

24 October 2014

Dear Securityholder

TRINITY ANNUAL GENERAL MEETING

The attached Notice of Meetings and Explanatory Memorandum contains important information in relation to Trinity Group's 2014 Annual General Meeting (AGM). I ask that you consider the contents of the explanatory memorandum (EM) prior to the Trinity Group AGM to be held on Thursday 27 November 2014.

As Trinity continues to pursue growth opportunities and re-establish itself in the property funds management arena, we consider this AGM to be an appropriate time to refresh some aspects of the Group.

Board of Directors

This week we announced the retirement of long standing director, Mr Richard Friend, after 7 years of service on the Trinity Board and its various committees. Richard has been integral to the stabilisation of Trinity and sees the beginning of Trinity's growth journey as an opportune time to pass the reins to a new director. We thank Richard for his significant contribution, support and leadership during those years.

Trinity Group's Chief Investment Officer, Mr Bevan Towing, has been appointed to the Trinity Board as an Executive Director. His continued holding of that directorship requires Member approval.

We intend to announce the appointment of another non-executive director in due course.

Change of Name

As part of the next step in Trinity's transformation, we are seeking Member approval for Trinity Limited to change its name to '**Unity Pacific Limited**'. 'Unity' becomes a core value for the Group, representing the importance of strong reliable partnerships with our stakeholders. 'Pacific' has been incorporated into the name as being relevant to the geographical region in which Trinity operates. Set out below is an image of the proposed name and a possible logo.



Security Consolidation

As Trinity currently has more than 140 million securities on issue, with a security price which in recent times ranges between 25 – 30 cents, we are seeking Member approval to reduce the number of Securities on issue via a Security Consolidation. Under the proposal, every four securities will be consolidated into one security. This will give Trinity a more appropriate capital structure and security price for a listed entity of Trinity's size, market capitalisation and business activity and is another step in 'drawing a line in the sand' between Trinity's past and future.

It is important that you vote. If you are unable to attend the meetings, you can vote by completing and returning the enclosed proxy form in accordance with the instructions provided on the form. Proxy forms must be returned by 10am (AEST) on Tuesday 25 November 2014.

If you have any queries in relation to the enclosed documentation, please contact Trinity's Company Secretary by telephone on (07) 3370 4800 or by email at companysecretary@trinitylimited.com.au.

Yours sincerely



Brett Heading
Chairman
Trinity Limited and
Trinity Investment Management Limited



TRINITY GROUP

Annual General Meeting | 2014

Notice of Meetings and Explanatory Memorandum

Trinity Group
Level 1, 88 Creek Street, Brisbane QLD 4001
T: +61 7 3370 4800 F: +61 7 3041 6125
E: info@trinitylimited.com.au

[www:trinity.com.au](http://www.trinity.com.au)

Trinity Limited ACN 110 831 288
Trinity Investment Management Limited ACN 137 565 149
Trinity Stapled Trust ARSN 111 389 596

NOTICE OF MEETING

Notice is given that the Annual General Meeting of Trinity Limited (**Company**) and a Meeting of Members of Trinity Stapled Trust (**Trust**) will be held concurrently at:

Time: 10.00 am (AEST)

Date: Thursday 27 November 2014

Venue: Heritage Boardroom, Level 1, 308 Queen Street, Brisbane QLD 4000

Concurrent Meetings of Stapled Entities

Clause 15.1(c) of the Constitution and clause 28.13 of the Trust Constitution provide that joint meetings of Members of both the Company and the Trust may be held while the stapling of units in the Trust to shares in the Company applies. Accordingly, where applicable, the meeting will be a meeting of both the Company and the Trust (collectively referred to as **Trinity**).

This notice is issued by the Company and by Trinity Investment Management Limited ACN 137 565 149 (**Responsible Entity**) as responsible entity of the Trust.

Notes

- a) Registration will commence at 9.30am.
 - b) Each item of business will be discussed.
 - c) The Explanatory Memorandum provides further information in relation to the items of business.
 - d) The Voting Exclusion Statement on page 3 outlines information about Members excluded from voting in relation to particular resolutions.
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NOTICE OF MEETING

MEETING AGENDA

Ordinary Business

Item 1 Financial Report

To receive and consider Trinity's Financial Report, incorporating the Directors' Report and the Independent Audit Report, for the financial year ended 30 June 2014.

