



PACIFIC STAR NETWORK LIMITED

ABN 20 009 221 630

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3.00 PM (Melbourne time)

DATE: Friday 30 November 2018

PLACE: Level 5, 111 Coventry St
Southbank, Victoria 3006

This Notice of Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (03) 8825 6600.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Pacific Star Network Limited to which this Notice of Meeting relates will be held at 3.00 PM (Melbourne time) on Friday 30 November 2018 at Level 5 111 Coventry Street, Southbank, Victoria 3006.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding in the Company and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person as at 7.00 PM (Melbourne time) on Wednesday 28 November 2018.

Share transfers registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

VOTING EXCLUSIONS

Resolution 1 – Adoption of remuneration report

The Company will disregard any votes cast on this item, by or on behalf of:

- a member of the Key Management Personnel (which includes any director details of whose remuneration are included in the remuneration report); and
- a Closely Related Party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form; or the vote is cast by the Chairman as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

In addition, the Company will disregard all votes cast on Resolution 2 by a member of the KMP or a Closely Related Party of a KMP, who has been appointed as a proxy, unless:

- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Resolution 2; or
- if the proxy is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 2 and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP for the Company or if the Company is part of a consolidated entity, for the entity.

VOTING BY PROXY

1. Appointing a proxy

If you are a Shareholder entitled to attend and vote at the Meeting, you are entitled to appoint one or two proxies as an alternative to attending the Meeting in person. Where more than one proxy is appointed, you may specify the number or proportion of votes that each may exercise, failing which, each may exercise half of the votes. A proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands, but your directions will be effective if a poll is required and your proxy votes.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

2. How should a proxy vote?

A proxy may vote or abstain from voting 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, then:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- if the proxy has two or more appointments that specify different ways to vote on the resolution then the proxy must not vote on a show of hands; and
- if the proxy is the chair, then the proxy must vote on a poll and must vote that way.

If the proxy is not the chair, then the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

3. Lodging your proxy

For it to be effective, the proxy form must be received by the Company's Share Registry no later than 3.00PM (Melbourne time) on Wednesday 28 November 2018.

VOTE ONLINE www.investorvote.com.au or scan the QR Code on the proxy form with your mobile device and follow the instructions on the secure website to vote.

CUSTODIAN VOTING For intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

IN PERSON Share Registry – Computershare Investor Services Pty Limited,
Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3067.

BY MAIL Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria, Australia, 3001.

BY FAX Share Registry – 1800 783 447 (within Australia) or 61 3 9473 2555
(outside Australia).

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Pacific Star Network Limited will be held at Level 5, 111 Coventry Street, Southbank, Victoria at 3.00 PM (Melbourne time) on Friday 30 November 2018.

The Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting of the Company.

The Directors recommend Shareholders read the Explanatory Statement in full before making any decision in relation to the resolutions.

Capitalised terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

Adoption of Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company together with the Directors' and Auditor's report for the financial year ended 30 June 2018.

Notes

There is no requirement for Shareholders to approve those reports, however, the Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions about the management of the Company can be sent to the Chairman, Pacific Star Network Limited, at Level 5, 111 Coventry St, Southbank, Victoria 3006 or via email to shareholder@pacificstarnetwork.com.au.

Written questions on the preparation and content of the Auditor's Report, the conduct of the audit, accounting policies adopted by the Company and the independence of the auditor should also be submitted to this address no later than 5pm (Melbourne time) Friday, 23 November 2018.

Resolution 1 - Adoption of Remuneration Report for the financial year ended 30 June 2018

To consider and, if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of Section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 June 2018 as disclosed in the Directors' Report be adopted."

Notes

The remuneration report of the Company for the financial year ended 30 June 2018 is set out on pages 11 - 22 of the Company's 2018 Annual Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

This resolution is advisory only and does not bind the Company or its Directors.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at the Meeting when reviewing the Company's remuneration policies.

