

NOTICE OF ANNUAL GENERAL MEETING

Pacific Turbine Brisbane Limited ACN 098 390 991

Notice is given that the Annual General Meeting of Pacific Turbine Brisbane Limited ('Company') will be held at 10.00am (Brisbane time) on Friday 24 November 2006 at McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane, Queensland 4000.

AGENDA

Ordinary business

1. Financial Statements and Reports

To receive and consider the Company's financial reports and the report of the directors and the auditor for the financial year ended 30 June 2006.

2. Directors' Remuneration Report

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

That the section of the report of the directors dealing with the remuneration of the Company's directors, Company secretary and senior executives ('remuneration report') be adopted.

3. Election of Harvey Parker

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

That Harvey Parker, who retires by rotation in accordance with rule 16.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.

4. Election of Andrew Kemp

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

That Andrew Kemp, who was nominated by the board for the office of director of the Company, be elected as a director of the Company in accordance with rule 16.3 of the Company's constitution.

Special business

5. Ratification and Approval of previous allotment and issue of securities

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

That for the purposes of Newcastle Stock Exchange Listing Rule 6.25, shareholders ratify and approve the issue of 1,741,400 ordinary shares to sophisticated and professional investors as part of a placement made at \$1.53 per share on 17 August 2006 and 25 August 2006 having regard to the disclosure made in the Explanatory Memorandum.

6. Ratification and approval of proposed allotment and issue of securities

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

That for the purposes of Newcastle Stock Exchange Listing Rule 6.25, shareholders ratify and approve the proposed issue of 1,812,500 ordinary shares to sophisticated and professional investors at \$1.60 per share pursuant to a subscription agreement having regard to the disclosure made in the Explanatory Memorandum.

7. Change of Company name

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

That the name of the Company be changed to PTB Group Limited.

8. Directors' remuneration

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

That the aggregate amount of fees which may be paid by the Company to non-executive Directors, or their nominated Associates (as defined in section 318 of the Income Tax Assessment Act 1936), be a maximum of \$100,000 per annum including any compulsory superannuation.

9. Ratification and Approval of previous loan from Royston Stephen Ferris

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

That for the purposes of satisfying a condition of a waiver provided by Newcastle Stock Exchange, that shareholders ratify and approve the loan from Royston Stephen Ferris to the Company of a sum of \$2 million, on the terms set out in the Explanatory Memorandum

10. Ratification and approval of issue of securities to David Family Superannuation Fund Pty Ltd

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

That for the purposes of Newcastle Stock Exchange Listing Rules 6.45 and 6.25 the shareholders ratify and approve the proposed issue of 125,000 ordinary Shares to David Family Superannuation Fund Pty Ltd.

DATED this 20 day of October 2006

By Order of the Board



Annette Abrahams
Company Secretary

NOTE:

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form.
- (d) A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act 2001* in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined in accordance with Regulation 7.11.37 *Corporations Regulation 2001* that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at 10am on 22 November 2006.
- (f) If you have any queries on how to cast your votes then call Annette Abrahams on 07 3637 7003 during business hours.

VOTING EXCLUSIONS:

Whilst not prevented at law or under the Listing Rules of the Newcastle Stock Exchange from voting:

- 1. Each director or their interests does not intend to vote on resolutions 5 or 6, if they or their related interests were issued with shares under resolution 5 or if they intend to apply for shares under resolution 6.
- 2. The non-executive directors or their related interests do not intend to vote on resolution 8.
- 3. Royston Stephen Ferris does not intend to vote on resolution 9.
- 4. Ronald James David does not intend to vote on resolution 10.

The intentions expressed above do not affect any voting by a person as a proxy in accordance with instructions given on the proxy form. If any proxies are given to persons covered by this clause which do not have voting instructions, the proxy will be able to vote as they choose.

The directors support all resolutions and propose to vote any open proxies they receive in favour of each resolution.

EXPLANATORY MEMORANDUM

Pacific Turbine Brisbane Limited ACN 098 390 991 ('Pacific Turbine' or 'Company')

The information in this Explanatory Memorandum is provided to all shareholders of Pacific Turbine in compliance with the *Corporations Act 2001*, NSX Listing Rules and the Company's constitution.