Item 2 Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act*:

"That the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30 June 2014 be adopted."

Item 3 Election of Director – Mr Bevan Towning

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

"That Mr Bevan Towning, who was appointed to the Board following the last annual general meeting of the Company to fill the vacancy left by the retirement of Mr Richard Friend, and being eligible, be elected as a director of the Company in accordance with clause 17.3(b) of the Constitution."

Item 4 Re-election of Director - Mr Brett Heading

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Mr Brett Heading, retiring by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company."

Special Business

Item 5 Change of Company Name

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

"That the name of the Company be changed from Trinity Limited to Unity Pacific Limited."

Item 6 Consolidation of Company Shares

To consider and, if thought fit, pass the following as an ordinary resolution:

"That the Company's issued capital be consolidated through the conversion of every four shares in the Company into one share in the Company, and that any resulting fractions of a share be rounded down to the previous whole number of shares, with the consolidation taking effect on 10 December 2014."

NOTICE OF MEETING

VOTING EXCLUSION STATEMENT

Item 2

The Company will disregard votes (in accordance with section 250R of the *Corporations Act*) cast on Item 2 by or on behalf of:

a) any member of its Key Management Personnel whose remuneration details are included in the Remuneration Report; or

b) a Closely Related Party of such a member,

unless the vote is cast by:

a) the person as proxy for another Member, who is entitled to vote on the resolution proposed under Item 2, if the vote is cast in accordance with the directions on the proxy form; or

b) the Chairman of the Meeting as a proxy for a person who is entitled to vote on the resolution proposed under Item 2, and the vote cast is either:

- in accordance with the direction on the proxy form; or
- in circumstances where the proxy form does not specify the way the proxy is to vote on the resolution and the proxy form expressly authorises the Chairman of the Meeting to exercise the proxy (even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company).

The Responsible Entity and its associates are not entitled to vote on any resolution of the Trust if they have an interest in the resolution other than as a Member of the Trust, in accordance with section 253E of the *Corporations Act*.

VOTING AT THE MEETING

Members Entitled to Vote

The directors of the Company and the Responsible Entity have determined in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* that for the purpose of voting at the Meeting or adjourned Meeting, **stapled securities will be taken to be held by those persons recorded in Trinity's register of Members as at 6.00 pm (AEST) on 25 November 2014.**

Voting Methods

Individual Members may vote at the Meeting by attending in person, by proxy or by appointing a power of attorney.

A corporate Member may vote by proxy or through an individual who has been appointed as the corporate Member's representative.

Voting by Proxy

A Member who is entitled to attend and cast a vote at the Meeting is entitled to appoint:

a) one proxy if the Member is entitled to one vote; or

b) one or two proxies if the Member is entitled to cast two or more votes. The Member may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded. Each appointment of a proxy should be done on a separate proxy form.

The proxy need not be a Member of Trinity.

Voting by Attorney

A Member may appoint an attorney to vote on their behalf in which case Trinity will require written proof of the attorney's appointment, including any authority under which it is signed, at the Meeting.

NOTICE OF MEETING

Corporations

A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act* in which case Trinity will require written proof of the representative's appointment which must be lodged with or presented to Trinity before the Meeting.

Proxy Forms

If you wish to appoint a proxy and are entitled to do so, please complete and return the proxy form enclosed with this Notice of Meeting.

To be valid, proxy forms must be received no later than:

Time: 10.00 am (AEST)

Date: Tuesday 25 November 2014

in accordance with the instructions listed on the enclosed proxy form.

Voting Intentions of the Chairman

Where a Member nominates the Chairman of the Meeting as their proxy but does not indicate their voting intention, the Chairman will (subject to the voting exclusion set out on page 3 of this Notice of Meeting) vote the proxy in favour of all resolutions.

Ordinary Resolutions

Each ordinary resolution is passed if more than 50 percent of the votes cast by or on behalf of Members entitled to vote on the resolution are in favour.

Special Resolution

The special resolution is passed if more than 75 percent of the votes cast by or on behalf of Members entitled to vote on the resolution are in favour.

