

NOTICE OF ANNUAL GENERAL MEETING 2013



ACN 101155 220 ABN 74 101155 220

DATE WEDNESDAY, 30 OCTOBER 2013
TIME 10.30AM
PLACE LONG ROOM, CUSTOMS HOUSE, 399 QUEEN STREET BRISBANE

Notice of Annual General Meeting

Notice is given that the 9th Annual General Meeting (AGM) of Transpacific Industries Group Ltd (**Transpacific or the Company**) will be held in the Long Room, Customs House, 399 Queen Street Brisbane, on Wednesday 30 October 2013 commencing at 10.30am (Brisbane time).

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2013.

Note: *There is no requirement for shareholders to approve these reports.*

2. Remuneration Report

To consider the Remuneration Report as it appears on pages 42 to 55 of the Directors' Report for the financial year ended 30 June 2013 and, if thought fit, pass the following non-binding resolution as an ordinary resolution in accordance with section 250R of the *Corporations Act 2001* (Cth):

"That the Remuneration Report as it appears on pages 42 to 55 of the Directors' Report for the financial year ended 30 June 2013 be adopted."

Notes:

- ▶ *This resolution is subject to the voting exclusions as set out at the end of this Notice of Meeting.*
- ▶ *The vote on this resolution is advisory only and does not bind the Directors or the Company.*
- ▶ *The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*

- ▶ *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

3. Election of Directors

In accordance with the Company's Constitution, one third of the Directors (excluding the Managing Director) must retire each year and are eligible for re-election.

- a) To consider and, if thought fit, pass the following as an ordinary resolution:
"That Ray Smith an Independent, Non-Executive Director retiring in accordance with clause 6.3(c) of the Constitution, being eligible, is re-elected as a Director of the Company."
- b) To consider and, if thought fit, pass the following as an ordinary resolution:
"That Emma Stein, an Independent, Non-Executive Director retiring in accordance with clause 6.3(c) of the Constitution, being eligible, is re-elected as a Director of the Company."

In accordance with ASX Listing Rule 14.4 and the Company's Constitution a Director who has been appointed to the Board since the last Annual General Meeting must not hold office (without re-election) past the next Annual General Meeting:

- c) To consider and, if thought fit, pass the following as an ordinary resolution:
"That Mark Chellew, an Independent, Non-Executive Director retiring in accordance with clause 6.3(j) of the Constitution, being eligible, is elected as a Director of the Company."
- d) To consider and, if thought fit, pass the following as an ordinary resolution:
"That Mike Harding, an Independent Non-Executive Director retiring in accordance with clause 6.3(j) of the Constitution, being eligible, is elected as a Director of the Company."

Notes:

- ▶ *The non-candidate Directors unanimously support the election and re-election of the candidate Directors.*
- ▶ *The Chairman of the meeting intends to vote undirected proxies in favour of resolutions 3(a), (b), (c) and (d).*

Notice of Annual General Meeting

VOTING EXCLUSIONS FOR RESOLUTION 2 (REMUNERATION REPORT)

In accordance with the ASX Listing Rules and the *Corporations Act 2001*(Cth), the Company will disregard any votes cast on Resolution 2 by:

- (i) any Key Management Personnel of the Company, details of whose remuneration is included in the Remuneration Report; and
- (ii) a closely related party of such Key Management Personnel.

unless the vote is not cast on behalf of any such Key Management Personnel or any of their closely related parties and;

- (i) the person voting votes as a proxy appointed by writing that specifies the way the proxy is to vote on Resolution 2; or
- (j) the person voting is the Chairman of the Meeting who votes as a proxy appointed by writing that does not specify the way the Chairman is to vote on Resolution 2 and which expressly authorises the Chairman to vote on Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

"Key Management Personnel" of the Company are the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2013. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

Important Note – Proxy voting for Resolution 2 (Remuneration Report)

If you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and you do not wish to direct your vote for Resolution 2 by marking the "for", "against" or "abstain" box in Step 2 on the Proxy Form, you can instead mark the last box in Step 1 to expressly direct the Chairman to vote in accordance with his stated voting intentions.

