

Notice of Annual General Meeting

Trinity Limited ACN 110 831 288

Notice of Meeting

Trinity Stapled Trust ARSN 111 389 596

Notice is given that the Annual General Meeting of Trinity Limited (**'Company'**) and a Meeting of Members of the Trinity Stapled Trust (**'Trust'**) will be held concurrently in the Heritage Boardroom on Level 1, 308 Queen Street, Brisbane on 22 November 2012 at 10.00am.

Clause 15.1(c) of the Company Constitution and clause 28.13 of the Trust Constitution provide that joint meetings of members of both the Company and 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 **'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.

Agenda

Ordinary business

1. Financial Statements and Reports

To receive and consider the Company's financial reports and the report of the Directors and the Auditor for the financial year ended 30 June 2012.

2. Directors' Remuneration Report (Resolution 1)

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

'1. That the section of the report of the Directors dealing with the remuneration of the Company's Directors, Company Secretary and Senior Executives be adopted.'

NB: This resolution shall be determined as if it were an ordinary (majority) resolution but, under section 250R(3) of the *Corporations Act*, the vote does not bind the Directors of the Company.

3. Election of Richard Friend (Resolution 2)

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

'2. That Richard Friend, who retires by rotation in accordance with clause 17.4 of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

NB Information about the candidate appears in the Explanatory Memorandum.

4. Change of Auditor (Resolution 3)

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

'3. That BDO Audit Pty Ltd be appointed as auditor of the Company.'

NB Information about the change of auditor appears in the Explanatory Memorandum and a copy of the Notice of Nomination of BDO Audit Pty Ltd as the auditor of the Company is **attached** as Annexure 1 to the Explanatory Memorandum.

DATED this 19th day of October 2012

By Order of the Boards



Laura Fanning
Company Secretary

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of Trinity. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, please then complete and return the **attached** proxy form. Lodgement details are shown on the proxy form. A proxy may also be submitted by visiting www.linkmarketservices.com.au. You will need your 'Holder Identifier' (either your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) set out on the proxy form). You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- (d) A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act 2001* 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.
- (e) The Company and Responsible Entity have determined in accordance with Regulation 7.11.37 *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 7.00pm (Sydney time)(AEDT) on 20 November 2012.
- (f) If you have any queries on how to cast your votes please call the Company Secretary on (07) 3370 4800 during business hours or via email at companysecretary@trinitylimited.com.au.

Voting restrictions

In accordance with section 250R(4) of the *Corporations Act 2001*, the Company will disregard votes cast on Resolution 1 by a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, subject to certain limited exemptions where a person is appointed to vote as a proxy under section 250R(5) and section 250BD of the *Corporations Act 2001*.

In accordance with section 253E of the *Corporations Act 2001*, 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.

EXPLANATORY MEMORANDUM

Trinity Limited
ACN 110 831 288
Trinity Stapled Trust
ARSN 111 389 596

Ordinary business

1. Financial Statements and Reports

The *Corporations Act 2001* requires the report of the Directors, the Auditor's report and the financial report to be laid before the Annual General Meeting. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of members at the Annual General Meeting on such reports or statements. However, members will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

The Financial Statements and Reports have been circulated to members via mail or email and may be found on the Trinity website at www.trinity.com.au.

In addition to asking questions at the meeting, members may address written questions to the Chairman about the management of Trinity, or to Trinity's Auditor (BDO East Coast Partnership, formerly PKF East Coast Practice) which are relevant to:

- (a) the content of the Auditor's Report to be considered at the meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions for the Auditor or the Chairman must be submitted to the Company Secretary on or before 5.00pm (Brisbane time) on Thursday 15 November 2012 by email (companysecretary@trinitylimited.com.au), fax (07 3041 6125) or post (GPO Box 5083, Brisbane QLD 4001).

2. Resolution 1 - Directors' Remuneration Report

The *Corporations Act 2001* requires the section of the Directors' report dealing with the remuneration of the Company's Key Management Personnel ('**Remuneration Report**') to be put to the vote of members for adoption.

The resolution of members is **not binding** on the Company.

The Remuneration Report may be found in the 2012 Annual Report which members received via mail or email or can access on Trinity's website at www.trinity.com.au.

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

The Directors recommend you vote in favour of this resolution.

3. Resolution 2 - Election of Director

Under clause 17.4 of the Constitution of the Company one third of the current Directors (excluding the Managing Director, any Director 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 rule 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.

In accordance with the Constitution, Richard Friend (under rule 17.4) retires at the end of the meeting. Mr Friend, being eligible, presents himself for re-election.

A summary of Mr Friend's experience and qualifications appear below.

Richard Friend BCom, LLB (Hons), LLM, MAICD

Non-Executive Director appointed 25 September 2007

Mr Friend currently runs his own consulting company, which provides specialist advice and general business consulting. Mr Friend was formerly Head of Tax at Ernst & Young Brisbane and is also a Non-Executive director of an unlisted company in the financial services industry. He also served on the Board of Partners of Ernst & Young Australia from 2002 until 2005.

The Directors recommend you vote in favour of the election of Richard Friend.

4. Resolution 3 – Change of Auditor

Following the integration of PKF East Coast Practice and BDO Queensland, the Company has received notification from BDO East Coast Partnership (formerly PKF East Coast Practice) of its intention to resign as auditor of the Company, effective as at the date of the Annual General Meeting. The Company has also received a consent to act as auditor from BDO Audit Pty Ltd and seeks member approval to appoint BDO Audit Pty Ltd as the replacement auditor effective on and from the date of the Annual General Meeting, subject to ASIC consenting to the resignation of BDO East Coast Partnership as auditor of the Company.

A copy of the Notice of Nomination of BDO Audit Pty Ltd as auditor is **attached** as Annexure 1.

The Directors recommend you vote in favour of this resolution.

Trinity Group
Level 1, 88 Creek Street, GPO Box 5083 Brisbane QLD 4001 Australia
P: (07) 3370 4800 F: (07) 3041 6125 AFSL No. 33 86 88

More information on Trinity can be found on our website www.trinity.com.au

ANNEXURE 1 – NOMINATION OF AUDITOR

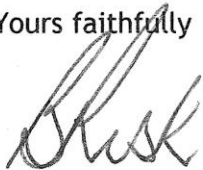
17 October 2012

The Directors
Trinity Limited
GPO Box 5083
BRISBANE QLD 4001

Dear Directors

The undersigned being a member of Trinity Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'Bronwyn Risk', written over the 'Yours faithfully' text.

Bronwyn Risk



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



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 2 8280 7454



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 (Brisbane Time) on Thursday, 22 November 2012, 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 ☒

STEP 2

VOTING DIRECTIONS

Resolution 1

Directors' Remuneration Report

For

☐

Against

☐

Abstain*

☐

Resolution 2

Election of Director - Richard Friend

☐☐☐

Resolution 3

Change of Auditor

☐☐☐

* 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 PRX201R



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 (Brisbane time) on Tuesday, 20 November 2012**, 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.