

12 October 2012

QUBE LOGISTICS HOLDINGS LIMITED
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ASX and Media Announcement

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Notice of AGM, Proxy Form and Appointment of General Counsel

qube.com.au

Notice of Meeting

Attached is a copy of Qube Logistics Holdings Limited's (**Qube**) Notice of Annual General Meeting and Proxy Form as sent to shareholders.

Qube's Annual General Meeting will be held in the Blaxland Room, Level 8, Swissotel, 68 Market Street, Sydney 2000 on 14 November 2012 at 10.00 am (Sydney time).

Appointment of General Counsel and Company Secretary

Qube is pleased to announce that William Hara will be joining the company as General Counsel and Company Secretary. Mr Hara is a very experienced executive having worked as General Counsel and Company Secretary at Lend Lease from 2007-2012 and prior to that at Patrick Corporation for almost 10 years.

Maurice James, Managing Director of Qube, said "We are delighted that William will be joining Qube. His extensive corporate and logistics experience will greatly assist Qube in the next stage of its growth".

Mr Hara will commence work with Qube in January 2013.

Further enquiries:

Media
Paul White 0417 224 920

Investors
Paul Lewis
Company Secretary / Chief Financial Officer
+612 9080 1903

Qube Logistics Holdings Limited
ACN 149 723 053

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of members of Qube Logistics Holdings Limited (**Company**) will be held at the Blaxland Room, Level 8, Swissotel, 68 Market Street, Sydney 2000 on 14 November 2012 at 10.00 am (Sydney time).

Items of business

Financial statements and reports

To receive and consider the financial report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2012.

1. Re-election of Chris Corrigan

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

“That Mr Chris Corrigan be re-elected as a Director of the Company.”

Without limitation, Rule 6.7 of the Constitution is relevant to this Resolution.

2. Re-election of Sam Kaplan

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

“That Mr Sam Kaplan be re-elected as a Director of the Company.”

Without limitation, Rule 6.7 of the Constitution is relevant to this Resolution.

3. Election of Ross Burney

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

“That Mr Ross Burney be elected as a Director of the Company.”

Without limitation, Rule 6.2 of the Constitution is relevant to this Resolution.

4. Remuneration Report

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

“That the Remuneration Report for the year ended 30 June 2012 be adopted.”

Notes:

- (a) The vote on this Resolution is advisory only and does not bind the Directors or the Company.
- (b) The Company’s Key Management Personnel and their Closely Related Parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the Resolution and that proxy specifies how to vote on the resolution.
- (c) The Chairman will vote all undirected proxies in favour of this Resolution. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

5. Increase in Directors' fee pool

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

"That, in accordance with Rule 6.5 of the Company's Constitution, the maximum aggregate remuneration payable to non-executive Directors of the Company for their services as Directors be increased by \$525,000, from \$675,000 to \$1,200,000 per annum, to be divided among the Directors in such proportions and manner as they agree."

Without limitation, Rule 6.5 of the Constitution and ASX Listing Rule 10.17 are applicable to this Resolution.

6. Change of name

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That the name of the Company be changed from 'Qube Logistics Holdings Limited' to 'Qube Holdings Limited' and accordingly that the Constitution be modified by deleting 'Qube Logistics Holdings Limited' wherever it appears and inserting 'Qube Holdings Limited' in its place."

Without limitation, sections 136 and 157 of the Corporations Act are relevant to this Resolution.

7. Ratification of previous share issue – December 2011 placement

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 63,909,774 fully paid ordinary shares in the Company on 16 December 2011 at \$1.33 per Share and otherwise as described in the Explanatory Memorandum be ratified and approved."

Without limitation, ASX Listing Rule 7.4 is relevant to this Resolution.

8. Ratification of previous share issue – acquisition of minority ownership in Qube Logistics (Aust) Pty Limited (formerly POTA Holdings Pty Limited)

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 15,848,214 fully paid ordinary shares in the Company on 4 January 2012 at a deemed issue price of \$1.35 per Share and otherwise as described in the Explanatory Memorandum be ratified and approved."

Without limitation, ASX Listing Rule 7.4 is relevant to this Resolution.