The Chairman intends to vote such proxies **IN FAVOUR** of Resolution 2.

If you appoint a person described in the "Voting Exclusions" above as your proxy and:

- ▶ you do not direct him or her how to vote on Resolution 2 in Step 2 on the Proxy Form; or
- ▶ if the Chairman is your proxy and you give no direction on Resolution 2 on the Proxy Form and you do not mark the last box in Step 1 as described above,

no vote will be recorded on your behalf on a poll for that Resolution.

Please see the "Notes to the Notice of Meeting" on page 4 to 5 below for further details regarding proxy voting.

Dated 27 September 2013

By Order of the Board



Chris Carroll
Company Secretary

Notes to the Notice of Meeting

Voting entitlements

1. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the register of shareholders as at 7:00pm (Sydney time) on Monday 28 October 2013. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM.
2. If a share is held jointly, only one joint holder may vote. If more than one joint shareholder votes, only the vote of the first person named on the register counts.

Proxies

3. If you cannot attend the meeting you may appoint a proxy to attend and vote for you. A Proxy Form is included with this Notice of Meeting for this purpose. A proxy need not be a shareholder of Transpacific and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes. If both proxies are present at a meeting, neither may vote on a show of hands.

4. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of Transpacific or in the capacity of a shareholder's proxy at general meetings of Transpacific. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
5. If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote by marking the "for", "against" or "abstain" box in Step 2 on the Proxy Form or alternatively, if your proxy is the Chairman, by marking the last box in Step 1 on the Proxy Form. Your proxy may only exercise your vote in the manner you have directed.

Proxies may be submitted as follows

6. Either the original, facsimile or electronic transmission of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the AGM (i.e. by no later than 10:30am (Brisbane time) (11:30am Sydney time) on Monday 28 October 2013) or, in the case of an adjournment, prior to the time scheduled for resumption of the meeting. Any Proxy Form received after this deadline, including at the AGM, will be invalid.

Post

Computershare Investor Services Pty Limited,
GPO Box 242,
Melbourne Victoria 3001

Fax

1800 783 447
(within Australia) or
+61 3 9473 2555
(outside Australia)

Online by visiting

www.investorvote.com.au
and quoting the 6 digit control number found on the front of your Proxy Form. Intermediary Online subscribers (custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

7. Additional Proxy Forms will be supplied by the Transpacific Share Registry (Computershare Investor Services Pty Limited) by phoning 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

Proxy voting by the Chairman

8. If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any of Resolutions 3(a), 3(b), 3(c) or 3(d), the Chairman as your proxy will vote IN FAVOUR of that Resolution on a poll.

Notes to the Notice of Meeting

9. If you appoint the Chairman of the meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not wish to direct your votes for Resolution 2 by marking the "for", "against" or "abstain" box in Step 2 on the Proxy Form, you can instead mark the last box in Step 1 to expressly direct the Chairman to vote in accordance with his stated voting intentions.
10. The Chairman intends to vote such proxies IN FAVOUR of Resolution 2.
11. If you do not direct the Chairman how to vote on Resolution 2 in Step 2 on the Proxy Form and you do not mark the last box in Step 1, no vote will be counted on your behalf on a poll for that Resolution.

Corporate Shareholders

12. If a corporate representative is to attend the AGM on behalf of a Corporation, a formal Notice of Appointment must be brought to the meeting.

Questions from Shareholders

13. In addition to asking questions at the meeting, written questions to the Chairman of the meeting about the management of Transpacific, or to Transpacific's Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted by completing the Question Form enclosed, or visit our website www.transpacific.com.au. Questions must be received at least 5 business days prior to the Annual General Meeting (i.e. by no later than 5.00pm (Brisbane time) (6.00pm Sydney time) on Tuesday 22 October 2013). This is to allow time to collate questions and to prepare answers.