Queries on Voting

If you have any queries on the proxy form or on how to cast your votes please call Trinity's Registrar during business hours on:

Link Market Services Limited

1300 554 474

+61 1300 554 474 (from overseas)

QUESTIONS AND COMMENTS BY MEMBERS

Members will be given reasonable opportunity at the Meeting to ask questions or make comments on the management of the Company.

In addition to this, Members can submit written questions to the Chairman prior to the Meeting, about the management of Trinity or to Trinity's Auditor (BDO Audit Pty Ltd).

Members may submit questions to the Auditor (via the Company) if the question is relevant to the content of the Auditor's Report, or the conduct of the audit of the Financial Report to be considered at the Meeting.

Any written questions for the Auditor or the Chairman must be submitted to:

Email: companysecretary@trinitylimited.com.au

Mail: The Company Secretary

Trinity Group

GPO Box 5083

Brisbane QLD 4001

Fax: 07 3041 6125

All questions must be received no later than:

Time: 5.00 pm (AEST)

Date: Thursday 20 November 2014

The Chairman will seek to address as many of the more frequently raised, relevant topics as possible. Please note that individual responses will not be sent to Members.

By order of the Board.



Laura Fanning

Joint Company Secretary

Date: 24 October 2014

EXPLANATORY MEMORANDUM

EXPLANATORY NOTES

Item 1 Financial Report

The Directors' Report, the Auditor's Report and the financial statements will be tabled before the Meeting as required by section 317 of the *Corporations Act*. In addition, the Constitution provides for such reports and statements to be received and considered at the Meeting.

During this item of business, Members will be given reasonable opportunity to ask questions and make comments on these reports, the financial statements and the management of Trinity generally but no formal resolution is required by either the *Corporations Act* or the Constitution.

Similarly, a reasonable opportunity will be given to Members, as a whole, to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Trinity in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the financial year ended 30 June 2014.

The Financial Report is available to Members on the Australian Securities Exchange (ASX) website and the Trinity website at www.trinity.com.au.

Item 2 Adoption of Remuneration Report

Members will be asked to vote at the Meeting on a resolution to adopt the Remuneration Report. The resolution will be decided on as if it was an ordinary resolution of Members but it is advisory only and not binding on the directors or the Company.

The Remuneration Report forms part of the Directors' Report and outlines Trinity's remuneration policies for the 2014 financial year, together with remuneration information for directors and other Key Management Personnel. Key Management Personnel include people having authority and responsibility for planning, directing and controlling the activities of the consolidated entity.

The Remuneration Report can be found on page 25 of the 2014 Annual Report which Members recently received by mail or email or can be accessed on Trinity's website at www.trinity.com.au.

Following consideration of the Remuneration Report, the Chairman will give Members reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The directors unanimously recommend that Members vote in favour of Item 2.

EXPLANATORY MEMORANDUM

Item 3 Election of Director

Under clause 17.3 of the Constitution, any director appointed since the last annual general meeting to fill a casual vacancy on the Board only holds office until the next annual general meeting.

Mr Towning ceases to hold office at the conclusion of the Meeting in accordance with clause 17.3 of the Constitution and being eligible, presents himself for re-election as a director of the Company.

Mr Towning's details are as follows:

Bevan Towning
Dip Bus Rev
Executive Director

Mr Towning was appointed Chief Investment Officer of Trinity on 25 November 2013 and was appointed to the Board of Directors on 22 October 2014.

Mr Towning is a highly experienced senior executive with over 30 years' experience in both the listed and unlisted real estate investment trust sector.

Mr Towning has held such positions as Head of Property at General Property Trust (GPT), Head of Listed Real Estate Funds (Colonial First State Property), Joint Managing Director – Real Estate and Head of Real Estate Funds at Challenger Financial Services Group, General Manager at Grocon Investment Management (Grollo Group), and more recently as the CEO – Capital Partnerships at Mirvac Group.

The directors (other than Mr Towning) unanimously recommend that Members vote in favour of Item 3.

Item 4 Re-election of Director

Under clause 17.4 of the Constitution, one third of the current directors (excluding the Managing Director, any directors appointed under clause 17.3 to fill a casual vacancy and any director who has vacated their office under clause 17.6) must retire by rotation at each annual general meeting.

