

NOTICE OF
ANNUAL
GENERAL
MEETING

2014

WEDNESDAY 29 OCTOBER 2014 AT 10.30AM
CUSTOMS HOUSE, 399 QUEEN STREET BRISBANE

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 10th 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 29 October 2014 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 2014, 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 2014 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 2014 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 at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

3. Election and 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 Martin Hudson, 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 Terry Sinclair, 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."

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 Philippe Etienne, an Independent, Non-executive Director retiring in accordance with clause 6.3(j) 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.*

SPECIAL BUSINESS

4. Granting of performance rights to Mr Robert Boucher

- a) 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 Robert Boucher, CEO and Executive Director, 1,929,824 performance rights under the Transpacific Industries Group Long-term Incentive Plan (2014 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.*

- b) 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 Robert Boucher, CEO and Executive Director, 372,651 performance rights under the Transpacific Industries Group Deferred Equity Plan (Deferred STI), 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.*

NOTICE OF ANNUAL GENERAL MEETING

5. Amendment to the Company's Constitution

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

"That the Constitution of the Company be amended by:

(a) replacing Article 10.1(a) with the following:

"Subject to the Corporations Act and the terms of issue of Shares, the Directors may resolve to pay any Dividend they think appropriate and fix the time for payment. The Company does not incur a debt merely by fixing the amount or time for payment of a Dividend. A debt arises only when the time fixed for payment arrives. The decision to pay a Dividend may be revoked by the Directors at any time before then."

(b) deleting Article 10.1(b); and

(c) deleting the words "Article 10.1(b)(iii)" in Article 10.1(e) and replacing them with the words "Article 10.1(a)."

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 2014. 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:

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

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.

Item 4: Granting of Performance Rights to Mr Robert Boucher

The Company will disregard any votes cast by or on behalf of Mr Boucher 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 4 below for further details regarding proxy voting.

Dated: 26 September 2014

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 Monday 27 October 2014. 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. If both proxies are present at a meeting, neither may vote on a show of hands.

5. 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.
6. 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.
7. 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 Monday 27 October 2014) 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.

8. 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

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 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

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.

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 last 5 business days prior to the Annual General Meeting (i.e. by no later than 5.00pm (Brisbane time) (6.00pm Sydney time) on Tuesday 21 October 2014). 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 2014 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 2001 (Cth) requires the following reports in respect of the financial year ended 30 June 2014 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 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 for the financial year ended 30 June 2014 appears on pages 39 to 53 of 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 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 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 Martin Hudson and Terry Sinclair. Both Martin and Terry are eligible for election and offer themselves for re-election as Directors of the Company.

a) *Martin Hudson, Independent Non-executive Chairman*

Martin Hudson has been an Independent Non-executive Director of Transpacific since 14 September 2009. He was appointed Chairman in March 2013.

Martin has significant board and commercial experience in risk management, executive leadership, governance and strategic direction derived from his varying roles at Foster's Group Limited (Senior Vice President Commercial Affairs and Chief General Counsel), as General Counsel to Pacific Dunlop Group of Companies and, for over 20 years, partner of national law firm Herbert Smith Freehills.

Martin is a Non-Executive Director of CNPR Limited (appointed December 2011). He is a former director of NM Superannuation Pty Ltd (the Trustee of Axa Asia Pacific Holdings Limited's public superannuation funds), and AMP Superannuation Ltd (the Trustee of AMP's public superannuation funds (resigned June 2014)).

Martin holds tertiary qualifications in Law and is a Member of the Australian Institute of Company Directors.

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

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

b) *Terry Sinclair, Independent Non-executive Director*

- > Member of the Remuneration and Nomination Committee
- > Member of the Audit and Risk Committee

Terry has been an Independent Non-executive Director of Transpacific since 1 April 2012. He has significant experience as a corporate advisor to a number of private and ASX listed firms on matters including post acquisition integration, business model development and digital communications.

Terry is currently Chairman of Marrakech Road Pty Ltd and Advisor-Australasia, P3 Global Management Inc. He was previously Managing Director of ServiceStream Limited (resigned May 2014). Throughout his career he also held various senior leadership roles across the resources, industrials, logistics and communication sectors with BHP and Australia Post.

Terry holds a Master of Business Administration (MBA), a graduate Diploma of Management and tertiary qualifications in mining surveying. He is a Member of the Australian Institute of Company Directors

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

Election of Directors – Resolution 3(c)

Resolution 3(c) seeks approval for the election of Philippe Etienne, who has been appointed to the Board since the last Annual General Meeting. Clause 6.2(a) of the Company's Constitution states that the Board has the power to appoint any person as a Director. Any Director appointed under this clause 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 at the next Annual General Meeting.

c) *Philippe Etienne, Independent Non-executive Director*

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

On 29 May 2014, the Board appointed Philippe Etienne as an Independent Non-executive Director.

