

## 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 Friday 28 October 2011 at 10:00am.

### Items of business

#### Discussion of financial statements and reports

- 1 To discuss the Company's financial statements and reports for the year ended 30 June 2011.

#### Remuneration report

- 2 To adopt the remuneration report for the year ended 30 June 2011.

#### Re-election of directors

##### → 3.1 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."

##### → 3.2 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."

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

##### → 4.1 Listing Rule 10.14 Renewal of approval – PH Wise

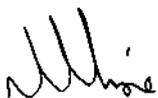
To consider and, if thought fit, pass the following resolution as an ordinary resolution: "That, in accordance with ASX Listing Rule 10.14, approval be given to the acquisition of up to a maximum of 1,250,000 options by Peter Harry Wise (or, at his election, Anthony Australia Pty Limited) to the extent 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 Renewal of approval – 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."

A copy of the Company's Annual Report 2011 can be accessed on the Company's website [www.tagpac.com](http://www.tagpac.com).

By order of the Board



**Nathan Wise**  
Company Secretary  
26 September 2011

### Notes

#### 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:

Resolution	Persons excluded from voting
Resolution 4.1	→ any director of the Company; and → any associate of any director of the Company.
Resolution 4.2	→ 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 26 October 2011 will be treated as shareholders of the Company.

## **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 Discussion of 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 2011 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 2011 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.

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 a managing director) must stand for re-election.

Any undirected proxies held by the chairman of the meeting, other directors or other key management personnel or any of their closely related parties (as that term is defined in the Corporations Act 2001, which includes certain of their family members, dependents and companies they control) will not be voted in respect of Item 2 (Remuneration Report).

### **Re-election of directors**

#### **→ 3.1 Re-election of Gary Weiss as a director**

Gary Weiss has been a director since 1988. He is an Executive Director of Ariadne Australia Limited, Chairman of Coats plc and a director of several other public companies. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

#### **→ 3.2 Re-election of Gary Cohen as a director**

Gary Cohen has been a director since 1999. He is a Principal of Marcel Corporate and former Chairman of iSoft Group Limited. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

### **→ 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 each of 11 November 2004 and 13 November 2008, 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 each 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 13 November 2008, three 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	Acquisition price
Mr PH Wise	200,000	\$0.30	Vested	Nil
	400,000	\$0.20	Vested	Nil
	<u>Total 600,000</u>			
Mr N Wise	150,000	\$0.24	Unvested	Nil
	350,000	\$0.20	Vested	Nil
	350,000	\$0.20	Vested	Nil
	<u>Total 850,000</u>			

#### → 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 each of 11 November 2004 and 13 November 2008, 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 each 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 1.77% of the issued capital of the Company at the date of the attached notice of meeting.

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.

**EXPLANATORY NOTES**  
**CONTINUED**

**→ 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.

On each of 11 November 2004 and 13 November 2008, shareholders approved the participation of Mr N Wise in the ESOP and the issue of options to Mr N Wise in the 3 year period after the date of each approval.

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 34,959,482 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 1.77% of the issued capital of the Company at the date of the attached notice of meeting.

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.

# 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 28 October 2011. Any proxy form received after that time will not be valid for the scheduled meeting.

## 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

## 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 Macquarie Room, Sheraton on the Park, 161 Elizabeth Street, Sydney, Australia on Friday 28 October 2011 at 10:00am and at any adjournment of that meeting.

#### **Important for Items 2, 4.1 and 4.2 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default**

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2, 4.1 and 4.2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2, 4.1 and 4.2, the Chairman of the Meeting will not cast your votes on Items 2, 4.1 and 4.2 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes adjacent to each item below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 2, 4.1 and 4.2).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2, 4.1 and 4.2.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2, 4.1 and 4.2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2, 4.1 and 4.2 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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

Agenda	For	Against	Abstain
→ 2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
→ 3.1 Re-election of Gary Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
→ 3.2 Re-election of Gary Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
→ 4.1 ASX Listing Rule 10.14 approval – Mr PH Wise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
→ 4.2 ASX Listing Rule 10.14 approval – Mr N Wise	<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