9. Ratification of previous share issue – Giacci Holdings Pty Limited acquisition

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 13,560,241 fully paid ordinary shares in the Company on 16 March 2012 at a deemed issue price of \$1.4749 per Share and otherwise as described in the Explanatory Memorandum be ratified and approved."

Without limitation, ASX Listing Rule 7.4 is relevant to this Resolution.

10. Ratification of previous share issue – Victoria Dock assets acquisition

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 4,746,085 fully paid ordinary shares in the Company on 19 March 2012 at a deemed issue price of \$1.4749 per Share and otherwise as described in the Explanatory Memorandum be ratified and approved."

Without limitation, ASX Listing Rule 7.4 is relevant to this Resolution.

11. Approval of Share issue to Maurice James under Executive Long-Term Incentive Plan

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

“That the issue of 2,000,000 fully paid ordinary shares in the Company to Maurice James in accordance with the terms of the Qube Executive Long-Term Incentive Plan and otherwise on the terms and conditions set out in the Explanatory Memorandum be approved.”

Without limitation, Listing Rule 10.14 is relevant to this Resolution.

12. Approval of grant of financial assistance

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That for the purpose of section 260B(2) of the Corporations Act and for all other purposes, the Company approves the grant of financial assistance by:

- (a) *Giacci Holdings Pty Limited ACN 008 708 370;*
- (b) *Giacci Port Services Pty Limited ACN 074 418 803;*
- (c) *Giacci Limestone Pty Limited ACN 081 876 959;*
- (d) *Giacci Group Operations Pty Limited ACN 089 175 020;*
- (e) *Giacci SA Pty Limited ACN 152 037 968;*
- (f) *Giacci Bros. Pty Limited ACN 008 708 361;*
- (g) *Giacci Management Services Pty Limited ACN 082 510 110;*
- (h) *Giacci NT Pty Limited ACN 126 038 579;*
- (i) *Giacci Contracting Pty Limited ACN 080 493 581,*

*(each a **Giacci Group Company**), as contemplated in the attached Explanatory Memorandum in connection with the acquisition by Qube Ports Pty Limited, a subsidiary of the Company, of all of the shares in Giacci Holdings Pty Limited or the holding company of the relevant Giacci Group Company and all elements of that transaction and any other transaction that may constitute financial assistance by the Giacci Group Companies for the purposes of section 260A of the Corporations Act.”*

Without limitation, section 260B(2) of the Corporations Act is relevant to this Resolution.

Voting restrictions and exclusions

Voting restrictions and exclusions in respect of the Resolutions are set out below for each Resolution.

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on:

- Resolution 4 by the Key Management Personnel and their Closely Related Parties;
- Resolution 5 by the Directors and their Associates,
- Resolution 7 by any person who participated in the issue and any of their Associates;
- Resolution 8 by any person who participated in the issue and any of their Associates;
- Resolution 9 by any person who participated in the issue and any of their Associates;
- Resolution 10 by any person who participated in the issue and any of their Associates; and
- Resolution 11 by the Directors and any of their 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.

Other information

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 Monday 12 November 2012. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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 Licence).

To vote by attorney at the 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 10.00am (Sydney time) on Monday 12 November 2012 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.

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting to be held at the Blaxland Room, Level 8, Swissotel, 68 Market Street, Sydney 2000 on 14 November 2012 at 10.00 am (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 Notice; and
- deliver the signed and completed proxy form to the Company by 10.00am (Sydney time) on Monday 12 November 2012 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 at:

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 which each proxy may exercise, then 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:
 - if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed; and
 - 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 Shareholder nominates the Chairman of the Meeting as the Shareholder's proxy; or
 - 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, however, Key Management Personnel and their Closely Related Parties with proxy appointments that do not contain a direction must not vote those proxy appointments on Resolutions 4 and 5.

Corporate representatives

1. To vote in person at the 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

Paul Lewis
Company Secretary

Dated 9 October 2012

**Qube Logistics Holdings Limited
ACN 149 723 053**

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Qube Logistics Holdings Limited (**Company**) at the Annual General Meeting of members to be held at the Blaxland Room, Level 8, Swissotel, 68 Market Street, Sydney 2000 on 14 November 2012 at 10.00 am (Sydney time).