INTRODUCTION

This Explanatory Memorandum is despatched with the notice of the Company's 2006 Annual General Meeting ('AGM').

All shareholders should read this Explanatory Memorandum in full and if they have any questions, obtain professional advice before making any decisions in relation to the resolutions to be put to shareholders at the AGM.

ORDINARY BUSINESS

Resolution 1 - Financial Statements And Reports

The *Corporations Act 2001* requires that the report of the directors, the auditor's report and the financial report be laid before the AGM. In addition the Company's constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's constitution requires a vote of shareholders at the AGM on such reports or statements. However, shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

Following consideration of reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

Resolution 2 - Directors' Remuneration Report

The *Corporations Act 2001* requires that the section of the directors' report dealing with the remuneration of directors, the company secretary and up to 5 senior executives ('remuneration report') be put to the vote of shareholders for adoption.

Following consideration of the remuneration report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments upon, the remuneration report.

Resolution 3 - Election of Mr Harvey Parker

Under clause 16.1 of the Company's constitution, one third of the Directors (other than the Managing Director, any Director appointed under rule 13.2 and any Director who has vacated their office under clause 15.1) must retire by rotation at each AGM.

In accordance with rule 16.1, Harvey Parker will retire at the end of the meeting, and being eligible, presents himself for re-election.

Harvey Parker has had a distinguished career spanning several industries. He is currently the Chairman of Dun & Bradstreet Australasia Pty Ltd and Agline Pastoral Ltd. In addition, he sits on the boards of DWS Advanced Business Solutions and the Riding for Disabled Association Victoria. He has previously been Chairman of Petroz NL, Moore Australia Pty Ltd and the Emergency Communications Victoria.

Harvey Parker has experience in the aviation industry as Managing Director of New Zealand Post and the Airpost Joint Venture. The Directors support the resolution to re-elect Harvey Parker.

Resolution 4 - Election of Mr Andrew Kemp

Since 17 December 2004, Andrew Kemp has been serving the company as an alternate director for Richard David. Andrew Kemp now presents himself for election as a director.

Andrew Kemp is a chartered accountant. After working for KPMG and Littlewoods Chartered Accountants in Melbourne and Sydney, he joined AIFC, the merchant banking affiliate of the ANZ Banking Group, in Sydney in 1978. From 1979 until 1985, Andrew was Queensland Manager of AIFC.

Andrew joined the North Queensland based Coutts Group as general manager early in 1985, and continued with this group until January 1987 when he formed Huntington Group.

Since 1980, Andrew has been involved in a range of listings, acquisitions and divestments. He has structured and implemented the ASX listing of ten companies. He has advised clients on a wide range of investments and divestments over the last 20 years.

Andrew is currently a director of the listed companies, S8 Limited and SunnyCove Management Limited. The Directors support the resolution to elect Andrew Kemp.

SPECIAL BUSINESS

Resolution 5 - Ratification and approval of previous allotment and issue of securities

On 17 August 2006 and 25 August 2006, Pacific Turbine announced it had issued 1,741,400 ordinary shares to sophisticated and professional investors. The shares were issued at a price of \$1.53, and raised funds of approximately \$2.66 million. These funds were used to fund part of the acquisition of IAP Group Australia Pty Ltd ('IAP'), which was completed on 21 September 2006.

Pacific Turbine seeks ratification and approval of this issue pursuant to Listing Rule 6.25. In general terms, apart from certain specific exceptions, Listing Rule 6.25 restricts the Company to issuing securities representing a maximum of 15% of the number of its securities on issue in any 12 month period unless it obtains the prior approval of its members.

Member approval is sought in relation to the issue of shares on 17 August 2006 and 25 August 2006, so that for the purposes of Listing Rule 6.25, the issue will not count towards the 15%. 'Resetting' the limit in this way will give the Company additional flexibility in the next 12 months to raise further funds by issuing shares, should future issues be necessary to further the expansion of the business.

A list of entities to which ordinary shares were issued, along with the number of shares they were issued, is contained in Annexure A to this Explanatory Memorandum.

The Directors unanimously recommend members vote in favour of this resolution.

