

# Notice of Annual General Meeting

The **Annual General Meeting** of Tag Pacific Limited ABN 73 009 485 625 will be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Friday 9 November 2007 at 10:00am.

## Items of business

### Financial statements and reports

- 1 | To consider the Financial Statements and the Directors' Report together with the Auditor's Report for the year ended 30 June 2007.

### Remuneration report

- 2 | To adopt the Remuneration Report for the year ended 30 June 2007.

### Re-election of directors

- 3 | Robert Moran, a director retiring by rotation in accordance with the Company's Constitution, being eligible, offers himself for re-election.
- 4 | Richard Peterson, a director retiring by rotation in accordance with the Company's Constitution, being eligible, offers himself for re-election.

### Non-executive directors' fees

- 5 | To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
"For the purposes of Australian Securities Exchange Listing Rule 10.17 and Article 85 of the Constitution of the Company, that the maximum aggregate remuneration payable to non-executive directors be increased from A\$100,000 to \$250,000 per annum."

## Notes

### Voting exclusion statement

The Company will disregard votes cast on resolution 5 by the Directors or their associates. However, the Company need not disregard a vote if it is cast by:

- (i) one of the Directors or their associates as a proxy for a person who is entitled to vote and if the vote is cast in accordance with the directions on the proxy form; or
- (ii) the person chairing the meeting as proxy for a person who is entitled to vote and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

### Proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint no more than two proxies to attend and vote on behalf of the shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified number of votes or proportion of the shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes. A proxy need not be a shareholder of the company.

A proxy form accompanies this notice. To be effective, a proxy form must be received at the registered office of the company not less than 48 hours before the time for holding the meeting.

### Corporate representatives

If your holding is registered in a company name and you would like to attend the meeting (and you do not intend to return a completed proxy form), please bring with you to the meeting a duly completed Certificate of Appointment of Corporate Representative. A form of the certificate may be obtained from the company's share registry.

### Eligibility to vote

For the purposes of voting at the meeting, persons holding shares in the Company at 10:00am Sydney time on 7 November 2007 will be treated as shareholders of the Company.

By order of the Board

**Nathan Wise**

Company Secretary  
27 September 2007



## Explanatory notes

The following notes explain the items of business to be discussed at the Tag Pacific Limited AGM. The notes are set out in the order of the items in the Notice of Meeting and should be read with the notice.

### **1 | Financial statements and reports**

The Company's financial report and other items referred to in item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

The Chairman will allow a reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the reports.

### **2 | Remuneration report**

The Annual Report for the year to 30 June 2007 contains a Remuneration Report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's non-executive directors and senior executives for the 2007 financial year.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting before members are asked to vote on resolution 2, to adopt the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

### **3 | Re-election of Robert Moran as a director**

Robert Moran has been a director of the Company since 2002. In accordance with the Company's Constitution he retires by rotation and, being eligible, offers himself for re-election. Robert Moran is a director of Allco Equity Partners, the principal investing arm of Allco Finance Group. Prior to joining Allco he practised as a corporate and commercial lawyer for 12 years.

### **4 | Re-election of Richard Peterson as a director**

Richard Peterson has been a director of the Company since 1986. In accordance with the Company's Constitution he retires by rotation and, being eligible, offers himself for re-election. Richard Peterson is a Barrister and Solicitor of The High Court of New Zealand and a partner in Harkness & Peterson.

### **5 | Non-executive directors' fees**

The proposal before the meeting is to increase the maximum aggregate amount available for non-executive directors' fees from A\$100,000 to A\$250,000 per annum. Approval for the increase is required under Australian Securities Exchange Listing Rule 10.17 and Article 85 of the Company's Constitution.

It is the Board's objective that the fees payable to non-executive directors should accord with market relativities and the responsibilities of the directors, and should be set at a level that enables the Board to attract and retain appropriately qualified and experienced directors.

The current maximum of A\$100,000 was approved by shareholders in November 2000.

The fees for each non-executive director were increased from A\$12,000 to A\$20,000 per annum in January 2007, being A\$100,000 in aggregate. There is no current intention to increase individual non-executive directors' fees beyond A\$20,000 per annum.



# Proxy Form

Tag Pacific Limited ACN 009 485 625  
GPO Box 4032, Sydney NSW 2001, Australia  
Facsimile: +61 2 8275 6060

## Appointment of proxy

I/We .....

of .....

being a member/s of Tag Pacific Limited and entitled to attend and vote hereby appoint

the Chairman  
of the meeting  
(mark with an "X")

**OR**

If you are not appointing the Chairman of the meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy

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, as the proxy sees fit) at the Annual General Meeting of Tag Pacific Limited to be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Friday 9 November 2007 at 10:00am and at any adjournment of that meeting.

### IMPORTANT: FOR ITEM 5 BELOW

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of item 5 below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

## Voting directions to your proxy – please mark X to indicate your directions

Agenda	For	Against	Abstain
<b>2</b>   Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b>   Re-election of Robert Moran	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b>   Re-election of Richard Peterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b>   Increase in maximum aggregate non-executive directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote undirected proxies in favour of each of the items of business.

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.

## PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

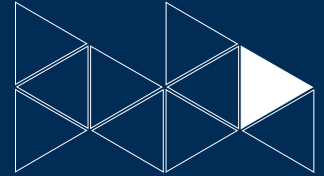
.....  
Contact name

.....  
Contact daytime telephone

.....  
Date



# How to complete this Proxy Form



## Appointment of proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the box with an "X". If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate. If you leave the section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the Company.

## Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three 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 a given item, 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 Company or you may copy this form.

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. Both forms must be returned together in the same envelope.

## 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, all of the shareholders should sign.

**Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the Company. 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.

If a representative of the corporate shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## Lodgement

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10:00am on Friday 9 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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## Documents may be lodged:

**In Person** Tag Pacific Limited, Level 30 Piccadilly Tower, 133 Castlereagh Street, Sydney, Australia  
**By Mail** Tag Pacific Limited, GPO Box 4032, Sydney NSW 2001, Australia  
**By Fax** +61 2 8275 6060