



# **TRINITY GROUP AGM | 2013**

## **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](mailto: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

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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 21 November 2013

**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 at page 2 outlines information about Members excluded from voting in relation to particular resolutions.

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## 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 2013.

#### 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 2013 be adopted."

#### Item 3 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."

# NOTICE OF MEETING

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## 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 19 November 2013.**

### 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

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## 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 19 November 2013

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 2 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.

## 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](mailto: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 14 November 2013

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.



**Janita Robba**

Company Secretary

Date: 18 October 2013

# EXPLANATORY MEMORANDUM

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## 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 2013.

The Financial Report is available to Members on the Australian Securities Exchange (ASX) and the Trinity website at [www.trinity.com.au](http://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 of Members is advisory only and not binding on the directors or the Company.

The Remuneration Report (which forms part of the Directors' Report) outlines Trinity's remuneration activities for the 30 June 2013 financial year, together with other 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 19 of the 2013 Annual Report which Members recently received by mail or email or can be accessed on Trinity's website at [www.trinity.com.au](http://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.***

### Item 3 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. Also, 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 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 Chairman of Partners 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 ERM Power Limited, Invion Limited (formerly CBio Limited) and Tenement to Terminal Limited.

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.

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

## GLOSSARY AND INTERPRETATION

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<b>Term</b>	<b>Definition</b>
<b>AEST</b>	Australian Eastern Standard Time (Queensland time).
<b>Annual Report</b>	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 2013.
<b>ASX</b>	means the securities exchange operated by ASX Limited ACN 008 624 691.
<b>Auditor</b>	means the auditor of Trinity being BDO Audit Pty Ltd, for the year ended 30 June 2013.
<b>Board/Board of Directors</b>	means the board of directors of the Company and the Responsible Entity.
<b>Closely Related Party</b>	has the meaning given in the <i>Corporations Act</i> .
<b>Company</b>	means Trinity Limited ACN 110 831 288.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Financial Report</b>	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 2013.
<b>Key Management Personnel</b>	has the meaning given in the <i>Corporations Act</i> .
<b>Managing Director</b>	means the Chief Executive Officer, Mr Christopher Morton.
<b>Meeting</b>	means the concurrent meetings of both the Company and the Trust to be held on 21 November 2013.
<b>Member</b>	means a person who holds a Security.
<b>Remuneration Report</b>	means the remuneration report included in the Annual Report and Financial Report for the year ended 30 June 2013.
<b>Responsible Entity</b>	means Trinity Investment Management Limited ACN 137 565 149 AFSL 338688.
<b>Security</b>	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.
<b>Trinity</b>	Trinity Group, comprising the Company and the Trust and, where applicable, their controlled entities.
<b>Trust</b>	Trinity Stapled Trust ARSN 111 389 596.

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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.



LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au

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



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

SECURITYHOLDER VOTING 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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company and meeting of the Trinity Stapled Trust to be held at 10:00am (Queensland Time) on Thursday, 21 November 2013, in the Heritage Boardroom at Level 1, 308 Queen Street, Brisbane and at any adjournment or postponement 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

Item 2

Directors' Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3

Re-election of Director - Mr Brett Heading

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

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 PRX301R



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Group'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 the Group's security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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 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.
- (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 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 the Group's security registry.

## 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 (Queensland Time) on Tuesday, 19 November 2013**, 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](http://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.**