Explanatory Statement on Items of Business

The Chairman will address the meeting and make a presentation on the performance of the Company during the financial year ended 30 June 2013 as well as other strategic and operational activities of the Company. The Chairman will also respond to questions raised by shareholders at or before the meeting. You are invited to submit questions prior to the AGM by completing the enclosed form or visit the investor section of our website www.transpacific.com.au.

Item 1: Financial Report

The *Corporations Act 2001*(Cth) requires the following reports in respect of the financial year ended 30 June 2013 to be laid before the Annual General Meeting:

- ▶ Financial Report (which includes Financial Statements and Directors' Declaration); and
- ▶ The Directors' Report (which includes the Remuneration Report) and the Auditor's Report.

There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report (other than a non-binding vote on the Remuneration Report) or the Auditor's Report.

The Reports referred to above are included in the Annual Report sent to those shareholders who elected to receive a hard copy. A copy of the Report is also available in the investor section on our website www.transpacific.com.au. Shareholders will be provided with the opportunity to ask questions about the Reports. The Company's Auditor will be available at the meeting to answer any questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Item 2: Remuneration Report

A resolution for the adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the *Corporations Act 2001* (Cth). Prior to holding this vote, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments on the Remuneration Report.

The Remuneration Report as it appears on pages 42 to 55 of the Directors' Report for the financial year ended 30 June 2013 includes amongst other things, disclosure of all elements of the remuneration packages received by the Company's Directors and key Executives of the corporate group.

The Report also includes a discussion of the Board's policy for determining Director and Executive remuneration and a discussion of the relationship between the Board's policy for determining such remuneration and the Company's performance.

The vote on this resolution is advisory only and the outcome will not be binding on the Board or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. Under the *Corporations Act 2001*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

The Board recommends that shareholders vote in favour of this non-binding resolution.

Explanatory Statement on Items of Business

Item 3: Election of Directors

Re-election of Directors - Resolutions 3(a) and 3(b)

Resolutions 3(a) and 3(b) seek approval for the re-election of Directors who are retiring by rotation under Clause 6.3(c) of the Company's Constitution. This clause states that one third of the Directors (rounded down to the nearest whole number) must retire at each Annual General Meeting.

Those Directors retiring under Clause 6.3(c) of the Constitution are Ray Smith and Emma Stein. Both Ray and Emma are eligible for election and offer themselves for re-election as Directors of the Company.

a) *Ray Smith – Independent Non-Executive Director*

- ▶ Chairman of Audit Committee
- ▶ Member of Risk and Compliance Committee
- ▶ Member of Nomination Committee

Ray Smith has been an Independent Non-Executive Director of Transpacific since 1 April 2011. He has significant corporate and financial experience in the areas of strategy, acquisitions, treasury and capital raisings.

Ray was Chief Financial Officer of Smorgon Steel Group for 11 years (1996–2007). He is a Non-Executive Director of Crowe Horwath Australasia Limited (appointed May 2009), and K&S Corporation Ltd (appointed February 2008), and Warrnambool Cheese and Butter Factory Company Holdings Limited (appointed June 2013).

He is a former Director of Willmott Forests Limited (resigned March 2011). Ray is also a Trustee of the Melbourne & Olympic Parks Trust.

Ray holds tertiary qualifications in commerce. He is a Fellow of the Certified Practising Accountants of Australia and a Fellow of the Australian Institute of Company Directors.

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

b) *Emma Stein – Independent Non-Executive Director*

- ▶ Chairman of Risk and Compliance Committee
- ▶ Member of Audit Committee

Emma has been an Independent Non-Executive Director of Transpacific since 1 August 2011. She has significant corporate experience within industrial markets and was the UK Managing Director for French utility Gaz de France's energy retailing operations.

Emma currently serves as a Non-Executive Director of DUET Group (appointed June 2004), Programmed Maintenance Services Ltd (June 2010), Clough Limited (appointed July 2008), Alumina Limited (appointed February 2011) and Todd Corporation Limited (appointed December 2012). She is a former Non-Executive Director of Transfield Services Infrastructure Fund (resigned July 2011).

