

23 September 2008

Tag Pacific Limited  
ABN 73 009 485 625  
Level 30 Piccadilly Tower  
133 Castlereagh Street  
Sydney NSW 2000  
Australia

Telephone: +61 2 8275 6000  
Facsimile: +61 2 8275 6060  
Website: [www.tagpac.com](http://www.tagpac.com)

Dear Shareholder

We are pleased to provide you with the following documents:

**Annual Report**

A copy of the Tag Pacific Limited Annual Report for 2008 is enclosed. The Annual Report includes a review of the Group's activities during the year and detailed financial statements.

**Notice of Meeting**

The enclosed Notice of Meeting sets out the agenda and details of all the resolutions to be considered at the Annual General Meeting to be held on 13 November 2008. A personalised proxy form is also enclosed should you wish to appoint a proxy to vote at the meeting on your behalf.

**Dividend Reinvestment Plan**

A Dividend Reinvestment Plan ('DRP') is being proposed so that shareholders may elect to have dividends automatically reinvested in additional Tag shares. Enclosed is a booklet that sets out the details of the DRP including all of the terms and conditions.

Should you wish to participate in the DRP in respect of the forthcoming dividend, please complete the enclosed Notice of Election and return it to our share registry, Computershare by no later than Tuesday 11 November 2008. Note that the availability of the DRP is subject to the DRP being approved by shareholders at the forthcoming Annual General Meeting (refer to item 5 of the Notice of Meeting).

If you have any questions in relation to the enclosed documents, please contact Computershare or the Company Secretary on +61 2 8275 6000.

Yours sincerely

**Nathan Wise**  
Company Secretary





# Notice of Annual General Meeting

The **Annual General Meeting** of Tag Pacific Limited ABN 73 009 485 625 will be held at the Macquarie Room, Sheraton on the Park, 161 Elizabeth Street, Sydney, Australia on Thursday 13 November 2008 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 2008.

### Remuneration report

2. To adopt the remuneration report for the year ended 30 June 2008.

### Re-election of directors

- 3.1 Re-election of Gary Cohen  
To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That Gary Cohen, a director of the Company who retires by rotation in accordance with the provisions of the Constitution, being eligible, is re-elected as a director of the Company."
- 3.2 Re-election of Gary Weiss  
To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That Gary Weiss, a director of the Company who retires by rotation in accordance with the provisions of the Constitution, being eligible, is re-elected as a director of the Company."

### Executive Share Option Plan – Renewal of approvals

- 4.1 Listing Rule 10.14 – PH Wise  
To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That, in accordance with ASX Listing Rule 10.14, approval be given to the acquisition of up to a maximum of 1,250,000 options by Peter Harry Wise (or, at his election, Anthony Australia Pty Limited) to the extent and if the Company's Remuneration Committee decides to issue options to him under and in accordance with the terms of the Company's Executive Share Option Plan."

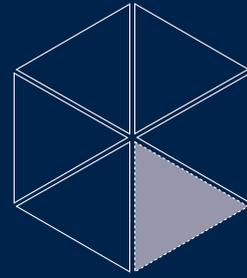
- 4.2 Listing Rule 10.14 – N Wise  
To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That, in accordance with ASX Listing Rule 10.14, approval be given to the acquisition of up to a maximum of 1,250,000 options by Nathan Wise (or, at his election, Investment Associates Pty Limited) to the extent and if the Company's Remuneration Committee decides to issue options to him under and in accordance with the terms of the Company's Executive Share Option Plan."

### Dividend Reinvestment Plan

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That, in accordance with clause 137 of the Company's constitution and exception 3 to ASX Listing Rule 10.12, the shareholders approve the adoption and implementation of a Dividend Reinvestment Plan to be known as the Tag Pacific Limited Dividend Reinvestment Plan on the terms and conditions tabled at the meeting at which this resolution is passed and, for the purposes of identification, signed by the Chairman, which terms and conditions are summarised in the Explanatory Notes accompanying the notice convening the meeting at which this resolution is passed."

### Appointment of auditor

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
"That Deloitte Touche Tohmatsu, having been duly nominated by a member of the Company and consented in writing to act, be appointed as registered auditor of the Company."



#### Voting exclusion statement

The Company will disregard any votes cast on the resolutions contained in items 4.1 and 4.2 by the following persons:

<b>Resolution</b>	<b>Persons excluded from voting</b>
<b>Resolution 4.1</b>	> Any director of the Company; and > any associate of any director of the Company.
<b>Resolution 4.2</b>	> Any director of the Company; and > any associate of any director of the Company.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, 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 11 November 2008 will be treated as shareholders of the Company.

