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NZX/ASX Announcement

9 October 2012

Nuplex Industries Limited Notice of Annual Meeting

The Notice of Meeting and Proxy Form for Nuplex's Annual Meeting on 1 November 2012 are attached to this announcement.

These documents and the 2012 Annual Report are being sent to shareholders today in accordance with their elections as to the receipt of printed shareholder communications.

Copies of the Notice of Meeting, Proxy Form and 2012 Annual Report are available on Nuplex's website www.nuplex.com

E James Williams
Vice President, General Counsel & Company Secretary



Notice of Annual Meeting

Thursday, 1 November 2012

Notice is hereby given that the 56th Annual Meeting (**Meeting**) of shareholders of Nuplex Industries Limited (**Nuplex**) will be held in the Guineas Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Thursday, 1 November 2012 at 10.00am.

ORDINARY BUSINESS

- 1 The Chairman's address to shareholders.
- 2 The Managing Director's presentation.
- 3 Shareholders' questions, discussion and/or comments on the management of Nuplex.

Appointment of Auditors

- 4 To record that Nuplex's auditors, PricewaterhouseCoopers, are automatically reappointed as auditors pursuant to section 200 of the Companies Act 1993, and to authorise, by ordinary resolution, the Nuplex directors to fix the auditor's remuneration for the ensuing year.

Election of Directors

- 5 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
 - 5.1 That Barbara June Gibson who retires by rotation and being eligible offers herself for re-election in accordance with Regulation 10.6 of Nuplex's constitution, be re-appointed as a director of Nuplex with immediate effect.
 - 5.2 That David Alexander Jackson who retires by rotation and being eligible offers himself for re-election in accordance with Regulation 10.6 of Nuplex's constitution, be re-appointed as a director of Nuplex with immediate effect.

SPECIAL BUSINESS

Increase in Aggregate Fee Pool for Directors' Remuneration

- 6 To consider, and if thought fit, to pass an ordinary resolution authorising the aggregate fee pool for directors' remuneration to be increased from NZ\$1,000,000 to A\$1,000,000.

See the explanatory notes and the voting exclusion statement below.

PROCEDURAL NOTES

- 7 Any shareholder, whose name is recorded in the Nuplex share register as at 10.00am on Thursday, 1 November 2012, is entitled to attend the Meeting and vote at the Meeting.

- 8 A shareholder may exercise the right to vote at the Meeting either by being present or by proxy.

Proxies

- 9 A proxy form is included with this notice of Meeting. Any shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend the Meeting and vote on his or her behalf. A proxy need not be a Nuplex shareholder.
- 10 Shareholders who wish to appoint a proxy or a representative (in the case of a corporate shareholder) should complete and sign the enclosed proxy form and lodge it no later than 48 hours before the time fixed for the Meeting, being 10.00am, Tuesday, 30 October 2012. Proxy forms may be lodged at:

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Private Bag 92119
Takapuna
Auckland

To appoint a proxy online shareholders should visit www.investorvote.co.nz and follow the instructions. You will need your CSN/Shareholder Number and postcode.

Corporate Representatives

- 11 A corporation which is a shareholder may appoint a person to attend the Meeting on its behalf in the same manner as it may appoint a proxy.

Ordinary Resolution

- 12 Agenda items 4, 5 and 6 require ordinary resolutions. An ordinary resolution requires a simple majority of the shareholders entitled to vote and voting on the resolution to vote in favour of the resolution.

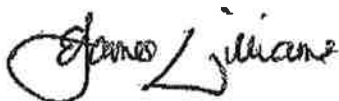
Explanatory Notes

- 13 Explanatory notes in respect of agenda items 4, 5 and 6 are set out in the following pages.

Voting Exclusion Statement

- 14 Any vote cast on the resolution in agenda item 6 (increase in aggregate fee pool for directors' remuneration) by any director or any associate or associated person of a director will be disregarded.
- 15 However, Nuplex will not disregard a vote if the person is acting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board of Directors



James Williams
Company Secretary
9 October 2012.