Financial Report and Reports of the Directors and Auditor

This item allows members the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these three reports that together comprise the Company's Annual Report before its members at its Annual General Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and statements at the Annual General Meeting.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 – Re-election of Chris Corrigan

Resolution 1 provides for the re-election of Mr Chris Corrigan as Director of the Company in accordance with Rule 6.7 of the Company's Constitution.

A profile of Mr Corrigan is included in the Directors' Report contained in the 2012 Annual Report.

The Directors (other than Mr Corrigan who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 – Re-election of Sam Kaplan

Resolution 2 provides for the re-election of Mr Sam Kaplan as Director of the Company in accordance with Rule 6.7 of the Company's Constitution.

A profile of Mr Kaplan is included in the Directors' Report contained in the 2012 Annual Report.

The Directors (other than Mr Kaplan who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3 – Election of Ross Burney

Resolution 3 provides for the election of Mr Ross Burney as Director of the Company in accordance with Rule 6.2 of the Constitution.

Mr Ross Burney was appointed as a non-executive Director by the Board on 9 September 2011 in accordance with Rule 6.2 of the Constitution and, having been appointed since the last general meeting of members, offers himself for re-election as a Director of the Company as required by Rule 6.2 of the Constitution.

A profile of Mr Burney is included in the Directors' Report contained in the 2012 Annual Report.

The Directors (other than Mr Burney who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 – Remuneration Report

Resolution 4 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote of Shareholders at the Company's Annual General Meeting.

The vote on this Resolution is only advisory to the Company and does not bind the Board or the Company.

The Remuneration Report is set out in and forms part of the Director's Report within the 2012 Annual Report.

Under Section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies. If 25% or more of the votes cast on this Resolution are "against" the Resolution, this will be the first "strike" under the recently enacted "two strikes test". Under the "two strikes test", when 25% or more of the votes cast on the Remuneration Report Resolution are "against" the Resolution at two consecutive Annual General Meetings, Shareholders will have an additional vote at the second of those Annual General Meetings to determine whether the Directors of the Company need to stand for re-election within 90 days (this is the so-called "Spill Resolution"). If the "Spill Resolution" is passed with 50% of the eligible votes cast, a meeting to consider the re-election of the Directors (who were Directors when the resolution regarding the Remuneration Report was passed at the later AGM but not including the Managing Director) must be held within 90 days.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2012. Their Closely Related Parties are defined in the Corporations Act and include certain of their family members, dependants and companies they control.

The Directors consider that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual.

On that basis, the Directors unanimously recommend that Shareholders vote in favour of this advisory Resolution.

If the Chairman of the Meeting is to be your proxy, you should be aware that if you do not provide a voting direction in respect of Resolution 4 on the proxy form, you will be deemed to have directed the Chairman of the Meeting to vote in favour of Resolution 4. The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of the adoption of the Remuneration Report. A Shareholder may appoint the Chairman of the Meeting as proxy with a direction to cast the votes contrary to the Chairman's stated voting intentions, or to abstain from voting on that Resolution.

Resolution 5 – Increase in Directors' fee pool

Resolution 5 seeks Shareholder approval to increase the maximum aggregate remuneration payable to non-executive Directors for their services as Directors. The existing limit of \$675,000 was set prior

to the Company's restructure last year at which time the organisation was significantly smaller. Over the course of the Company's operations and over the last year in particular, expansion of activities including a number of acquisitions has resulted in a much larger organisation, with more diversified operations. This year the Company seeks approval to increase the maximum aggregate remuneration payable to non-executive Directors to \$1,200,000 per annum to reflect the increased commitments required by the Board to support the Company's continued growth and operations.

Based on the current Board composition, it is not expected that the maximum remuneration payable will be paid to the Board members in the 2013 financial year. However, the increased aggregate amount of Directors' fees of \$1,200,000 per annum will provide the necessary flexibility to operate the Board with varying numbers of Directors (up to a maximum number of 10) to effectively meet the oversight and governance requirements of the Company from time to time, as well as the ability to attract and retain high quality Directors.