Emma holds tertiary qualifications in science and business administration (MBA). She is a Fellow of the Australian Institute of Company Directors

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

Election of Directors - Resolutions 3(c) and 3(d)

Resolutions 3(c) and 3(d) seek approval for the election of Directors who have been appointed to the Board since the last Annual General Meeting under Clause 6.2(a) of the Company's Constitution. This clause states that the Board has the power to appoint any person as a Director. Any Director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. ASX Listing Rule 14.4 also requires all Directors who were appointed throughout the year by the current Directors of the Company to retire from their position.

The following Directors, having been appointed to the Board under Clause 6.2(a) of the Company's Constitution, retire as required by Clause 6.3(j) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offer themselves for election as a Director of the Company.

Explanatory Statement on Items of Business

c) *Mark Chellew – Independent Non-Executive Director*

- ▶ Member of Human Resources Committee
- ▶ Member of Audit Committee

On 1 March 2013, the Board appointed Mark Chellew as an Independent Non-Executive Director.

Mark has over 30 years of experience in the building materials and related industries in Australia and the United Kingdom.

He is Managing Director and Chief Executive Officer of Adelaide Brighton Limited, a position he has held since September 2001.

Mark previously held the position of Managing Director of Blue Circle Cement in the United Kingdom and senior management positions within the CSR group of companies in Australia and the United Kingdom.

Mark holds tertiary qualifications in Engineering and a Graduate Diploma of Management.

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

d) *Mike Harding – Independent Non-Executive Director*

- ▶ Member of Human Resources Committee
- ▶ Member of Risk and Compliance Committee

On 1 March 2013, the Board appointed Mike Harding as an Independent Non-Executive Director.

Mike has significant experience with Industrial businesses, having previously held management positions around the world with British Petroleum (BP), including as President and General Manager of BP Exploration Australia.

Mike is currently Chairman of Downer EDI Ltd, and a Non-Executive Director of Santos Limited and Roc Oil Company Limited. He was a Director of Clough Limited from 2006 to 2010.


He holds a Masters in Science, majoring in Mechanical Engineering.

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



transpacific.com.au

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

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

Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.




Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:30am (Brisbane time) Monday 28 October 2013**

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Transpacific Industries Group Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the 9th Annual General Meeting of Transpacific Industries Group Ltd to be held in the Long Room, Customs House, 399 Queen Street Brisbane on Wednesday 30 October 2013 commencing at 10.30am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (Remuneration Report) (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 (Remuneration Report) by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Election of Directors - Re-elect Ray Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Election of Directors - Re-elect Emma Stein as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) Election of Directors - Elect Mark Chellew as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d) Election of Directors - Elect Mike Harding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

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



Shareholder Questions

Transpacific aims to provide relevant and timely information to shareholders at the Annual General Meeting. **If you would like to submit a question, please use this form and send it to Computershare (at the address or fax number for lodgement of proxies).**

Alternatively, questions may be sent to the Company Secretary, Transpacific Industries Group Ltd, Level 1, 159 Coronation Drive Milton Q 4064 or by email to companysecretary@transpac.com.au. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

Questions must be received by no later than 5:00pm Brisbane time on **Tuesday 22 October 2013**.

Questions will be collated, and during the course of the Annual General Meeting, the Chairman or the Chief Executive Officer will seek to address as many of the more frequently raised topics as possible. Where a question relates to the audit, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, or the independence of the auditor in relation to the conduct of the audit, the Chairman will request a representative of Transpacific's Auditor, Ernst & Young, to respond to such questions. Please note that there may not be sufficient time available at the meeting to address all topics raised. Individual responses will not be sent to shareholders.

Shareholders Name: _____

Address: _____

Question(s)

1. Question is for the **Chairman**, or **Auditor**

2. Question is for the **Chairman**, or **Auditor**

3. Question is for the **Chairman**, or **Auditor**