Mr Brett Heading will retire by rotation at the conclusion of the Meeting in accordance with clause 17.4 of the Constitution and being eligible, presents himself for re-election as a director of the Company.

Mr Heading's details are as follows:

Brett Heading
BCom LLB (Hons) FAICD
Chairman and Non-Executive Independent Director

Mr Brett Heading has been Chairman of Trinity since his appointment to the Board of Directors on 21 August 2009 and is a member of Trinity's Audit Committee (appointed 1 December 2009).

Mr Heading is an experienced company director and corporate lawyer. He is Senior Partner of McCullough Robertson Lawyers and has been a partner of that firm since 1985, specialising in capital raising, mergers and acquisitions.

Mr Heading has been a director of a number of listed and unlisted companies. He is currently a director of Empire Oil & Gas NL, Invion Limited (formerly CBio Limited) and Peanut Company of Australia Ltd.

Mr Heading is also a former long standing member of the Board of Taxation and was a member of the Takeovers Panel from 1997 to 2009.

Mr Heading stood for re-election at the 2013 annual general meeting. However, following Mr Richard Friend's recent retirement, Mr Heading is required to stand for re-election in order for the Company to comply with clause 17.4 of the Constitution.

The directors (other than Mr Heading) unanimously recommend that Members vote in favour of Item 4.

EXPLANATORY MEMORANDUM

Item 5 Change of Company Name

The Board seeks Member approval to change the Company's name from 'Trinity Limited' to 'Unity Pacific Limited'.

The possibility that the Board would request Members to change the Company name was included in the ASX announcement dated 26 September 2013 when the growth path and new business focus for the Company was announced.

The Board considers the renaming of Trinity Limited to 'Unity Pacific Limited' as a necessary step in the Company's transformation.

Despite the positive achievements in stabilising and rebuilding the Company and the Group over the last few years, the Trinity name and brand still has significant associations with legacy issues and past stakeholders which associations are not now relevant to the current stakeholders (including the Board, the executive and the Members) and new business focus.

The new Company name of Unity Pacific Limited has been chosen to reflect certain values and focus.

Unity represents the creation of strong reliable partnerships with all stakeholders which is central to achieving future value and support. Pacific has been incorporated into the name as being relevant to the geographical region in which Trinity operates.

Set out below is an image of the proposed name and a possible logo.



We are seeking to rename and rebrand in a cost effective manner with minimal costs being incurred to date. If the change of name is not approved by Members, it will still be necessary to refresh the existing logo and associated marketing materials, including Trinity's website, to meet the requirements of Trinity's business activities.

If Members approve the change of Company name, the change of name and branding will be adopted across all of Trinity's activities over the forthcoming months.

The Company will apply to ASIC for the change of name. The change of Company name will be effective from the time that ASIC alters the details of the Company's registration to note the change of name, which we expect to occur in December 2014.

If Members approve the change of Company name, the Board of Trinity Investment Management Limited, as responsible entity for Trinity Stapled Trust, will resolve to change the name of 'Trinity Stapled Trust' to 'Unity Pacific Stapled Trust', and to amend the Trust's constitution accordingly.

The change of Trust name will take effect once a copy of the amendment to the constitution has been lodged with ASIC.

Finally, upon receiving Member approval, the Company will also request the ASX to change the name of the stapled entity as recorded on the ASX from 'Trinity Group' to 'Unity Pacific Group' and to change the ASX code from 'TCQ' to 'UPG'.

The directors unanimously recommend that Members vote in favour of Item 5.

EXPLANATORY MEMORANDUM

Item 6 Consolidation of Company Shares

Overview

The Board seeks the approval of Members for a consolidation of the Company's issued share capital. The Company proposes to consolidate every four existing shares into one share (Share Consolidation). If Members approve the Share Consolidation, the units in the Trust that are stapled to these shares will also be consolidated in the same proportion (Unit Consolidation). Member approval of the Unit Consolidation is not required. Together, the Share Consolidation and the Unit Consolidation are referred to as the Security Consolidation.

If Members approve the Share Consolidation, the Security Consolidation will take effect on 10 December 2014.