Resolution 6 - Approval for proposed issue of ordinary shares - Listing Rule 6.25

Background

Pacific Turbine seeks approval, pursuant to Listing Rule 6.25, for the proposed issue of ordinary shares to successful applicants under a conditional subscription agreement. Member approval is sought so that the issue does not count towards the 15% limit imposed by Listing Rule 6.25. This will give the Company flexibility to raise further equity in the next 12 months.

In seeking approval pursuant to Listing Rule 6.25, the Company provides the following information for members' consideration.

How many ordinary shares will be issued?

Pacific Turbine seeks to raise \$2,900,000 under the subscription agreement, equating to 1,812,500 shares.

When will the ordinary shares be issued?

Under the subscription agreement, the ordinary shares will be issued within 5 business days of the AGM (assuming the resolution is passed).

At what price will the ordinary shares be issued?

\$1.60 per ordinary share.

Who will ordinary shares be issued to?

The ordinary shares will be issued to successful applicants under the subscription agreement. Applicants under the subscription agreement are required to be sophisticated or professional investors.

What are the terms of the ordinary shares to be issued?

Ordinary shares issued under the subscription agreement will have the same rights and obligations as ordinary shares currently on issue.

What will, or is it intended, the issue proceeds be used for?

Funds raised will be used to grow the business of Pacific Turbine, by assisting in the acquisition of new assets in accordance with Pacific Turbine's strategic objectives.

The Directors unanimously recommend members vote in favour of this resolution.

Resolution 7 – Change of company name

Pacific Turbine seeks approval under section 157(1) of the *Corporations Act* to change its name to PTB Group Limited. The proposed name more accurately reflects the growing interstate and international nature of the business.

The Directors unanimously recommend members vote in favour of this resolution.

Resolution 8 – Directors' remuneration

Clause 13.3 of Pacific Turbine's Constitution requires that directors be remunerated as the company in general meeting determines, and that this sum may not be increased except at a general meeting where particulars of the proposed increase have been given to the shareholders.

As at the financial year ended 30 June 2006, the maximum aggregate amount approved by shareholders for payment to non-executive directors was \$50,000 per annum.

Pacific Turbine proposes to increase the maximum aggregate amount for payment to non-executive directors to \$100,000. This sum will be divided among them equally, or in the manner that they otherwise agree.

The Company is not proposing to raise the level of directors' remuneration immediately if the resolution is passed. Rather, the Company is seeking approval now in order to give it the flexibility to raise non-executive directors' remuneration as and when it sees fit, without the need to call a further meeting.

The proposed increase in the remuneration payable to non-executive directors reflects the following matters:

- the Company is operating in an increasingly competitive and complex international environment, which places increasing demands on the time of its directors;
- the demands on the directors will be increased considerably in circumstances where the Company is seeking admission to the Official List of the Australian Stock Exchange ('ASX'); and
- the responsibilities of public company directors are more onerous than ever, and the cost of attracting and retaining individuals of the highest calibre has risen accordingly.

Each of the directors, with the non-executive directors abstaining, recommends you vote in favour of the resolution.

Resolution 9 – Ratification and approval of loan from Royston Stephen Ferris

Pacific Turbine seeks member approval of a loan of \$2 million from Royston Stephen Ferris to the Company. Member approval is required under the terms of a waiver of Listing Rule 6.43, which was granted to the Company by NSX on 25 September 2006.

Listing Rule 6.43 requires Pacific Turbine to obtain member approval if it acquires a substantial asset from a related party. As a director and substantial shareholder of the Company, Mr Ferris is a related party.

Shortly after the completion of the acquisition of IAP Group, the Company saw the need for additional funds in order to further its international expansion. Mr Ferris agreed to provide a loan of up to \$2 million, a sum which may have amounted to a 'substantial asset' for the purposes of Listing Rule 6.43.

It was not practical for the company to call another general meeting so soon after the general meeting held on 20 September 2006. Therefore Pacific Turbine sought a waiver of Listing Rule 6.43 from NSX.

The Company considers that the loan is on commercial terms and is on an 'arms length' basis. Its key terms are:

- (a) Mr Ferris must advance a sum of \$2 million to Pacific Turbine. ;
- (b) Interest on the advance will accrue daily at a rate of 10% per annum, and is payable monthly;
- (c) Funds will be 'at call' and Mr Ferris can demand repayment within 30 business days.
- (d) The amount lent is not secured.