The Company's Nomination and Remuneration Committee annually reviews the fees paid to individual non-executive Directors and takes into account relevant factors including the economic and regulatory environment, the performance of the Company including its success in returning increased benefits to Shareholders, the increasing demands on non-executive Directors' time, the attraction and retention of the most appropriate Board candidates and the need to have flexibility in appointing additional non-executive Directors in the future.

Given their interest in the subject matter of this Resolution, the Directors make no recommendation to Shareholders on Resolution 5.

If the Chairman of the Meeting is to be your proxy, you should be aware that if you do not provide a voting direction in respect of Resolution 5 on the proxy form, you will be deemed to have directed the Chairman of the Meeting to vote in favour of Resolution 5. The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of Resolution 5. A Shareholder may appoint the Chairman of the Meeting as proxy with a direction to cast the votes contrary to the Chairman's stated voting intentions, or to abstain from voting on that Resolution.

Resolution 6 – Change of name

The Company proposes to change its name from "Qube Logistics Holdings Limited" to "Qube Holdings Limited". This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Section 157 of the Corporations Act requires the Company to obtain Shareholder approval by a special resolution to change its name. In addition, Section 136(2) of the Corporations Act requires the Company to obtain Shareholder approval by a special resolution to modify the Constitution to reflect the change of company name.

This change is intended to clearly differentiate the Qube Logistics operating division from the parent entity. The Directors believe that the name "Qube Holdings Limited" will better reflect the broader nature of the Company's expanded operations as a result of ongoing acquisitions and development, and the fact that the operating activities are undertaken within the subsidiary entities rather than within the listed entity, which provides financial and strategic support to the operating entities.

If the Resolution is passed, the change of the Company's name will take effect when ASIC alters the details of the Company's registration. The Company's ASX trading code will remain as QUB. As the name change is not part of a broader rebranding of the group, it is not anticipated that Qube will incur any material costs in implementing this change of name.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolutions 7 to 10 – Ratification of previous Share issues under Listing Rule 7.4

Listing Rule 7.1 of the ASX Listing Rules restricts the number of equity securities that a listed company may issue in any 12 month period, without the approval of Shareholders, to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. In calculating the 15% limit, the entity is entitled to deduct any ordinary securities issued in the 12 month period that were issued with the approval of Shareholders for the purposes of Listing Rule 7.1.

Under Listing Rule 7.4 of the ASX Listing Rules an issue of securities without approval under Listing Rule 7.1 will be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and Shareholders subsequently approve the issue.

The approval by Shareholders of Resolutions 7 to 10 will provide the Company with flexibility in considering any necessary further fundraising and will enable the Company to raise further funds at any time during the next 12 months by issuing up to the full 15% of its issued share capital. Any Share issues approved in accordance with Resolutions 7 to 10 will not be counted towards the calculation of the 15% limit.

Resolution 7 – Ratification of previous Share issue: December 2011 placement

The Company has on 16 December 2011 made an issue of 63,909,774 Shares for which it is seeking approval under Resolution 7 for the purposes of ASX Listing Rule 7.4 as discussed above.

The Shares were issued to Merrill Lynch (Australia) Nominees Pty Limited as nominee for CIP Investments (UK) L.P. (an entity associated with Carlyle Infrastructure Partners), and other investors who were exempt from the disclosure requirements of Chapter 6D of the Corporations Act as identified by the Company's placement agent, UBS AG Australia branch, at an issue price of \$1.33 per Share.

The allottees were not related parties of the Company.

These Shares were issued on 16 December 2011 as part of a placement announced to the market on 12 December 2011. These Shares are fully paid ordinary shares and rank equally with and are on the same terms as other Shares in the Company.

The proceeds of the placement were utilised by the Company to undertake acquisitions during the second half of the 2012 financial year.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 8 – Ratification of previous Share issue: acquisition of minority ownership in Qube Logistics (Aust) Pty Limited (formerly POTA Holdings Pty Limited)

The Company has on 4 January 2012 made an issue of 15,848,214 Shares for which it is seeking approval under Resolution 8 for the purposes of ASX Listing Rule 7.4 as discussed above.

