

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT



3.00pm
Tuesday 25 November 2014
The Grace Hotel
77 York Street, Sydney

2014 Annual Report:
<http://www.ppkgroup.com.au>

PPK
GROUP LIMITED

ABN 65 003 964 181

NOTICE OF ANNUAL GENERAL MEETING

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NOTICE is given that the Annual General Meeting of PPK Group Limited (**Company**) will be held at The Grace Hotel, 77 York Street, Sydney NSW Australia at **3.00 pm (Sydney time)** on **Tuesday 25 November 2014**.

The Explanatory Statement accompanying this Notice of General Meeting explains the items of business to be considered at the Meeting. The Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it. Unless otherwise stated, capitalised terms and certain other expressions used in this Notice of Meeting have the meaning given to them in the Glossary and a reference to a section, is a reference to a section in the Explanatory Statement.

ORDINARY BUSINESS

Receipt of the Financial Report for the year ended 30 June 2014

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

1. Remuneration Report

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

"THAT the Remuneration Report of the Company for the financial year ended 30 June 2014 be adopted."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Key Management Personnel (**KMP**) (as defined in Section 9 of the Corporations Act) details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a closely related party (as defined in Section 9 of the Corporations Act) (such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP as at the date of the Meeting or any of their closely related parties,

unless the vote is cast:

- as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- by the Chair of the Meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Important Notice for Resolution 1: If a Shareholder entitled to vote wishes to appoint the Chair of the Meeting as their proxy the Shareholder can direct the Chair to vote for or against or abstain from voting on Resolution 1

by marking the appropriate box on the Proxy Form. If a Shareholder entitled to vote appoints the Chair as their proxy (or the Chair is appointed as a Shareholder's proxy by default) and the appointment does not specify how the Chair is to vote on Resolution 1, then, in accordance with the express authority contained in the Proxy Form, the Chair will vote, as proxy for that Shareholder, in favour of Resolution 1.

2. Re-elect Mr Glenn Molloy as a Director of the Company

To elect Mr Glenn Molloy as a Director of the Company. Mr Molloy retires in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

3. Re-elect Mr Graeme Webb as a Director of the Company

To elect Mr Graeme Webb as a Director of the Company. Mr Webb retires in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Dated at Sydney, on the 2nd October 2014



By order of the Board
Andrew J. Cooke
Company Secretary

2014 Annual Report:

The 2014 Annual Report is available on the Company's Website: www.ppkgroup.com.au

Proxies

- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.



In addition, any directed proxy appointments that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).

- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that Shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company **no later than 3.00 pm (Sydney time) on Sunday 23 November 2014:**
 - (i) by **facsimile:** on +61 (02) 9290 9655; or
 - (ii) by delivery in person or **mail:**
PPK Group Limited Share Registry
C/- Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2001 ; or
 - (iii) Online : www.votingonline.com.au/ppkgrouppgm2014

Corporate Representatives

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 3.00pm (Sydney time) on Sunday 23 November 2014.

CHAIR'S VOTING INTENTIONS

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Meeting.

FINANCIAL REPORT – YEAR ENDED 30 JUNE 2014

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2014 and the Company's performance generally. A representative of the Auditor will be attending the Meeting.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 18 November 2014. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor. The Auditor will answer written questions submitted prior to the Meeting. The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements;
- the independence of the Auditor in relation to the conduct of the audit.

1. RESOLUTION 1 – REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election (Spill Resolution). If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

At the Company's 2013 annual general meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, a Spill Resolution cannot be put at this meeting.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2&3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS

Mr Glenn Molloy retires by rotation and, being eligible, offers himself for re-election as a Director.

Mr Graeme Webb retires by rotation and, being eligible, offers himself for re-election as a Director.

A short profile of each of the candidates is set out following.

Glenn Molloy. Non-Executive Director. Age 59

Member of the PPK Group Limited Board since listing on 21 December 1994.

Founder of the former entity Plaspak Pty Limited in 1979.

Appointed Executive Director in September 2009.

Glenn Molloy founded the former entity Plaspak Pty Ltd in 1979 and has acted as a director of the consolidated entity since that time. He has extensive experience on public company boards, and in advising publicly listed and private entities on commercial aspects of mergers, acquisitions and divestment activities.

Glenn was appointed to the role of Executive Director in September 2009.

Other listed public company directorships held in the last 3 years:

SubZero Group Limited, Non-executive Director (Appointed 10 April 2013; ceased 25 November 2013).

Graeme Webb. Non-Executive Director. Age 63

Graeme Webb is a substantial Shareholder of PPK Group Limited.

Graeme is Chairman of EDG Capital Limited and has over 40 years of experience in building, construction and property development undertaking over \$200 million of projects during his career to date.

In addition, Graeme has a broad range of business experience having acted as a director and/or chairman of a number of private and public companies engaged in a range of industries including plastics packaging, merchant banking, aluminium fabrication, glazing and glass toughening.

Other listed public company directorships in the last 3 years: Nil

Board Recommendations

The Board (with Glenn Molloy and Graeme Webb abstaining in relation to their own candidacies) unanimously recommends that Shareholders vote in favour of the election of each of the retiring Directors under Resolutions 2 and 3.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm AEDT on Sunday 23 November 2014.**

🖨 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/ppkgroupagm2014

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00pm AEDT on Sunday 23 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/ppkgroupagm2014
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **PPK Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Grace Hotel on Tuesday 25 November 2014 at 3:00pm AEDT** and at any adjournment of that meeting, to act 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.

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If the Chair 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 Resolution 1, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of Resolution 1 and that votes cast by the Chair of the meeting for this resolution 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 Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	To re-elect Mr Glenn Molloy as a Director	☐	☐	☐
Resolution 3	To re-elect Mr Graeme Webb as a Director	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014