Rationale

Trinity currently has 143,216,966 Securities on issue. The purpose of the Security Consolidation is to reduce the number of Securities on issue and give Trinity a more appropriate capital structure and security price for a listed entity of Trinity's size, market capitalisation and business activity. If the Share Consolidation is approved, the number of Securities will reduce from 143,216,966 to approximately 35,804,241 (subject to the rounding of fractional amounts).

The Board considers the benefits of the Security Consolidation are:

- an improved market perception and attractiveness of Trinity and having less appearance of past distress that may come from a low Security price;
- a delineation between Trinity's past and future in conjunction with the proposed change of Company name;
- reduced volatility of the Security price (in percentage terms) as the minimum security price movement permitted by the ASX is \$0.005.

This minimum price movement of \$0.005 when based on Trinity's recent Security price of \$0.255 represents 2.0% and therefore a higher proportion of Trinity's Security price than it would if Trinity had a Security price based on a Security consolidation.

By comparison, assuming a post Share Consolidation Security price of \$1.02, the minimum movement of \$0.005 represents 0.5% movement in Trinity's Security price; and

- a potential for increased future investment by some institutional investors who are sometimes limited by their charters or mandates from investing in, or increasing their positions above certain levels in, securities with low security prices and/or low liquidity.

Effect of Consolidation on Securities

As at 24 October 2014, Trinity had 143,216,966 Securities on issue. If the Share Consolidation is approved, the number of Securities on issue will be reduced to approximately 35,804,241 (subject to the rounding of fractional amounts). The price per Stapled Security should, all other things being equal, increase to reflect the Security Consolidation and the reduced number of Securities on issue.

Effect of Consolidation on Options

Under the Security Consolidation, options to acquire Securities and their respective exercise prices will be reorganised in accordance with ASX Listing Rule 7.22.1. This means that options will be consolidated in the same ratio as the Securities and their exercise prices will be amended in inverse proportion to that ratio.

Currently, there are 7,500,000 options on issue, being the options granted to Mr Bevan Towing in November 2013 upon his appointment as Chief Investment Officer.

If the Share Consolidation is approved, the number of options will be consolidated into 1,875,000 options and the current exercise prices of each option will be multiplied by 4 to obtain the new exercise prices post-consolidation of \$1.40 (or \$1.60 if the employee resigns or is terminated in certain circumstances on or before 30 June 2018).

EXPLANATORY MEMORANDUM

Effect of Consolidation on Rights and Ownership Percentages

Members will hold the same proportion of Trinity's share capital and net assets before and after the Security Consolidation (beyond the negligible impact of rounding fractional entitlements).

The existing rights attaching to the Securities and options as set out in the constitutions of the Company and the Trust will not be affected by the Security Consolidation (beyond the negligible impact of rounding fractional entitlements).

Fractional Entitlements

Not all Members will hold a number of Securities which can be divided evenly by 4. Where a fractional entitlement occurs, the Board proposes to round that fraction down to the nearest whole security, provided that, in all the circumstances, it considers it fair and in the interests of Members as a whole to do so.

Post-Consolidation

As from the effective date of the Security Consolidation (expected to be 10 December 2014), all confirmation statements for Securities and certificates for options will cease to have any effect, except as evidence of entitlement to a certain number of post-consolidation Securities and options.

After the Security Consolidation becomes effective, the Company will send confirmation statements to Members advising them of the number of securities held by them after the Security Consolidation.

Taxation

It is considered that no taxation consequences will arise for Members and option holders from the Security Consolidation. However, Members and option holders are advised to seek individual tax advice on the effect of the Security Consolidation on their personal taxation affairs.

Neither, Trinity nor the Directors accept any responsibility for the taxation consequences arising from the Security Consolidation, and Members are urged to seek their own tax advice on the effect of the Security Consolidation.

Requirements for Approval

Section 254H of the Corporations Act allows the Company to consolidate its shares if the Security Consolidation is approved by an ordinary resolution of Members at a general meeting.

Member approval for the Security Consolidation of the Trust's units is not required.