The Shares were issued to the vendors of the minority shareholdings in Qube Logistics (Aust) Pty Limited, (formerly POTA Holdings Pty Limited) (**Qube Logistics**) at a deemed issue price of \$1.35 per Share as consideration for the acquisition of those minority shareholdings.

The allottees were not related parties of the Company.

These Shares are fully paid ordinary shares and rank equally with and are on the same terms as other Shares in the Company, however 75% of these Shares are subject to an escrow period to 30 November 2014 (subject to certain exceptions).

No funds were raised by the issue of these Shares.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 9 – Ratification of previous Share issue: Giacci Holdings Pty Limited acquisition

The Company has on 16 March 2012 made an issue of 13,560,241 Shares for which it is seeking approval under Resolution 9 for the purposes of ASX Listing Rule 7.4 as discussed above.

The Shares were issued to the vendors of the shares in Giacci Holdings Pty Limited at a deemed issue price of \$1.4749 per Share as partial consideration for the acquisition of those shares.

The allottees were not related parties of the Company.

These Shares are fully paid ordinary shares and rank equally with and are on the same terms as other Shares in the Company.

No funds were raised by the issue of these Shares.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 10 – Ratification of previous Share issue: Victoria Dock assets acquisition

The Company has on 19 March 2012 made an issue of 4,746,085 Shares for which it is seeking approval under Resolution 10 for the purposes of ASX Listing Rule 7.4 as discussed above.

The Shares were issued to Michael Kenneth Trumble, as escrow agent for Fern Estates Pty Ltd, a nominee of Westgate Ports Pty Limited and Westgate Port Services Pty Limited, the vendors of the Victoria Dock assets acquired by a subsidiary of the Company, at a deemed issue price of \$1.4749 per Share as partial consideration for that acquisition.

The allottee was not a related party of the Company.

These Shares are fully paid ordinary shares and rank equally with and are on the same terms as other Shares in the Company.

No funds were raised by the issue of these Shares.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 11 – Approval of Share issue to Maurice James under Executive Long-Term Incentive Plan

The Company has an Executive Long-Term Incentive Plan (**ELTIP**) in place. Under the terms of the ELTIP, the Company provides a limited recourse interest bearing loan to the eligible executive, which is applied by that executive to purchase new Qube shares. The Board has resolved to issue 2,000,000 Shares to Maurice James, Managing Director, under the ELTIP, subject to Shareholder approval.

Under ASX Listing Rule 10.14, the Company is restrained from permitting Directors and their Associates from acquiring Shares under an employee incentive scheme (such as the ELTIP) without Shareholder approval.

Accordingly the Company is seeking approval to the issue of the Shares to Mr James for the purposes of ASX Listing Rule 10.14.

The information below is provided in accordance with Listing Rules 10.14 and 10.15:

- The Shares will be issued to Maurice James, the Managing Director of the Company.
- The Shares will be issued on the terms of the ELTIP. One third of the Shares will vest on each of 29 June 2013, 29 June 2014 and 29 June 2015 provided Mr James remains an employee of the Company and achieves the necessary performance conditions. These hurdles comprise the Company achieving a compound annual shareholder return (including Share price increase and dividends) of 10% and a compound annual increase in underlying earnings per share of 11%.
- The maximum number of Shares that may be acquired by all persons for whom approval is required is 2,000,000.
- The price at which the Shares will be issued will be the volume weighted average price at which Shares trade on ASX over the 20 trading days prior to the date of issue of the Shares.
- The last approval for an issue of Shares by the Company under the ELTIP under ASX Listing Rule 10.14 was given by Shareholders at the Company's general meeting of 18 August 2011. That approval also related to an issue of 2,000,000 Shares to Mr James under the ELTIP. Since then, the only person that the Company is restrained from issuing securities to under the ELTIP under ASX Listing Rule 10.14 that has received securities under the ELTIP is Mr James. Mr James was issued 2,000,000 Shares at an issue price of \$1.3575 per Share in accordance with the Shareholder approval.