Explanatory Notes

Agenda Item Five – Election of Directors

Barbara June Gibson - Non-executive/independent Director based in Melbourne, Australia.

In accordance with Regulation 10.6 of Nuplex's constitution, at every Annual Meeting one third of the directors of Nuplex for the time being must retire from office and are eligible for re-election. Accordingly, Barbara Gibson retires by rotation and being eligible, offers herself for re-election.

Barbara Gibson joined the Board in September 2008. Barbara is a former senior executive with Orica Limited (previously ICI Australia). Her last position was as Group General Manager, Chemicals Group. She has extensive experience in the development of technology based businesses in Australia and overseas. Barbara is a non-executive director of Graincorp, and Chairman of Warakirri Asset Management Pty Ltd. In 2003 Barbara received the Centenary Medal for services to Australian Society in Medical Technology. She is a member of the Australian Academy of Technological Sciences and Engineering. Barbara is the Chairman of the Human Resources Committee and a member of the Safety, Health and Environment Committee.

Board Opinion

The Board (excluding Barbara Gibson who abstains from making a recommendation on this Resolution due to her personal interest in the Resolution) unanimously recommends that shareholders vote in favour of the resolution to re-elect Barbara Gibson as a director of Nuplex.

The Board has determined that Barbara Gibson qualifies as an Independent Director as defined by the NZSX Listing Rules and ASX Listing Rules.

David Alexander Jackson - Non-executive/independent Director based in Auckland, New Zealand.

In accordance with Regulation 10.6 of Nuplex's constitution, at every Annual Meeting one third of the directors of Nuplex for the time being must retire from office and are eligible for re-election. Accordingly, David Jackson retires by rotation and being eligible, offers himself for re-election.

David Jackson joined the Board in November 2006. David is a former Chairman and Audit Partner of Ernst & Young, NZ. He is an independent Director of Pumpkin Patch Limited and Fonterra Cooperative Group Limited, and Chairman of the New Zealand Refining Company. David is also Chairman of The Dame Malvina Major Foundation, and a trustee of the New Zealand Maritime Museum. David is Chairman of the Audit Committee.

Board Opinion

The Board (excluding David Jackson who abstains from making a recommendation on this Resolution due to his personal interest in the Resolution) unanimously recommends that shareholders vote in favour of the resolution to re-elect David Jackson as a director of Nuplex.

The Board has determined that David Jackson qualifies as an Independent Director as defined by the NZSX Listing Rules and ASX Listing Rules.

Agenda Item Six – Increase in Aggregate Fee Pool for Directors' Remuneration

Background

The last increase in the aggregate fee pool for non-executive Directors' remuneration was approved by shareholders five years ago at the Annual Meeting in 2007.

As the current aggregate level of fees paid to non-executive Directors is approaching the limit of the current approved pool it is necessary to increase the aggregate pool limit to cover future changes in director remuneration.

Approvals required

Approval is sought for an increase in the aggregate fee pool for non-executive Directors' remuneration under clause 12.3 of the Constitution, NZX Listing Rule 3.51 and ASX Listing Rule 10.17 from NZ\$1,000,000 to A\$1,000,000 per annum.

Annual fees for Directors

Full details of the fees paid to non-executive Directors are set out in the Company's 2012 Annual Report. In summary, total Directors' fees paid to non-executive Directors in FY12 were NZ\$924,709 (or A\$721,273 at the average A\$/NZ\$ foreign exchange rate for the year of 0.78).

The proposed increase in the aggregate fee pool would allow for increases in non-executive directors' fees and committee fees to be made to reflect market trends over the next two to three years. In addition, the increase in the aggregate fee pool would also allow for the appointment of additional directors should that be decided at some future date and will provide for an overlap of directors upon retirement and replacement of directors in accordance with the director succession plan.