EXPLANATORY MEMORANDUM

Indicative Timetable for Share Consolidation

If the Share Consolidation is approved, the Security Consolidation is expected to take effect on 10 December 2014 and otherwise in accordance with the following indicative timetable:

Details	Date
Annual General Meeting to approve the Share Consolidation	27 November 2014
Trinity announces Member approval of Share Consolidation to ASX	27 November 2014
Last day for trading in Securities on a pre-consolidated basis	28 November 2014
Trading in consolidated Securities commences on a deferred settlement basis	1 December 2014
Last day for Trinity to register Security transfers on a pre-consolidated basis	4 December 2014
First day for Trinity to register Security transfers on a consolidated basis	5 December 2014
Last day to register Securities on a consolidated basis in the register of Members	10 December 2014
Deferred settlement trading ends	
ASX announcement confirming despatch of new statements	
Normal (T+3) trading of consolidated Securities starts	11 December 2014

These dates are indicative only and may be subject to change.

Recommendation

The Directors are not aware of any other information which Members of Trinity would reasonably require in order to decide whether or not it is in the best interests of Trinity to approve the Share Consolidation.

The directors unanimously recommend that Members vote in favour of Item 6.

GLOSSARY AND INTERPRETATION

Term	Definition
AEST	means Australian Eastern Standard Time (Queensland time).
Annual Report	means the annual report of Trinity that incorporates the concise financial report, the directors' report and the independent audit report for the year ended 30 June 2014.
ASX	means the securities exchange operated by ASX Limited ACN 008 624 691.
Auditor	means the auditor of Trinity being BDO Audit Pty Ltd, for the year ended 30 June 2014.
Board/Board of Directors	means the board of directors of the Company and the Responsible Entity.
Closely Related Party	has the meaning given in the <i>Corporations Act</i> .
Company	means Trinity Limited ACN 110 831 288.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Financial Report	means the financial report of Trinity that incorporates the financial statements, the directors' report and the independent audit report for the year ended 30 June 2014.
Key Management Personnel	has the meaning given in the <i>Corporations Act</i> .
Managing Director	means the Chief Executive Officer, Mr Christopher Morton.
Meeting	means the concurrent meetings of both the Company and the Trust to be held on 27 November 2014.
Member	means a person who holds a Security.
Remuneration Report	means the remuneration report included in the Annual Report and Financial Report for the year ended 30 June 2014.
Responsible Entity	means Trinity Investment Management Limited ACN 137 565 149 AFSL 338688.
Security	means a stapled security in Trinity consisting of a fully paid ordinary share in the Company stapled to a fully paid ordinary unit in the Trust.
Security Consolidation	means the consolidation of every four Securities into one Security (ie the combined effect of the Share Consolidation and the Unit Consolidation).
Share Consolidation	means the consolidation of every four shares in the Company into one share in the Company.
Trinity	means Trinity Group, comprising the Company and the Trust and, where applicable, their controlled entities.
Trust	means Trinity Stapled Trust ARSN 111 389 596.
Unit Consolidation	means the consolidation of every four units in the Trust into one unit in the Trust.

In the Explanatory Memorandum, unless the context otherwise requires:

- the singular includes the plural, and vice versa;
- words importing one gender include other genders;
- other parts of speech and grammatical forms of a word or phrase defined in this document have a corresponding meaning;
- terms used in this Notice of Meeting and Explanatory Memorandum and defined in the *Corporations Act* have the meanings ascribed to them in the *Corporations Act*; and
- a reference to time is to AEST.



property·investment·knowledge

Trinity Limited ACN 110 831 288
Trinity Investment Management Limited ACN 137 565 149
as responsible entity of the
Trinity Stapled Trust ARSN 111 389 596

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Trinity Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Trinity Limited and Trinity Stapled Trust and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, I/we appoint the Chairman of the Meeting as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company and Meeting of the Trust to be held at 10:00am (Brisbane time) on Thursday, 27 November 2014 in the Heritage Boardroom at Level 1, 308 Queen Street, Brisbane QLD 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company and the Trust if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

STEP 2

VOTING DIRECTIONS

Table with 3 columns: Item, For, Against, Abstain*. Rows include Adoption of Remuneration Report, Election of Director - Mr Bevan Towning, Re-election of Director - Mr Brett Heading, Change of Company Name, Consolidation of Company Shares.

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

TCQ PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on Trinity's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Trinity's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from Trinity's security registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Brisbane time) on Tuesday, 25 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Trinity Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting of the Company and Meeting of the Trust, please bring this form with you. This will assist in registering your attendance.