Philippe was most recently Managing Director and Chief Executive Officer of Innovia Security Pty Ltd, a position he has held from October 2010 until his retirement in September 2014. Philippe's career also included senior executive positions with Orica in Australia, the USA and Germany including strategy and planning and responsibility for synergy delivery of large scale acquisitions.

Philippe holds a Master of Business Administration (MBA) and has completed post graduate qualifications in marketing.

Philippe Etienne, having been appointed to the Board under Clause 6.2(a) of the Company's Constitution, retires as required by Clause 6.3(j) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offer himself for election as a Director of the Company.

The Board (with Philippe Etienne abstaining) recommend that you vote in favour of this ordinary resolution.

ITEM 4: GRANTING OF PERFORMANCE RIGHTS TO MR ROBERT BOUCHER

- (a) Granting of performance rights under the Long-term Incentive Plan (2014 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 Robert Boucher, CEO and Executive Director, under the Transpacific Industries Group Ltd Long-term Incentive Plan (LTIP). 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 Boucher as further detailed in this Notice of Meeting and Explanatory Statement forms part of the reasonable remuneration of Mr Boucher by the Company.

Specific information which must be provided to shareholders in accordance with ASX Listing Rule 10.15 is set out below.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

Grant of performance rights under LTIP (2014 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	<p>Grants under the LTIP to Executive Directors were last approved by Shareholders at the 2011 Annual General Meeting. The following grant was approved at that meeting and was issued as set out below:</p> <p>Mr Kevin Campbell (former CEO and Executive Director): 1,238,158 rights for nil consideration</p> <p>These rights have now lapsed.</p>
Numbers of Rights Granted Subject to Shareholder Approval	<p>1,929,824</p> <p>The number of rights to be granted under the 2014 offer was calculated based on the following formula:</p> <p>(A x B) divided by C, where:</p> <p>A = Total Fixed Remuneration of \$1,100,000</p> <p>B = 150%, which is the maximum long term incentive opportunity</p> <p>C = .855, being the 20 day volume weighted average price (VWAP) of TPI shares for the period 18 July 2013 to 14 August 2013.</p>
Date Rights will be Granted	The performance rights will be granted the day following receipt of shareholder approval.
Amount payable for the Rights	<p>No consideration will be sought in relation to the performance rights granted.</p> <p>There are no loans associated with the performance rights granted.</p>
Exercise Price of the Rights	Nil.
Term of the Rights	<p>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 2017 are released to the ASX.</p> <p>If not exercised within the 6 months of this date the rights will lapse.</p>
Vesting of Rights	Vesting of the rights will be subject to achievement of the performance measures set out below and the participant being employed at the vesting date.

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

<p>Performance Measures</p>	<p>The performance rights under this offer will be divided into two equal tranches, and will vest in two distinct 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 4 year performance period (from 1 July 2013 to 30 June 2017).</p> <table border="1" data-bbox="470 465 1434 701"> <thead> <tr> <th>TSR relative to Comparator Group</th> <th>% of TSR (Tranche 1) Performance Rights that will vest</th> </tr> </thead> <tbody> <tr> <td>0 to 49th percentile</td> <td>Nil</td> </tr> <tr> <td>50th percentile</td> <td>50% of Tranche 1 Rights</td> </tr> <tr> <td>51st to 74th percentile</td> <td>51% to 99% of Tranche 1 Rights (on a straight line basis)</td> </tr> <tr> <td>75th to 100th percentile</td> <td>100% of Tranche 1 Rights</td> </tr> </tbody> </table> <p>The TSR Comparator Group is the S&P/ASX 200 Industrials Sector Index (XNJ), excluding entities involved in resources or mining.</p> <p>(ii) Tranche 2 - 50% of the performance rights issued vest if the Company achieves certain underlying earnings per share (EPS) performance targets at 30 June 2017):</p> <table border="1" data-bbox="470 875 1434 1211"> <thead> <tr> <th>Underlying EPS Target to achieve</th> <th>% of Underlying EPS (Tranche 2) Performance Rights that will vest</th> </tr> </thead> <tbody> <tr> <td>Less than 10.0 cents per share</td> <td>Nil</td> </tr> <tr> <td>10.0 cents per share</td> <td>50% of Tranche 2 Rights</td> </tr> <tr> <td>Between 10.0 and 12.8 cents per share</td> <td>51% to 75% of Tranche 2 Rights (on a straight line basis)</td> </tr> <tr> <td>Between 12.8 and 14.0 cents per share</td> <td>75% to 100% of Tranche 2 Rights (on a straight line basis)</td> </tr> <tr> <td>> 14.0 cents per share</td> <td>100% of Tranche 2 Rights</td> </tr> </tbody> </table> <p>At the end of the performance periods outlined above, Relative TSR and Underlying EPS will be measured to determine the proposed vesting percentages, which will then be considered and determined by Board resolution.</p>	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	Underlying EPS Target to achieve	% of Underlying EPS (Tranche 2) Performance Rights that will vest	Less than 10.0 cents per share	Nil	10.0 cents per share	50% of Tranche 2 Rights	Between 10.0 and 12.8 cents per share	51% to 75% of Tranche 2 Rights (on a straight line basis)	Between 12.8 and 14.0 cents per share	75% to 100% of Tranche 2 Rights (on a straight line basis)	> 14.0 cents per share	100% of Tranche 2 Rights
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<p>Retesting</p>	<p>No retesting is available. Performance rights lapse if the performance measures are not met at the end of the performance period.</p>																						
<p>Dealing Restrictions</p>	<p>Rights may not be sold but can be exercised after they vest. 50% of any shares provided upon exercise of vested performance rights are restricted shares if the participant does not hold shares in the Company to the value of at least 12 months Total Fixed Remuneration (TFR), meaning these restricted shares cannot be sold until the executive has accumulated and holds at least 12 months TFR in Company shares.</p>																						

