



# **UNITY PACIFIC GROUP**

## **Annual General Meeting | 2016**

### **Notice of Meetings and Explanatory Memorandum**

Unity Pacific Group  
Chambers Level 1, 88 Creek Street, Brisbane QLD 4001  
T: +61 7 3370 4800 F: +61 7 3041 6125  
E: [info@unitypacific.com.au](mailto:info@unitypacific.com.au)

**[www.unitypacific.com.au](http://www.unitypacific.com.au)**

Unity Pacific Limited ACN 110 831 288  
Unity Pacific Investment Management Limited ACN 137 565 149  
Unity Pacific Stapled Trust ARSN 111 389 596

# **Important Notice**

## **Off-Market Takeover Offer**

### **Off-Market Takeover Offer**

On 28 July 2016, Unity Pacific Group announced that it had entered into a Bid Implementation Deed with Ebert Investments Pty Ltd (Ebert Investments), pursuant to which Ebert Investments or its nominee (the Bidder) proposes to make an off-market takeover bid for all of the stapled securities in Unity Pacific Group (the Offer). Ebert Investments has nominated Sentinel Securities Investments Limited to make the Offer.

You have either just received, or will soon receive, the Bidder's Statement and Target's Statement in relation to the Offer. Please read this material carefully once you receive it.

### **Invitation to Attend the Annual General Meeting (AGM)**

On behalf of the Unity Pacific Board, you are invited to attend Unity Pacific Group's 2016 AGM, regardless of your intention in relation to the Offer, and any questions or comments you may have will be welcome.

### **Voting Implications**

**Please refer to page 4 of the following Notice of Meetings for information regarding how the Offer will impact your ability to vote at the AGM.**

### **Enquiries**

If you have any queries in relation to the enclosed AGM documentation, please contact Unity Pacific Group's Company Secretary by telephone on +61 7 3370 4800 or by email at [companysecretary@unitypacific.com.au](mailto:companysecretary@unitypacific.com.au).

## Notice of Meetings

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Notice is given that the Annual General Meeting of Unity Pacific Limited (**Company**) and a Meeting of Members of Unity Pacific Stapled Trust (**Trust**) will be held concurrently at:

**Time:** 10.00 am (AEST)

**Date:** 29 September 2016

**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 **Unity Pacific Group**).

This notice is issued by the Company and by Unity Pacific Investment Management Limited ACN 137 565 149 AFSL 338688 (**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 on page 3 outlines information about Members excluded from voting in relation to particular resolutions.

# Notice of Meetings

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## Meeting Agenda

### Ordinary Business

#### Item 1 Financial Report

To receive and consider Unity Pacific Group's Financial Report, incorporating the Directors' Report and the Independent Audit Report, for the financial year ended 30 June 2016.

#### Item 2 Adoption of Remuneration Report

To consider and, if thought fit, 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 2016 be adopted."

#### Item 3 Re-election of Director - Mr Murray Boyte

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

"That Mr Murray Boyte, retiring by rotation in accordance with the Constitution, and being eligible, be re-elected as a director of the Company."

# Notice of Meetings

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## Voting Exclusion Statement

### Item 2

In accordance with section 250R of the *Corporations Act*, the Company will disregard votes 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*.

# Notice of Meetings

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## 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 Unity Pacific Group's register of Members as at 7.00 pm (AEST) on 27 September 2016.**

### Important Notice regarding Acceptance of Off-Market Takeover Offer

On 28 July 2016, Unity Pacific Group announced that it had entered into a Bid Implementation Deed with Ebert Investments Pty Ltd (Ebert Investments), pursuant to which Ebert Investments or its nominee (the Bidder) proposes to make an off-market takeover bid for all of the stapled securities in Unity Pacific Group (the Offer). Ebert Investments has nominated Sentinel Securities Investments Limited to make the Offer.

The Unity Pacific Group directors unanimously recommend that you **ACCEPT** the Offer made by the Bidder to acquire your stapled securities, in the absence of a superior proposal. For further details about the Offer, please refer to the Bidder's Statement and Target's Statement, which will be sent to you in late August 2016.

If you **ACCEPT** the Offer:

- You will remain a securityholder of Unity Pacific Group until you receive the Offer Consideration, which will be detailed in the Bidder's Statement and Target's Statement.
- If, at the time of the meeting, the Offer is:
  - Unconditional** - you can attend but not vote at the meeting. Your proxy form will be disregarded in this situation.
  - Conditional** – you can attend and vote at the meeting.

**The Unity Pacific Group Board invites you to attend the Meeting, regardless of whether or not you have accepted the Offer, and welcomes any comments or questions you may have.**

## 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 Unity Pacific Group.

# Notice of Meetings

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## Voting by Attorney

A Member may appoint an attorney to vote on their behalf in which case Unity Pacific Group will require written proof of the attorney's appointment, including any authority under which it is signed, at the Meeting.

## Corporations

A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act* in which case Unity Pacific Group will require written proof of the representative's appointment which must be lodged with or presented to Unity Pacific Group 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: 27 September 2016

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 3 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 Unity Pacific Group'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. This opportunity will also be extended to members who have **ACCEPTED** the Off-Market Takeover Offer. Please refer to page 4 for more details about this offer.

In addition to this, Members can submit written questions to the Chairman prior to the Meeting, about the management of Unity Pacific Group or to Unity Pacific Group'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.