The Directors unanimously recommend that members vote in favour of this resolution

Resolution 10 – Ratification and approval for proposed issue of Ordinary Shares to David Family Superannuation Fund Pty Ltd – Listing Rule 6.44 and 6.25

Pacific Turbine seeks approval for the proposed issue of 125,000 ordinary shares to David Family Superannuation Fund Pty Ltd, a party related to Ronald James David, a director of the Company.

NSX Listing Rule 6.45 provides that a special resolution of members is required for any issue of securities to a related party such as a director. Further the resolution will ensure that the issue does not contribute to the 15% limit imposed by Listing Rule 6.25 as outlined in the material relating to Resolution 6.

The proposed issue is on commercial terms identical to the proposed issue covered by Resolution 6. The 125,000 ordinary shares will be issued at \$1.60 per share raising \$200,000.

Each of the directors, with Ronald James David abstaining, recommend that members vote in favour of this resolution.

.

ANNEXURE A

Allottees under allotment of 17 August 2006 and 25 August 2006

Name	Number of shares
Buskers End Pty Limited, NSF A/C	19,600
Ken Montgomery & Laurel Montgomery, Montgomery Super Fund A/C	10,000
Stacam Pty Ltd, Stacam Retirement S/F A/C	13,000
Hoylake Fund Management Pty Ltd	23,530
Mr Douglas George Lee & Mrs Maren Helene Lee, Lee Retirement Fund A/C	32,700
Mr Michael Lord & Mrs Cindy Lord, LSF A/C	7,000
Mr Richard Martin & Mrs Susan Martin	2,401
Dragon Wise Pty Ltd, Young Super Fund A/C	17,369
River Capital Pty Ltd, Alternate Invest Fund A/C	653,000
Lagu International Pty Ltd	5,000
CDS Fowler Pty Ltd, Super Fund A/C	19,600
Top Dog Trading Pty Ltd	100,000
Jam Capital Pty Ltd, The Hinkler A/C	65,359
Brahman Securities Pty Ltd	49,020
John Joseph Duffy	22,200
Mr Robert Andrew Hainsworth & Mrs Carol Hainsworth, Blue Hills Super Fund A/C	19,600
Mr Gordon Hamilton & Mrs Deidre Hamilton, Gordon Hamilton Super A/C	9,800
Steven Purcell Pty Ltd, Steven Purcell Family A/C	13,100
Eastern Porphry Pty Ltd	98,040
Eastern Porphry Pty Ltd, The Stubbs Super Fund A/C	58,800
Yaratan Pty Ltd, Elizabeth Burns S/F A/C	19,600
Mr Matthew Donaldson	49,019
Mr John Ashford	9,800
Mr Barry Jasinowicz & Mrs Irene Jasinowicz	15,000
Hawk Capital Pty Ltd, Hawk Capital Family A/C	91,862
Mr Barry William Mccarthy	11,000
Norman Louis Bourguignon & Gaylene Harriett Bourguignon, Racamba P/L Stf S/F N0 2 A/C	26,000
John Francis Shadforth & Gail Therese Shadforth, The Shadforth Super Fund A/C	32,600
Niv Pty Ltd, Bareki St Unit A/C	16,000
Robert Alexander Dickson & Barbara Lysbeth Dickson, Haboola Staff S/Fund A/C	32,600
Mr Geoffrey Douglas Dunne & Gail Julianne Dunne, Beach Super Fund A/C	9,800
Mr Peter Newman, Ponterfield Super Fund A/C	32,600
Ian Jones & Jenny Polley, Polley Jones Super Fund A/C	39,200
Dr Jacqueline Graham-Barley	19,600
Mrs Janette Marie Ellis & Mrs Bernadette Anne Hume, Janette M Ellis S/Fund A/C	13,000
Barrett & Associates Pty Ltd, Staff Pension Fund A/C	13,000
Ironside Management Services Pty Limited, Ironside Super Fund A/C	32,600
Bede Farrell King & Helen Jane King, King Super annuation Plan A/C	13,000
Lawrence Henry Simonetti & Rosanna Simonetti	26,000
Total	1,741,400

PROXY FORM

Pacific Turbine Brisbane Limited
ACN 098 390 991

PLEASE COMPLETE IN BLACK INK

Member/s name/s and address

[insert barcode]

Name/s:

Address/es:

I/we appoint as my/our proxy the person named below at the general meeting of the Company to be held at 10.00am (Brisbane time) on 24 November 2006 at McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane, Queensland 4000 and at any adjournment thereof.