By order of the Board

**Nathan Wise**  
*Company Secretary*  
23 September 2008



# Explanatory notes

The following notes explain the items of business to be discussed at the Tag Pacific Limited Annual General Meeting. 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 2008 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 managers for the 2008 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 directors

### 3.1 Re-election of Gary Cohen as a director

Gary Cohen has been a director of the Company since 1999. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election. Gary Cohen is the Executive Chairman and CEO of IBA Health Group Limited. He was formerly a corporate adviser and a senior legal practitioner.

### 3.2 Re-election of Gary Weiss as a director

Gary Weiss has been a director of the Company since 1988. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election. Gary Weiss is Chairman of Ariadne Australia Limited, executive director of Guinness Peat Group plc and a director of several other listed companies.

## 4. Executive Share Option Plan – Renewal of approvals

The Company established an Executive Share Option Plan ('ESOP') with the approval of shareholders in 2004 to attract, retain and motivate Tag Group executives and contractors who provide executive services ('Participants').

Under the ESOP, the number of options that may be issued to a Participant and the performance criteria and hurdles to be met prior to the issue or exercise of such options is set by the Tag remuneration committee.

All Tag Group executives are eligible to participate in the ESOP, however because of the relationship that certain executives have with the Company, their eligibility is subject to prior shareholder approval. On 11 November 2004, shareholders approved the participation of the executives named in resolutions 4.1 and 4.2 in the ESOP and the issue of options to those executives in the 3 year period after the date of that approval. If passed, resolutions 4.1 and 4.2 will enable the executives named in those resolutions to continue to participate in the ESOP for a further period of up to 3 years in the same way that other Tag Group executives for whom specific shareholder approval is not required may participate.

Since the last approval on 11 November 2004, six executives have received options under the ESOP, including the following executives for whom approval is required under ASX Listing Rule 10.14:

Name	Number of options	Exercise price	Vested/ unvested	Aquisition price
Mr PH Wise	400,000	\$0.33	vested	Nil
	400,000	\$0.40	vested	Nil
	200,000	\$0.45	vested	Nil
	<u>Total 1,000,000</u>			
Mr N Wise	250,000	\$0.33	vested	Nil
	200,000	\$0.33	unvested	Nil
	150,000	\$0.39	unvested	Nil
	<u>Total 600,000</u>			

#### Item 4.1 Renewal of approval to acquire options under Listing Rule 10.14 – PH Wise

In general, shareholder approval is not required to issue options under the ESOP. However, there are certain limited exceptions to this, including where options are proposed to be issued to a director of the Company, an associate of a director of the Company or a person whose relationship with the Company or a director of the Company is such that approval should be obtained.

On 11 November 2004, shareholders approved the participation of Mr PH Wise in the ESOP and the issue of options to Mr PH Wise in the 3 year period after the date of that approval.

The purpose of the resolution referred to in item 4.1 of the notice of meeting is to enable Mr PH Wise (or his nominee, Anthony Australia Pty Limited) to continue to participate in the ESOP for a further period of up to 3 years in the same way that other Tag Group executives for whom specific shareholder approval is not required may participate.

Renewal of the approval under ASX Listing Rule 10.14 is required for Mr PH Wise who is Chairman of the board of directors of the Company.

The Company's remuneration committee determines the number of options to be issued to Participants (including Mr PH Wise) from time to time. The maximum number of options that may be on issue at any time under the ESOP is 5% of the total number of shares in the Company on issue at that time.

The maximum number of options that may be issued to any one Participant, including to Mr PH Wise (or, at his election, Anthony Australia Pty Limited), is 1,250,000 options to acquire 1,250,000 fully paid ordinary shares in the Company, which number of shares represents 1.87% of the existing issued capital of the Company.

Options issued under the ESOP may be issued from time to time as determined by the Company's remuneration committee.

Options issued under the ESOP will be issued for no consideration.

The names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP are Messrs PH Wise and N Wise.

Details of any options issued under the ESOP will be published in each annual report of the Company in relation to the period in which the options have been issued, together with a statement that approval for the issue of the options was obtained under ASX Listing Rule 10.14.

Any additional persons to whom ASX Listing Rule 10.14 refers who become entitled to participate in the ESOP if and after the resolution referred to in item 4.1 is approved, and who are not named in the notice of meeting will not participate in the ESOP until approval is obtained under ASX Listing Rule 10.14.

The date by which the Company will issue options to Mr PH Wise (or, at his election, Anthony Australia Pty Limited) has not yet been determined, but if the Company's remuneration committee decides to issue options to him the issue date will be a date that is no later than 3 years after the date on which the meeting is held that is convened by the attached notice of meeting.

#### Item 4.2 Renewal of approval to acquire options under Listing Rule 10.14 – N Wise

In general, shareholder approval is not required to issue options under the ESOP. However, there are certain limited exceptions to this, including where options are proposed to be issued to a director of the Company, an associate of a director of the Company or a person whose relationship with the Company or a director of the Company is such that approval should be obtained.