## Notice of Meetings

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### Questions and Comments by Members (continued)

Any written questions for the Auditor or the Chairman must be submitted to:

Email: [companysecretary@unitypacific.com.au](mailto:companysecretary@unitypacific.com.au)

Mail: The Company Secretary  
Unity Pacific 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: 22 September 2016

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.



**Laura Fanning**

Joint Company Secretary

Date: 29 August 2016

# 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 Unity Pacific Group 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 Unity Pacific Group 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 2016.

The Financial Report is available to Members on the Australian Securities Exchange (ASX) website and the Unity Pacific Group website at [www.unitypacific.com.au](http://www.unitypacific.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 will be decided on as if it was an ordinary resolution of Members but it is advisory only and not binding on the directors or the Company.

The Remuneration Report forms part of the Directors' Report and outlines Unity Pacific Group's remuneration policies for the 2016 financial year, together with 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 18 of the 2016 Annual Report which Members will shortly receive by mail or email. The Remuneration Report can also be found on page 18 of the 2016 Financial Report which can currently be accessed on Unity Pacific Group's website at [www.unitypacific.com.au](http://www.unitypacific.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.***

# Explanatory Memorandum

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## 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.

Mr Murray Boyte 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 Boyte's details are as follows:

**Murray Boyte** BCA CA MAICD IoDNZ

### **Non-Executive Independent Director**

Mr Boyte's career spans more than 35 years in merchant banking and finance, undertaking company reconstructions, mergers and acquisitions in Australia, New Zealand, North America and Hong Kong. He has held executive roles and Board positions across a diverse range of industries including transport, financial services and healthcare. He has extensive experience in property management and development.

Mr Boyte was formerly Chief Executive Officer of ASX-listed Ariadne Australia Limited, a position he held from 2003 to 2015.

Mr Boyte is also an independent director of Abano Healthcare Group which conducts healthcare business activities in Australia and New Zealand and is listed on the New Zealand Stock Exchange.

Mr Boyte is Chairman of Unity Pacific Group's Audit Committee.

***The Directors (other than Mr Boyte) unanimously recommend that Members vote in favour of Item 3.***

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<b>Term</b>	<b>Definition</b>
<b>AEST</b>	means Australian Eastern Standard Time (Queensland time).
<b>Annual Report</b>	means the annual report of Unity Pacific Group that incorporates the financial statements, the Directors' report and the independent audit report for the year ended 30 June 2016.
<b>ASX</b>	means the securities exchange operated by ASX Limited ACN 008 624 691.
<b>Auditor</b>	means the auditor of Unity Pacific Group being BDO Audit Pty Ltd, for the year ended 30 June 2016.
<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 Unity Pacific 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 Unity Pacific Group that incorporates the financial statements, the Directors' report and the independent audit report for the year ended 30 June 2016.
<b>Key Management Personnel</b>	has the meaning given in the <i>Corporations Act</i> .
<b>Managing Director</b>	means the Managing Director, Mr Christopher Morton.
<b>Meeting</b>	means the concurrent meetings of both the Company and the Trust to be held on 29 September 2016
<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

## Glossary and Interpretation

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<b>Term</b>	<b>Definition</b>
	Report for the year ended 30 June 2016.
<b>Responsible Entity</b>	means Unity Pacific Investment Management Limited ACN 137 565 149 AFSL 338688.
<b>Security</b>	means a stapled security in Unity Pacific Group consisting of a fully paid ordinary share in the Company stapled to a fully paid ordinary unit in the Trust.
<b>Unity Pacific Group</b>	means Unity Pacific Group, comprising the Company and the Trust and, where applicable, their controlled entities.
<b>Trust</b>	means Unity Pacific Stapled Trust ARSN 111 389 596.

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.





# Unity Pacific

Unity Pacific Limited ACN 110 831 288  
Unity Pacific Investment Management Limited ACN 137 565 149  
as responsible entity of the  
Unity Pacific Stapled Trust ARSN 111 389 596

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Unity Pacific Limited  
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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X999999999999**

## PROXY FORM

I/We being a member(s) of Unity Pacific Limited and Unity Pacific Stapled Trust (Unity Pacific) 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

**STEP 1**

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 Annual General Meeting of the Company and the Meeting of the Trust to be held at **10:00am (AEST) on Thursday, 29 September 2016 in the Heritage Boardroom at Level 1, 308 Queen Street, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**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 Unity Pacific if they are signed and received at least 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Mr Murray Boyte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**

\* 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 SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

**STEP 3**

**UPG PRX1601C**



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on Unity Pacific'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 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 securityholder of Unity Pacific.

### 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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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 Unity Pacific's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- 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; and
- 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 Unity Pacific's security registry or online at [www.linkmarketservices.com.au](http://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 **10:00am (AEST) on Tuesday, 27 September 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](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

Unity Pacific Limited  
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

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

### VOTING AND THE OFF-MARKET TAKEOVER OFFER

Please refer to page 4 of the Notice of Meeting for further details about the Off-Market Takeover Offer (the Offer).

If you **ACCEPT** the Offer:

- You will remain a securityholder of Unity Pacific Group until you receive consideration pursuant to the Offer.
- If, at the date of the Meeting, the Offer is:

**Unconditional** – you can attend but not vote at the Meeting. Your proxy form will be disregarded in this situation.

**Conditional** – you can attend and vote at the Meeting.

The Unity Pacific Group Board invites you to attend the Meeting, regardless of whether or not you have accepted the Offer, and welcomes any comments or questions you may have.

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