- All Directors are entitled to participate in the ELTIP. In addition to Mr James, these are Chris Corrigan, Sam Kaplan, Ross Burney, Allan Davies, Peter Dexter, Robert Dove and Yutaka Nakagawa. As at the date of this Notice, the Company anticipates that of the current Directors, only Mr James will participate in the ELTIP. Other members of senior management also participate in the ELTIP.
- The Company will disregard any votes on this Resolution by any Director or their Associate.
- The Company will grant Mr James a loan to acquire the Shares. The loan will bear interest in an amount equal to the dividend paid on the Shares (excluding any dividend characterised as a special dividend by the Board). The loan in respect of each Share must be repaid on the earlier of the date 3 months after the Share vests (subject to extension for up to 2 years), the date 3 months following the termination of employment of Mr James, the date 5 days after the Share is sold and the date 5 years and 3 months after the loan is made. The loan is a limited recourse loan with the amount to be repaid limited to the lesser of the principal advanced and the price realised on sale of the Share.
- The Shares will be issued as soon as practicable after approval of Resolution 11, and in any event within 12 months of the date of the Meeting.

The Directors (other than Mr James who, given his interest in the outcome of this Resolution, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 12 – Approval of grant of financial assistance

In March 2012 Qube Ports Pty Limited, a subsidiary of the Company, acquired Giacci Holdings Pty Limited (**Giacci Holdings**) and indirectly acquired all of Giacci Holdings' subsidiaries. The cash component of the acquisition was funded by debt facilities of the Company. These debt facilities were part of the \$550 million facilities made available by a syndicate of financiers (**Lenders**) arranged by the Commonwealth Bank of Australia and National Australia Bank Limited pursuant to a syndicated facility agreement dated 31 May 2012 (**Facility Agreement**). Along with other subsidiaries of the Company, Giacci Holdings and its subsidiaries provided guarantees to the lenders to support the obligations of the Company under these facilities. The guarantees provided by Giacci Holdings and its subsidiaries did not support the tranche of the facilities used to acquire Giacci Holdings and its subsidiaries. As part of these financing arrangements, the Lenders required the Company to seek to obtain all necessary approvals to extend these guarantees to support the tranche used to acquire Giacci Holdings and its subsidiaries at the Annual General Meeting. It is now proposed that the following companies:

- (a) Giacci Holdings Pty Limited ACN 008 708 370;
- (b) Giacci Port Services Pty Limited ACN 074 418 803;
- (c) Giacci Limestone Pty Limited ACN 081 876 959;
- (d) Giacci Group Operations Pty Limited ACN 089 175 020;
- (e) Giacci SA Pty Limited ACN 152 037 968;
- (f) Giacci Bros. Pty Limited ACN 008 708 361;
- (g) Giacci Management Services Pty Limited ACN 082 510 110;
- (h) Giacci NT Pty Limited ACN 126 038 579;
- (i) Giacci Contracting Pty Limited ACN 080 493 581,

(each a **Giacci Group Company**) will grant guarantees to the Lenders in support of the debt funding used by the Company to acquire Giacci Holdings and its subsidiaries.

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

Under section 260B of the Corporations Act, if immediately after the acquisition, the company will have an Australian listed holding company, the financial assistance must also be approved by a special resolution of that holding company.

The shareholder of each Giacci Group Company has approved the grant of the guarantees. As the Company is an Australian listed holding company of each Giacci Group Company, members of the Company are also being asked to approve the grant of the guarantees. The purpose of Resolution 12 is to seek this approval.

Entering into the guarantees by each Giacci Group Company will not, of itself, materially prejudice the interests of each of the Giacci Group Companies or its members or the ability of each of the Giacci Group Companies to pay its creditors as the liability to the Lenders will be a contingent rather than an actual liability.

However, if there is a default by the Company or any of the other subsidiaries of the Company who are obligors under the Facility Agreement or associated documents (including as a result of the failure to pay principal or interest or otherwise comply with undertakings to the Lenders), the Lenders will be entitled to enforce the guarantees against each of the Giacci Group Companies. Any such enforcement will materially prejudice the interests of each of the Giacci Group Companies and its members and may impact on that company's ability to pay its creditors as the cash reserves of each of the Giacci Group Companies will be diminished by the amount claimed and the financial position of that company will be prejudiced.

