

TPI Enterprises Ltd

ACN 107 872 453

Notice of Extraordinary General Meeting

To be held at Arnold Bloch Leibler, Level 24 Chifley Tower, 2 Chifley Square, Sydney, New South
Wales
on Tuesday, 2 August 2016 at 11 am (AEST)

THIS IS AN IMPORTANT DOCUMENT

**If you are in doubt as to what to do with this document please
immediately see your legal adviser, financial adviser or stockbroker**

TPI Enterprises Ltd
ACN 107 872 453

Notice of Extraordinary General Meeting

Notice is given that an extraordinary general meeting of the members of TPI Enterprises Ltd (**Company**) will be held at Arnold Bloch Leibler, Level 24 Chifley Tower, 2 Chifley Square, Sydney, New South Wales on Tuesday, **2 August 2016** at 11 am (AEST) for the purpose of considering and, if thought appropriate, passing the following resolution:

1. Resolution 1 – Approval of Share Issue to Colinton Investments Pty Ltd ATF Colinton Investment Trust

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes approval is granted for the issue to Colinton Investments Pty Ltd ATF Colinton Investment Trust of 1,379,310 fully paid ordinary shares in the capital of the Company credited as fully paid at an issue price of \$2.90 per share, the material terms of which are stated in the Explanatory Notes which accompany this Notice of Extraordinary General Meeting."

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 7pm (Sydney time) on Sunday, 31st July 2016.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

The proxy form (and the power of attorney or other authority, if any, under which a proxy form is signed) must be completed and returned to the Company no later than 11am (Sydney time) on Sunday, 31st July 2016 by one of the following methods:

(a) Online:

www.linkmarketservices.com.au (instructions of how to do this is on the Proxy form)

(b) By Mail:

TPI Enterprises Ltd
C/-Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

(c) By FAX:

+61 2 9287 0309

(d) By Hand (business hours only 9.00 AM to 5.00 PM, Monday to Friday):

delivering it to Link Market Services Limited

Level 1, 333 Collins Street, Melbourne Vic 3000; or
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

Any proxy form received after that time will not be valid for the scheduled meeting.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the *Corporations Act 2001* (Cth) (**Corporations Act**). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. The proxy may, but need not, be a member of the Company. A proxy form is included with this Notice of Meeting.

Statement Regarding Undirected Proxies

As disclosed on the proxy form and the Explanatory Notes which accompany this Notice of Meeting, it is the intention of the Chairman of the Meeting to vote all available proxies in favour of all resolutions. Pursuant to the Corporations Act and the ASX Listing Rules the proxy form is required to contain certain disclosures regarding the voting intentions of the Chairman regarding undirected proxies.

Members are advised to read the proxy form and Explanatory Notes carefully.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the Meeting) a natural person to act as its representative at the Meeting.

By order of the Board:



Roger McPherson
Company Secretary
29 June 2016

TPI Enterprises Ltd
ACN 107 872 453

Explanatory Notes

These explanatory notes have been prepared to provide members with information to assess the merits of the resolution contained in the accompanying notice of extraordinary general meeting to be held at Arnold Bloch Leibler, Level 24 Chifley Tower, 2 Chifley Square, Sydney, New South Wales on Tuesday, **2 August 2016** at 11 am (AEST).

1. Resolution 1 – Approval of Share Issue to Colinton Investments Pty Ltd ATF Colinton Investment Trust

On 31 May 2016 the Company announced that it was planning to appoint Mr. Simon Moore as a director with effect from 1 June 2016.

At that time, it also announced that Mr. Moore had committed to a placement of \$4 million at an issue price of \$2.90 per share. The issue price being based on a 5.2% premium to the one month VWAP ended 24 May 2016 and a 5.5% discount to the close on that date. Mr. Moore has agreed to being subject to a 12 month voluntary escrow period from the date of issue of the shares.

The purpose of this resolution is to seek shareholder approval for the placement.

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company and their controlled associates.

Subject to shareholder approval, the Company proposes to issue 1,379,310 fully paid ordinary shares to Colinton Investments Pty Ltd ATF Colinton Investment Trust (a company associated with Mr. Simon Moore, a TPI Director) at an issue price of \$2.90.

The TPI Board believes the shares being offered to Colinton Investments Pty Ltd ATF Colinton Investment Trust are being offered on arms length terms, however, as outlined above TPI shareholder approval is required under ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

Details of Colinton Investments Pty Ltd ATF Colinton Investment Trust existing shareholding in TPI in the table below

Shareholder	Existing percentage interest in the Company before the issue in accordance with Resolution 1	Percentage interest in the Company after the issue in accordance with Resolution 1
Colinton Investments Pty Ltd ATF Colinton Investment Trust	0.07	2.68
All other shareholders	99.93	97.32

1.1 Reason for issue and Board recommendation

Mr. Simon Moore has indicated to the Board that he wishes to support the Company with a placement (subject to obtaining prior shareholder approval in accordance with this resolution).

The Board believes that the change in percentage interest of Colinton Investments Pty Ltd ATF Colinton Investment Trust as a result of subscribing for additional shares in accordance with Resolution 1 is not material.

The Board is also of the view that the additional \$4,000,000 which would be subscribed by Colinton Investments Pty Ltd ATF Colinton Investment Trust further advances the Company.

1.2 ASX Listing Rules

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

- (a) The name of the person to whom the securities will be issued:

Colinton Investments Pty Ltd ATF Colinton Investment Trust is an entity associated with Mr. Simon Moore

- (b) The number of securities to be issued to the person:

1,379,310 ordinary shares in the capital of the Company, credited as fully paid

- (c) The date by which the entity will issue the securities:

Subject to Resolution 1 being passed, no later than one month after the date of this Extraordinary General Meeting

- (d) The issue price of the securities and a statement of the terms of the issue:

\$2.90 per share. The shares being issued will rank equally in all respects with all other issued ordinary shares of the Company from the date of the issue

- (e) The intended use of the funds raised:

The funds raised will be used by the Company for investment in inventory and capital expenditure to advance its strategy and working capital

1.3 Voting Exclusion Statement – Resolution 1

The Company will disregard any votes cast in respect of Resolution 1 by:

- (a) Colinton Investments Pty Ltd ATF Colinton Investment Trust;
- (b) Mr. Simon Moore or any associate of Mr. Simon Moore.

However, the Company may not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) it is cast by the person chairing the general meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further information

The Directors recommend members read these Explanatory Notes in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.



LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

TPI Enterprises Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 1, 333 Collins Street, Melbourne VIC 3000; or
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of TPI Enterprises Ltd and entitled to attend and vote hereby appoint:

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 you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEST) on Tuesday, 2 August 2016 at Arnold Bloch Leibler, Level 24 Chifley Tower, 2 Chifley Square, Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company 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 ☒

Resolution

For Against Abstain*

- 1 Approval of Share Issue to Colinton Investments Pty Ltd ATF Colinton Investment Trust

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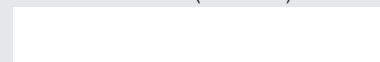
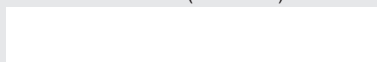
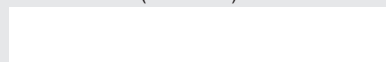
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

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 shares 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 shares 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) 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 shareholder 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 the Company's share 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 **11:00am (AEST) on Sunday, 31 July 2016**, 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, shareholders 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

TPI Enterprises Ltd
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*
Level 1, 333 Collins Street
Melbourne VIC 3000

or

1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**