The purpose of the resolution referred to in item 4.2 of the notice of meeting is to enable Mr N Wise (or his nominee, Investment Associates Pty Limited) to continue to participate in the ESOP for a further period of up to 3 years in the same way that other Tag Group executives for whom specific shareholder approval is not required may participate.

Renewal of the approval under ASX Listing Rule 10.14 is required for Mr N Wise who is a director of a number of subsidiaries of the Company, a director of Anthony Australia Pty Limited which holds 30,561,786 ordinary shares in the Company and related to Mr PH Wise.

The Company's remuneration committee determines the number of options to be issued to Participants (including Mr N Wise) from time to time. The maximum number of options that may be on issue at any time under the ESOP is 5% of the total number of shares in the Company on issue at that time.

The maximum number of options that may be issued to any one Participant, including to Mr N Wise (or, at his election, Investment Associates Pty Limited), is 1,250,000 options to acquire 1,250,000 fully paid ordinary shares in the Company, which number of shares represent 1.87% of the existing issued capital of the Company.

Options issued under the ESOP may be issued from time to time as determined by the Company's remuneration committee.

Options issued under the ESOP will be issued for no consideration.

The names of all persons referred to in ASX Listing Rule 10.14 entitled to participate in the ESOP are Messrs PH Wise and N Wise.

Details of any options issued under the ESOP will be published in each annual report of the Company in relation to the period in which the options have been issued, together with a statement that approval for the issue of the options was obtained under ASX Listing Rule 10.14.

Any additional persons to whom ASX Listing Rule 10.14 refers who become entitled to participate in the ESOP if and after the resolution referred in item 4.2 is approved, and who are not named in the notice of meeting will not participate in the ESOP until approval is obtained under ASX Listing Rule 10.14.

The date by which the Company will issue options to Mr N Wise (or, at his election, Investment Associates Pty Limited) has not yet been determined, but if the Company's remuneration committee decides to issue options to him the issue date will be a date that is no later than 3 years after the date on which the meeting is held that is convened by the attached notice of meeting.

## 5. Dividend Reinvestment Plan

The Company proposes to implement a Dividend Reinvestment Plan (the 'Plan') to provide eligible shareholders with the opportunity to automatically reinvest their dividends in additional Tag shares.

If approved, the Plan would be available in respect of the dividend which is expected to be paid on 5 December 2008.

Set out below is a summary of the key terms of the Plan. A copy of the full Plan booklet can be obtained by contacting the Company's share registry, Computershare Investor Services Pty Limited on 1300 85 05 05 (from Australia) or on (09) 488 8700 (from New Zealand) or is available on the Company's website at [www.tagpac.com](http://www.tagpac.com).

### Allocation price

Shares allocated under the Plan will be allocated at a price to be determined by the Directors, being no more than the volume weighted average market price per Tag Share (rounded to four decimal points) traded on ASX during the period of 10 trading days commencing on the second day after the Entitlement Date for the dividend in question (or such longer period as the Directors determine and announce to ASX).

### Fractional entitlements

Where the allotment formula results in a number that is not a whole share, then your entitlement will be rounded up to a whole share.

### No additional costs

Shares allocated to you under the Plan are free of brokerage, commission and stamp duty costs.

### Shares rank equally

Any new Tag Shares issued under the Plan will rank equally with existing Tag Shares from the date of issue.

### Participation is entirely optional

You may join, vary your participation, or withdraw from the Plan at any time.

### Dividend statement

A dividend statement, providing details of your participation in the Plan, will be forwarded at the time of each dividend payment.

The Directors recommend that shareholders vote in favour of approving the terms of the Plan.

## 6. Appointment of auditor

Following a review process of major accounting firms with the capabilities of undertaking the Company's audit, the Board concluded that it was appropriate to recommend the appointment of Deloitte Touche Tohmatsu as auditor. Subject to approval by shareholders, the appointment of Deloitte Touche Tohmatsu at the AGM will be effective for the 2008/2009 financial year. In accordance with section 328B of the Corporations Act, notice in writing nominating Deloitte Touche Tohmatsu as auditor has been given to the Company by a shareholder. A copy of this notice is set out below.

12 September 2008

The Secretary  
Tag Pacific Limited  
Level 30  
133 Castlereagh Street  
Sydney NSW 2000

Dear Sir

Pursuant to section 328B of the Corporations Act, we nominate Deloitte Touche Tohmatsu to be appointed as auditor of Tag Pacific Limited at the Company's Annual General Meeting to be held on 13 November 2008.

Anthony Australia Pty Limited is a shareholder in the Company.

Yours sincerely



**Nathan Wise**  
Director  
Anthony Australia Pty Limited