



ASX and Media Announcement

21 October 2011

Notice of Shareholder Meeting

Qube Logistics Holdings Limited (Qube) has convened a shareholder meeting to be held on 22 November 2011. The purpose of the meeting is to approve the issue of shares by Qube to Kaplan Funds Management Pty Limited (KFM) in satisfaction of the obligation to pay the outstanding balance of the performance fee that is payable by Qube Logistics to KFM for the year ending 30 June 2011. As previously advised, if shareholders do not approve the issue, the outstanding liability will be paid in cash.

A copy of the notice of meeting and associated shareholder documents are attached. These documents are in the process of being despatched to shareholders along with a personalised proxy form.

Further Enquiries:

Paul Lewis
Chief Financial Officer / Company Secretary
+61 2 9080 1903



Qube Logistics Holdings Limited
ACN 149 723 053
(Company)

Shareholder Booklet

**To approve placement to Kaplan Funds Management
Pty Limited**

A notice of meeting is included in Appendix 1 to this Booklet. A proxy form for the meeting accompanies this Booklet.

This is an important document and requires your urgent attention.

If you are in any doubt as to how to deal with this Booklet, please consult your legal, financial, taxation or other professional adviser immediately.

If you have recently sold all of your Shares, please disregard all enclosed documents



Explanatory Memorandum

1. Background

In August 2011 Qube Logistics (**Old Qube**) implemented a restructure in 2 stages. Firstly, Qube Logistics Holdings Limited (**Qube**) became the new listed holding company of Qube (**Corporatisation**). The existing management agreement between Old Qube and Kaplan Funds Management Pty Limited (**KFM**) was then terminated (**Internalisation**). These transactions were approved by Old Qube unitholders on 18 August 2011.

On 10 August 2011, Old Qube announced that KFM was entitled to an annual performance fee in respect of the financial year ended 30 June 2011 of approximately \$17.4 million. The deed implementing the Internalisation expressly preserved KFM's entitlement to accrued but unpaid management fees and performance fees in respect of the period up to implementation of the Internalisation.

Qube, Old Qube and KFM have agreed that KFM will apply \$8,708,337 of the performance fee (representing 50% of that performance fee) in subscription for Shares, subject to receipt of Qube shareholder approval. The balance of the performance fee has been paid in full. The Meeting has been convened to consider a resolution to approve the issue of these Shares for the purposes of the Listing Rules (**Resolution**).

If Shareholder approval is not granted by 30 November 2011, KFM will receive the balance of the outstanding performance fee in cash.

This Explanatory Memorandum sets out further information regarding the Resolution.

This Explanatory Memorandum is intended to provide Shareholders with all information known to the Company and the Directors that is reasonably required by Shareholders to decide whether or not it is in the Company's interests to pass the Resolution. The Directors of the Company recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

If you have any queries regarding the contents of this Booklet or in relation to the General Meeting, please contact Paul Lewis on 02 9080 1903.

If you do not fully understand the contents of this Booklet you should consult your financial or legal adviser for assistance.

2. Resolution

2.1. Purpose of Resolution

Listing Rule 10.11 provides that unless an exception applies, an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary shares:

- A related party.
- A person whose relationship with the entity or a related party is in ASX's opinion, such that approval should be obtained.

KFM is considered a party to whom Listing Rule 10.11 will apply as it had served as investment manager of Old Qube at the time agreement was reached with Qube and Old Qube to issue the Shares in part satisfaction of the performance fee.

The Resolution seeks the approval of Shareholders for the purpose of Listing Rule 10.11, to issue Shares to KFM.

If the Resolution is passed, approval for the issue of Shares is not required under Listing Rule 7.1 and the capacity of Qube to issue additional Shares without shareholder approval under Listing Rule 7.1 is not reduced by the issue to KFM.

2.2. Issue price

The proposed issue price for the Shares will be the volume weighted average price at which Shares trade on the ASX over the 10 trading days up to the date of the Meeting (excluding the date of the Meeting).

If the Meeting had been held on 17 October 2011, the date printing of this Booklet commenced, the issue price would have been \$1.2928 and if approved, 6,736,028 Shares would have been issued to KFM.

KFM presently holds 20,482,101 Shares representing approximately 2.55% of the issued Shares. If a further 6,736,028 Shares are issued to KFM pursuant to the Resolution, its shareholding would increase to 27,218,129 representing approximately 3.37% of the issued Shares

2.3. Additional Disclosure

The information set out below is required to be provided to Shareholders under Listing Rule 10.11.

If approved:

- the Shares will be issued to KFM;
- the Shares will be issued as soon as practicable after 24 November 2011 and in any event within 1 Month of the Meeting;
- no funds will be raised directly by the issue. On completion of the issue of Shares, Old Qube will be released from its obligation to pay \$8,708,337 to KFM in respect of accrued performance fees; and
- the Shares will be issued on the same terms as existing Shares and will rank pari passu with existing Shares from the date of issue. Shares will carry no entitlement to participate in the dividend announced on 14 September 2011 as they will be issued after the record date for that dividend.

