<ul style="list-style-type: none">• A performance right will, upon its exercise, entitle a holder to receive (either by way of issue or by transfer) one fully paid ordinary share in the Company, which will rank equally with all other existing shares.• The exercise of a performance right will be subject to certain performance hurdles being met.• A performance right is considered to have 'vested' when the performance hurdles relating to that performance right have been satisfied.• Typically, no payment will be required from an Eligible Executive for the grant or the exercise of a performance right.• The Plan will be administered by a committee of the Board (Plan Committee).
Offers	<ul style="list-style-type: none">• The Plan Committee will have the absolute discretion to make an offer to grant performance rights to any Eligible Executive. The Plan Committee will also determine the number of performance rights to be offered. However, each Eligible Executive will only be granted performance rights once in each financial year. This may not be at the same time as other Eligible Executives.• The offer of performance rights will be in writing and will state, amongst other things, any performance hurdles or other conditions (if any) determined by the Plan Committee to apply to the offer (Offer Document).• An Eligible Executive may accept an offer by giving the Company the duly completed and executed prescribed application form within the period of time specified in the offer.• An Eligible Executive may only accept the offer in respect of all of the performance rights offered in an Offer Document and not in part.• The grant of performance rights by the Company will be subject to prescribed limits where the grant of performance rights:<ul style="list-style-type: none">• will, when aggregated with any conditional entitlement to shares issued pursuant to employee incentive schemes or shares previously issued under employee incentive schemes during the past five years, exceed 5% of the total number of shares of the Company on issue; or• breach the limit specified in Listing Rule 7.1 of the ASX Listing Rules.

Exercise of performance rights – Exercise period criteria	<ul style="list-style-type: none"> • Performance rights may only be exercised during a seven year period commencing three years after the date they were awarded. • In special circumstances, different time periods will apply. For example, where the holder of the performance rights retires, dies, sustains a total and permanent disability or is made redundant, the exercise period will commence on the date the special circumstance arose and will end 90 days later.
Exercise of performance rights – Performance hurdles criteria	<ul style="list-style-type: none"> • In addition to the exercise period criteria, performance rights may only be exercised if the performance hurdles relating to those performance rights have been satisfied. • These performance hurdles will be specified in the Offer Document.
Restrictions	<ul style="list-style-type: none"> • The offer of performance rights is personal to the Eligible Executive and except for specific acceleration events relating to a takeover or a compulsory acquisition, performance rights are not transferrable and cannot be sold or disposed of by an Eligible Executive. • Shares issued to Eligible Executives following the exercise of a performance right may also be subject to 12 month on-sale prohibitions if the Company is not entitled to either rely on relief provided by ASIC Class Order [CO 03/184] or issue a cleansing notice under section 708A(5)(e) of the Corporations Act.
Lapse of performance rights	<ul style="list-style-type: none"> • Performance rights which have not yet vested will lapse if the relevant performance hurdles are not met. Unvested performance rights will also lapse if the Eligible Executive is dismissed with cause from the Company. • Performance rights which have vested will lapse immediately if the Eligible Executive is dismissed with cause from the Company. In addition, vested performance rights will lapse: <ul style="list-style-type: none"> • twelve months after the occurrence of a change of control in the Company; • six months after the date of termination of an Eligible Executive (other than in special circumstances relating to the death, retirement, redundancy or total and permanent disablement of an Eligible Executive); or • twelve months after the occurrence of the special circumstance relating to the death, retirement, redundancy or total and permanent disablement of an Eligible Executive. • Where performance rights lapse, all rights of the holder in respect of those performance rights under the Plan cease.

Participation rights	<ul style="list-style-type: none"> • If the Company conducts a new issue of shares to existing shareholders, a holder of performance rights is not entitled to participate in the new issue merely by virtue of being a performance rights holder. This does not affect any rights to participate in the new issue for shares derived from existing shares held independently of, or previously issued under, the Plan. • The Plan provides for adjustments to be made to the number of shares to be issued to a holder upon exercise of performance rights to take into account changes to the capital structure of the Company that occur by way of a pro rata issue or a bonus issue of shares. • In any reorganisation of the Company's capital, the performance rights may be adjusted in a similar way to the extent necessary to comply with the Listing Rules.
Amendment to Plan	<p>The Board retains the discretion to amend the rules of the Plan, or to waive or modify the application of the Plan to Eligible Executives, including the discretion to amend the terms of the performance rights.</p>