Appointment of Proxy

Box A

I/we appoint

☐

as my/our proxy *or*, failing him/her, the Chairman to exercise my/our votes for me/us on my/our behalf.

OR

Appointment of Chairman

Box B

I/we appoint the Chairman to exercise all of my/our votes for me/us on my/our behalf

☐

Directing your proxy how to vote

I/we direct my/our proxy to vote in the following manner:

No*	Resolution	For	Against	Abstain
1	Financial Statements And Reports			
2	Directors' Remuneration Report			
3	Election of Mr Harvey Parker			
4	Election of Mr Andrew Kemp			
5	Ratification and approval of previous allotment and issues of securities			
6	Approval for proposed issue of ordinary shares - Listing Rule 6.25			
7	Change of company name			
8	Directors' remuneration			
9	Ratification and approval of loan from Royston Stephen Ferris			
10	Approval for proposed issue of ordinary shares to Ronald James David – Listing Rules 6.44 and 6.25			

**The resolutions are numbered as in the notice of general meeting.*

Please mark the appropriate box to indicate how your proxy should vote. If no boxes are marked, your proxy will be entitled to vote on the resolution at [his/her] discretion.

Individuals to sign

.....
.....

Companies to sign

Executed in accordance with the Company's constitution:

.....
Director

Execution by attorney

Executed by:
(insert name of attorney)

.....
Director/Secretary OR

.....
Sole Director and Sole Company Secretary

.....
(attorney to sign here)

as attorney for

Affix seal
if required

.....
(insert name of individual or company)

in accordance with the company's constitution and the *Corporations Act 2001*. The authority or a certified copy of the authority under which the appointment is signed must be attached.

DATED...../...../.....

NOTES FOR COMPLETION OF PROXY FORM

Pacific Turbine Brisbane Limited
ACN 098 390 991

Appointment of proxy

(see Proxy form)

- (a) **To appoint a single proxy** - tick **BOX A**, complete name of proxy and sign Proxy Form; **OR**
- (b) **To appoint the Chairman only** - tick **BOX B** and sign Proxy Form.
- (c) A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.
- (d) If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

How to sign proxy form

- (a) The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign.
- (b) If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or a certified copy should either have been exhibited previously with the Company or be enclosed with this proxy. If sent by fax then the authority must be certified.
- (c) If the member is a corporation, the proxy form must be signed in accordance with its constitution and the *Corporations Act 2001*, or under the hand of an authorised officer or attorney who has not received any notice of revocation.

Deadline for receipt of proxies

This Proxy Form must be lodged with the Company **before 10.00am** (Brisbane time) on **22 November 2006**.

- mailing your proxy to the Company at its registered office, Attn. Company Secretary, PO Box 90, Pinkenba Qld 4008; **OR**
- depositing your proxy with the Company at its registered office, Attn. Company Secretary, 47-51 Pandanus Avenue, Brisbane Airport, Brisbane Qld 4007; **OR**
- faxing your proxy to (07) 3860 4006 (if within Australia) or + 61 7 3860 4006 (if sent from overseas).

Please bring this letter with you to the meeting to enable us to process your registration efficiently.

Registration will commence at 9.45am on 24 November 2006. Light refreshments will be available after the meeting.

Appointment of 2 proxies

(If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies instead of a single proxy)

If you wish to appoint 2 proxies then complete below and not details for Appointment of Proxy on Proxy Form

I/We appoint:

(insert name of first proxy)

to exercise *(state number or proportion)*

of my/our votes for me/us at the general meeting of the company **AND**

I/We appoint:

(insert name of second proxy)

to exercise *(state number or proportion)*

of my/our votes for me/us at the general meeting of the company **OR**

failing one or both of my 1st and 2nd proxies, then the Chairman to exercise my/our votes for me/us in respect of the number or proportion of my/our shares allocated to the absent proxy/s, as set out above.