

Pro-Pac Packaging Limited

ACN 112 971 874

Notice of Meeting

NOTICE is hereby given that the Annual General Meeting of Pro-Pac Packaging Limited will be held at Level 1, 33 Erskine Street, Sydney NSW on the 24th of November 2009 at 11.00am.

BUSINESS

1. To receive and consider the Financial Report of the Company and of the Consolidated Entity for the year ended 30 June 2009 and the Reports by Directors and Auditors thereon.
2. To receive, consider and adopt the Remuneration Report of the Company and Consolidated Entity for the year ended 30 June 2009.
3. To re-elect Mr Brandon Penn as a director of the Company.
4. General Business: To transact any other business that may be brought forward in accordance with the Constitution of the Company.

EXPLANATORY MEMORANDUM

An Explanatory Memorandum & Notes to the Notice of Meeting accompanies and forms part of this Notice of Meeting.

By Order of the Board

Mark Saus

Company Secretary

Sydney this 20th day of October 2009.

Pro-Pac Packaging Limited

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Explanatory Memorandum & Notes to the Notice of Meeting

General Information

Documents

A proxy form accompanies these documents.

Persons entitled to vote

Under regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the share register at 11.00am Sydney time on 20th November 2009.

How to vote

If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

Voting in person

To vote in person, attend the meeting at the time and place set out in this notice of meeting.

Voting by proxy

To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.

Proxies

A member who is entitled to vote at the meeting, may appoint:

- one proxy if the member is only entitled to one vote; or
- one or two proxies if the member is entitled to more than one vote.

Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

The proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) at:

The Company's registered office 9 Widemere Road, Wetherill Park, NSW 2164 (PO Box 6953, Wetherill Park, NSW 2164) or the following fax number at the Company's registered office: (02) 8787 1989.

Voting by attorney

A member may appoint an attorney to act on the member's behalf at the meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting.

Enquiries

For further information, please contact Mark Saus at the Company on (02) 8787 1955.

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Explanatory Memorandum & Notes to the Notice of Meeting

Information on Matters to be Considered

Item 1 – Financial Report

In accordance with the Corporations Act and the Constitution of the Company the Financial Report of the Company and of the Consolidated Entity for the period ended 30 June 2009 and the Reports by Directors and Auditors thereon are to be laid before the Annual General Meeting.

There is no formal resolution to be put in respect of this matter. However shareholders will be given the opportunity to make comments and ask questions of the Board and the Auditor in respect of the reports. In addition shareholders are able to submit questions to the Company for the Auditor prior to the meeting. The list of any such questions will be presented at the meeting for discussion and responses.

Item 2 - Remuneration Report

In accordance with section 250R(2) of the Corporations Act 2001, a resolution must be put to shareholders that the remuneration report of the Company, as included in the Directors' Report, be adopted. A copy of this report can be found on pages six to nine of the Company's annual report and can also be found on the PPG website at www.ppgaust.com.au.

The resolution is not binding upon the Company or the Board but must be put and the Chair of the meeting must provide reasonable opportunity at the meeting for shareholders to ask questions about and comment on the remuneration report.

Items 3 – Re-election of Director

In accordance with standards of corporate governance and the Company's Constitution, the Board considers it appropriate that the appointment of Mr Penn be put to shareholders for ratification and approval.

Information about the appointment, qualifications and experience of Mr Penn is presented below:

Brandon Penn B. Com

(Executive Director – appointed Non-Executive Director 16 August 2007, Executive Director 1 March 2009).

Mr Penn is a founding director of Plastic Bottles Pty Ltd (PB Group). He has had extensive experience in start up businesses.

Mr Penn has had a number of business interests alongside the PB Group including the establishment of a dominant software development company, Dealing Information Systems (DIS), which developed wholesale banking systems. DIS was acquired in 1996 by Sungard Data Systems NYSE. Mr Penn assumed Asia-Pacific responsibility for the Sungard companies and offices throughout the Asia Pacific region.

In 2001 Mr Penn left Sungard to concentrate on his interest in the PB Group as a non-executive Director. He has been instrumental in negotiating and integrating a number of acquisitions growing the PB Group into a rapid growth multi-state importation, manufacturing and distribution business.

Mr Penn was a member of the Audit Committee and the Remuneration Committee until his resignation on 1 March 2009 when he was appointed as an executive director.

All of the directors (excluding Mr Penn) have resolved to vote in favour of the resolution.

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Registered Office: 9 Widemere Rd, Wetherill Park, Sydney NSW 2164, Australia
PO Box 6953, Wetherill Park, NSW 2164 Phone: (02) 8787 1955 Fax: (02) 8787 1989

Proxy Form

I, _____
(FULL NAME, BLOCK LETTERS)

of _____

being a member of Pro-Pac Packaging Limited.

SECTION A

HEREBY APPOINT _____

of _____

or, failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 24th day of November 2009 at 11.00am (Sydney time), or at any adjournment thereof. The proxy so appointed shall represent all my/our voting rights except those (if any) specified in B below.

SECTION B (DO NOT COMPLETE THIS SECTION UNLESS YOU WISH TO APPOINT TWO PROXIES)

AND I FURTHER APPOINT _____

of _____

as my proxy to vote for me/us and on my/our behalf at the said meeting or at any adjournment thereof. The proxy, appointed by this Section B, shall represent my/our voting rights in respect of _____ shares.

// we instruct my/our proxy to vote as indicated below in respect of the resolutions:

	A			B		
	For	Against	Abstain	For	Against	Abstain
Item 2 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 – Election of Mr Brandon Penn as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you do not wish to direct your proxy how to vote, please place a mark in the box:

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman will vote all undirected proxies in favour of all resolutions.

Signed this _____ day of _____ 2009.

Signature of Shareholder (s)

Signature of Witness