In addition, enforcement of the guarantees may trigger cross-default provisions in other financing documents and permit contract counterparties to terminate those contracts which will materially prejudice the interests of the Giacci Group Companies.

The extension of the guarantees provided by the Giacci Group Companies to the tranche of the facility used to acquire Giacci Holdings and its subsidiaries is consistent with market practice for such financing transactions and is required under the terms of the Facility Agreement.

In addition to entering into the guarantees, each Giacci Group Company may, or may be required to:

- (a) execute, or accede or consent to, any instrument referred to in, or incidental or related to, the 'Finance Documents' (as defined in the Facility Agreement), and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments (the **Finance Documents**);
- (b) make available directly or indirectly its cash flows or other resources in order to enable the Company and its subsidiaries to comply with their obligations under the Finance Documents; and
- (c) provide additional support (which may include incurring additional obligations, giving new guarantees) in connection with the Finance Documents, including in connection with any refinancing of amounts owing under or in respect of the Finance Documents.

Entering into the guarantees by each Giacci Group Company and entry into any of the other Finance Documents or transactions contemplated above (together, the **Financial Assistance**) will have the effect of each Giacci Group Company financially assisting in the acquisition of their own shares for the purposes of section 260A of the Corporations Act.

The principal advantage to the Company (and, indirectly, each Giacci Group Company) in providing the Financial Assistance is to ensure that:

- (a) the Company and the borrowers under the Facility Agreement will continue to have the benefit of the facilities made available under the Facility Agreement; and
- (b) the Company and its subsidiaries which are obligors under the Facility Agreement will continue to comply with their obligations under the Facility Agreement.

The Directors have considered the giving of the Financial Assistance and unanimously recommend that Shareholders vote in favour of this Resolution.

Copies of this Notice to Shareholders of the proposed Resolution and this Explanatory Memorandum were lodged with the Australian Securities and Investments Commission before being sent to the Shareholders, in accordance with section 260B(5) of the Corporations Act.

The Directors consider that this Explanatory Memorandum contains all material information known to the Company that could reasonably be required by Shareholders in deciding how to vote on Resolution 12, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to its Shareholders.

Glossary

Associate has the same meaning as that under the Corporations Act.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Auditor means PricewaterhouseCoopers.

Board means the board of Directors of the Company.

Chairman means the chairman of the Meeting.

Closely Related Party means closely related party of the Key Management Personnel and includes (among others), a spouse, child or dependent of the Key Management Personnel and a company controlled by the Key Management Personnel.

Company means Qube Logistics Holdings Limited (ACN 149 723 053).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Explanatory Memorandum means this explanatory memorandum to the Notice.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, whether directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel.

Meeting means this annual general meeting convened by the Notice.

Notice means this notice of meeting.

Registry means Computershare Investor Services Pty Limited.

Resolution means a resolution to be considered at the Meeting as set out in the Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.



000001 000 QUB
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (Sydney time) on Monday 12 November 2012.

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item. If your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Qube Logistics Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Qube Logistics Holdings Limited to be held at Blaxland Room, Level 8, Swissotel, 68 Market Street, Sydney 2000 on Wednesday 14 November 2012 at 10.00am (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4, 5 and 11 (except where I/we have indicated a different voting intention below) even though Items 4, 5 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Items 4, 5 and 11, this express authority is also subject to you marking the box in the section below. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4, 5 and 11 by marking the appropriate box in step 2 below.

Important for Items 4, 5 and 11: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Items 4, 5 and 11 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Items 4, 5 and 11, the Chairman of the Meeting will not cast your votes on Items 4, 5 and 11 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 4, 5 and 11 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Items 4, 5 and 11 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain
1	Re-election of Chris Corrigan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Sam Kaplan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Ross Burney as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Increase in Directors' fee pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Change of name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	Ratification of previous share issue – Dec 2011 placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____