The proposal to set the aggregate fee pool in Australian Dollars will align the currency of the aggregate fee pool with the currency in which directors' fees are paid. Prior to 2010, New Zealand directors were paid Directors fees in New Zealand dollars and Australian Directors were paid in Australian dollars. In July 2010, the Board resolved that all directors' fees be paid in Australian dollars to eliminate any disparity in fees paid arising from the payment of fees in different currencies. Consistent with this practice, the Board considers it appropriate that the aggregate level of fees approved by shareholders be stated in Australian Dollars. This will eliminate the variability of the pool headroom due to movement in the A\$/NZ\$ exchange rate.

The proposed change in the aggregate fee pool represents an increase of approximately NZ\$282,000 or 28% at an A\$/NZ\$ exchange rate of 0.78.

Shareholder Questions

Shareholders are invited to send written questions to the Chairman and Managing Director. Reasonable questions will be answered during the Chairman's and Managing Director's addresses.

By mail: PO Box 12841, Penrose, Auckland, New Zealand

By fax: +649 5800895

By email: nuplex@nuplex.co.nz

Webcast

The meeting will be broadcast live via webcast. The link to the webcast can be found on the Nuplex website at www.nuplex.com



Nuplex Industries Limited

Lodge your proxy



Online
www.investorvote.co.nz



corporateactions@computershare.co.nz



By Mail
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777

Proxy Form for the 2012 Annual Meeting



Lodge your proxy online, 24 hours a day, 7 days a week:
www.investorvote.co.nz

Smartphone?
Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: For security reasons it is important that you keep your CSN/Shareholder Number confidential. You will need your CSN/Shareholder Number and postcode to lodge your proxy online.



For your proxy to be effective it must be received by 10:00am Tuesday 30 October 2012.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose. To do this, enter 'the Chairman' or the name of your proxy in the space allocated in 'Step 1' of this form.

Voting of your holding

If you return this form without directing the proxy how to vote on any particular resolutions, the proxy will vote or abstain from voting as he or she thinks fit. The Chairman, Rob Aitken, (and any other Director), if appointed your proxy, intends to vote in favour of all resolutions in agenda items 4, 5 and 6 unless otherwise instructed.

A person disqualified from voting may act as a proxy for a person who is entitled to vote in accordance with the express directions on the Proxy Form. The Chairman may exercise your proxy in accordance with your express directions even if he has an interest in the outcome of the resolution.

Attending the Meeting

All shareholders are entitled to attend the meeting. A shareholder of Nuplex entitled to attend and vote may appoint a proxy to attend and vote in his/her place. 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.

Signing Instructions for Postal Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

In the case of joint holders all must sign.

Power of Attorney

If the proxy is signed under a power of attorney, this must be produced for noting by Nuplex, if not already noted. A declaration of non-revocation of the power of attorney must be attached to the proxy form.

Companies

Companies appointing a proxy must do so under the signature of a duly authorised officer or attorney.

Go online to appoint your proxy and provide directions, or turn over to complete the form

Voting Instructions/ Ballot Paper

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Nuplex Industries Limited

Hereby appoint: The Chairman of the Meeting (mark box with an X if appointing Chairman)

or _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf on the resolutions set out in the Notice of Meeting and any other matter put to the **2012 Annual Shareholders' Meeting of Nuplex Industries Limited to be held in the Guineas Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Thursday 1 November 2012 commencing at 10.00am** and at any adjournment of that meeting.

STEP 2 Items of Business - Voting Instructions/Ballot Paper (If a poll is called)

Please note: If you tick the Abstain box for a particular resolution, you are directing your proxy NOT to vote on a resolution and your vote will not be counted when calculating the total number of votes and the majority for that resolution.

Ordinary Business

		For	Against	Abstain
Item 4	To record the re-appointment of PricewaterhouseCoopers as the auditors of Nuplex Industries Limited and authorise the directors to fix the remunerations of PricewaterhouseCoopers for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1	To re-elect Barbara Gibson as a director of Nuplex Industries Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2	To re-elect David Jackson as a director of Nuplex Industries Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Increase in Aggregate Fee Pool for Directors' Remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director and Sole Company Secretary

Securityholder 2

or Director

Securityholder 3

or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP

2012 Annual Shareholders' Meeting of Nuplex Industries Limited to be held in the Guineas Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Thursday 1 November 2012 commencing at 10.00am