2.4. Voting Exclusion Statement

The Company will disregard any votes cast on the Resolution by KFM and any of its associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

3. Glossary

The following terms used in this Booklet (including the Notice of Meeting) have the meanings given to them below, unless the context otherwise requires

ASX	ASX Limited
Booklet	this booklet including the Notice of Meeting.
Corporations Act	the <i>Corporations Act</i> 2001 (Cth).
Company	Qube Logistics Holdings Limited ACN 149 723 053
Directors	directors of the Company

Meeting	the general meeting of the Company to be held at 10.30am on 22 November 2011 at Level 1, Pinaroo 5 Room, The Grace Hotel,77 York Street, Sydney NSW 2000.
KFM	Kaplan Funds Management Pty Limited (ACN 079 218 643).
Listing Rules	the listing rules of ASX.
Notice of Meeting	the notice relating to the Meeting included in this Booklet.
Resolution	the resolution to be considered at the Meeting set out in the Notice of Meeting
Old Qube	The Trust Company (RE Services) Limited (ACN 003 278 831) as responsible entity for Qube Logistics (ARSN 122 556 441)
Qube	Qube Logistics Holdings Limited (ACN 149 723 053)
Shareholder	a registered holder of Shares
Shares	fully paid ordinary shares in the capital of the Company



Appendix 1 – Notice of General Meeting

QUBE LOGISTICS HOLDINGS LIMITED (ACN 149 723 053)

Notice of Meeting

for the General Meeting of Shareholders

To be held at 10.30 am (Sydney time) on 22 November 2011 at Level 1, Pinaroo 5 Room, The Grace Hotel, 77 York Street, Sydney NSW 2000

IMPORTANT INFORMATION

This is an important document that should be read in its entirety.

This Notice of Meeting is an appendix to a booklet which has been prepared to assist Shareholders in determining whether or not to vote in favour of the Resolution set out in this Notice of Meeting.

The Booklet should be read in conjunction with this Notice of Meeting.

You are encouraged to attend the Meeting, but if you cannot, you are requested to complete and return the enclosed proxy form without delay:

by post to the Registry:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

by fax to the Registry on:

1800 783 447 from within Australia, or +61 3 9473 2555 from outside Australia.

Business

The business of the meeting is to consider the following proposed resolution.

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

“That the issue of Shares to Kaplan Funds Management Pty Limited for a total subscription price of \$8,708,337 and otherwise on the terms described in this Booklet is approved”

Without limitation, Listing Rules 7.2 exception 14 and 10.11 are relevant to this Resolution.

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7.00pm (Sydney time) on 18 November 2011. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by KFM and any associate of KFM.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

How to vote

Shareholders entitled to vote at the Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney)

Shareholders or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 10.30am (Sydney time) on 20 November 2011 any of the following ways:

By post to the Registry:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By fax to the Registry on:

1800 783 447 from within Australia, or +61 3 9473 2555 from outside Australia.

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting to be held at Level 1, Pinaroo 5 Room, The Grace Hotel, 77 York Street, Sydney NSW 2000 on 22 November 2011 commencing at 10.30am (Sydney time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,
- unless the Company received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

Voting by proxy

Shareholders wishing to vote by proxy at the Meeting must:

- complete and sign or validly authenticate the proxy form, which is enclosed with this Booklet; and
- deliver the signed and completed proxy form to the Company by 10.30am (Sydney time) on 20 November 2011 in accordance with the instructions below.

A person appointed as a proxy may be an individual or a body corporate.

Submitting proxy votes

Shareholders wishing to submit proxy votes for the Meeting must return the enclosed proxy form to the Company in any of the following ways:

By post to the Registry:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By fax to the Registry on:

1800 783 447 from within Australia, or +61 3 9473 2555 from outside Australia.

Note: proxies may not be returned by email nor is internet voting available.

Notes for proxies

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote at the meeting on that Shareholder's behalf.
2. A proxy need not be a Shareholder.
3. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Shareholder's proxy.
4. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

5. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:
 - (a) if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed; and
 - (b) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed.
6. If a proxy appointment is signed or validly authenticated by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the Company Secretary.
7. If:
 - (a) a Shareholder nominates the Chairman of the meeting as the Shareholder's proxy; or
 - (b) the Chairman is to act as proxy if a proxy appointment is signed by a Shareholder but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,then the person acting as Chairman in respect of an item of business at the meeting must act as proxy under the appointment in respect of that item of business.
8. Proxy appointments in favour of the Chairman of the meeting, the Company Secretary or any Director which do not contain a direction will be voted in support of the Resolutions.

Corporate representatives

1. To vote in person at the General Meeting, a Shareholder or proxy which is a body corporate may appoint an individual to act as its representative.
2. To vote by corporate representative at the meeting, a corporate Shareholder or proxy should obtain an Appointment of Corporate Representative Form from the Registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting.
3. The appointment of a representative may set out restrictions on the representative's powers.
4. The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.
5. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

By order of the Board

21 October 2011

Paul Lewis
Company Secretary
Qube Logistics Holdings Limited