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

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>The Board will determine the extent, if any, to which unvested rights will vest.</p> <p>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 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>

(b) Grant of performance rights under the Deferred Equity Plan

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 Robert Boucher, CEO and Executive Director, under the Transpacific Industries Group Ltd Deferred Equity Plan (DEP).

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 Boucher as further detailed in this Notice of Meeting and Explanatory Statement forms part of the reasonable remuneration of Mr Boucher by the Company. The Board has determined

that 50% of Mr Boucher's 2014 short term incentive (STI) should be deferred in rights, and vest on 30 June 2016 (subject to continued employment).

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 DEP

Type of Securities	Performance rights to acquire fully paid ordinary shares in the Company.
Plan	Transpacific Industries Group Deferred Equity Plan (DEP).
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	Nil.
Numbers of Rights Granted Subject to Shareholder Approval	<p>372,651</p> <p>The Company requires 50% of Mr Boucher's actual STI for the 2014 year to be deferred in rights. Accordingly, the proposed STI deferred grant to Mr Boucher has a maximum face value of \$333,150.</p> <p>The number of rights to be granted has been calculated by dividing the face value of the STI deferred component (\$333,150) by the 20 day VWAP of TPI shares for the period 22 August 2014 to 18 September 2014.</p>

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

Date Rights will be Granted	The performance rights will be granted the day following receipt of shareholder approval.
Amount payable for the Rights	No consideration will be sought in relation to the performance rights granted.
Exercise Price of the Rights	Nil.
Term of the Rights	Expiry 6 months after the vesting date, which is 30 June 2016. 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 the participant being employed at the vesting date.
Performance Measures	There are no performance measures attached to the vesting of the performance rights.
Dealing Restrictions	Rights may not be sold but can be exercised after they vest.
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	The Board will determine the extent, if any, to which unvested rights will vest. Any rights that do not vest will lapse.
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	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.

The Board (other than Mr Robert Boucher) recommend that shareholders vote in favour of Resolutions 4(a) and 4(b).
None of the Directors (other than Mr Robert Boucher) have an interest in the outcome of Resolution 4(a) or 4(b).

EXPLANATORY STATEMENT ON ITEMS OF BUSINESS

ITEM 5: AMENDMENT TO COMPANY'S CONSTITUTION

Section 254T of the Corporations Act has been amended changing the way companies calculate amounts available to pay dividends by replacing the "profits test" with a three-tiered test based on balance sheet solvency. Prior to the amendment, under the "profits test" or capital maintenance rule a company could only pay dividends out of profits. Section 254T now stipulates that a company must not pay a dividend unless:

- > the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- > the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- > the payment of the dividend does not materially prejudice the company's ability to pay its creditors.


Assets and liabilities for the purpose of the new test are to be calculated in accordance with accounting standards in force at the relevant time.

The proposed amendments to the Company's Constitution will give the Directors flexibility to resolve to pay a dividend out of any available source permitted by law. The amendments are also proposed to ensure that the Company's Constitution is aligned with the Corporations Act.

No other amendments are being made to the Company's Constitution.

Shareholders may obtain, free of charge, a copy of the revised Constitution of the Company by calling +61 7 3367 7800. Copies will also be available at the Meeting.

The Board recommends that Shareholders vote in favour of this special resolution 5.



FOR FURTHER
ENQUIRIES
REGARDING THIS
NOTICE OF ANNUAL
GENERAL MEETING
CONTACT




Registered Office
Level 1
159 Coronation Drive
Milton QLD 4064

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

Company Website
transpacific.com.au

**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

┌ 000001 000 TPI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



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 PIN: 99999

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) Monday 27 October 2014**

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 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 at the **Long Room, Customs House, 399 Queen Street Brisbane on Wednesday, 29 October 2014 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(a), and 4(b) (except where I/we have indicated a different voting intention below) even though Items 2, 4(a), and 4(b) 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(a), and 4(b) 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.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-election of Mr Martin Hudson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-election of Mr Terry Sinclair as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) Election of Mr Philippe Etienne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a) Granting of LTI Performance Rights to Mr Robert Boucher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Granting of STI Performance Rights to Mr Robert Boucher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Amendment to Company's Constitution	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



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 21 October 2014.

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