NOTICE OF ANNUAL GENERAL MEETING CONT'D

Resolution 2 - Re-election of Mr Colm O'Brien

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

"That, Mr Colm O'Brien, having been appointed by the Directors in accordance with clause 12.4 of the Constitution as a non-executive Director of the Company with effect from 23 November 2017 and who retires from office in accordance with the Constitution, being eligible and offering himself for re-election, be re-elected as a non-executive Director in accordance with clause 12.4 of the Constitution."

Notes

The Directors in the absence of Mr O'Brien unanimously support the re-election of Mr O'Brien as a non-executive Director (with Mr O'Brien abstaining).

Resolution 3 - Re-election of Mr Andrew Moffat

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

"That, Mr Andrew Moffat, having been appointed by the Directors in accordance with clause 12.4 of the Constitution as a non-executive Director of the Company with effect from 23 November 2017 and who retires from office in accordance with the Constitution, being eligible and offering himself for re-election, be re-elected as a non-executive Director in accordance with clause 12.4 of the Constitution."

Notes

The Directors in the absence of Mr Moffat unanimously support the re-election of Mr Moffat as a non-executive Director (with Mr Moffat abstaining).



EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Meeting and has been prepared to provide Shareholders with information to consider the resolutions contained in the Notice of Meeting.

The Annual General Meeting of the Company is to be held at 3:00 PM (Melbourne time) on Friday 30 November 2018 at Level 5, 111 Coventry St, Southbank, Vic 3006.

Resolutions 2 and 3

Re-election of Mr Colm O'Brien and Mr Andrew Moffat

Listing Rule 14.4, provides that a director must not hold office (without re-election) past the third annual general meeting following the directors' appointment or three years, whichever is longer.

Under Listing Rule 14.5, the Company is required to hold an election of Directors each year. Further, clause 12.2 of the Constitution requires one third of the Directors (or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in the case of doubt)) to retire from office at each annual general meeting.

Mr Colm O'Brien

Mr O'Brien, non-executive Director, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election.

Personal particulars for Mr O'Brien are set out in the Board of Directors information included in the Company's 2018 Annual Report.

Mr Andrew Moffat

Mr Moffat, non-executive Director, retires from office by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election.

Personal particulars for Mr Moffat are set out in the Board of Directors information included in the Company's 2018 Annual Report.

INFORMATION FOR SHAREHOLDERS

Determination of entitlement to vote

You will be entitled to attend and vote at the Meeting if you are registered as a holder of the Company's shares as at 7.00 PM (Melbourne time) on Wednesday 28 November 2018.

If you are not registered as a holder of the Company's shares at this time, you will not be entitled to attend or vote at the Meeting as a Shareholder.

DATED THIS 22nd DAY OF OCTOBER 2018

BY ORDER OF THE BOARD

Craig Coleman
Chairman

GLOSSARY

Annual Report means the annual report of the Company for the year ended 30 June 2018.

Board means the Board of Directors.

Chairman or **Chair** means the chairman of the meeting.

Company or **Pacific Star** means Pacific Star Network Limited ABN 20 009 221 630.

Constitution mean the constitution of the company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **Meeting** means the General Meeting of the Shareholders of the Company convened by this Notice of Meeting.

Listing Rules means the official listing rules of ASX.

Notice of Meeting means this Notice of Meeting and, where the context requires, includes the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.


Shareholder means a holder of one or more Shares.



PNW

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

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **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

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



 **For your vote to be effective it must be received by 3.00pm (Melbourne time) on Wednesday 28 November 2018**

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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

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 for Postal Forms

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 help tab, "Printable 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.

GO ONLINE TO VOTE,
or turn over to complete the form 

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.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Pacific Star Network 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 Pacific Star Network Limited to be held at Level 5, 111 Coventry Street, Southbank Victoria on Friday 30 November 2018 at 3.00pm (Melbourne 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 Resolution 1 by marking the appropriate box in step 2 below.

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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Colm O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Moffat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /