



PACIFIC STAR NETWORK LIMITED**ABN 20 009 221 630****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 9.30 AM (Melbourne time)

DATE: Wednesday 26 November 2014

PLACE: 473 Swan Street
Richmond, Victoria 3121

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) 8420 1182.

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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 9.30 AM (Melbourne time) on Wednesday 26 November 2014 at 473 Swan Street, Richmond, Victoria 3121.

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*, 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 Monday 24 November 2014.

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

Agenda Item 2 – Resolution 1

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) (**KMP**); 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 as the proxy decides.

Please Note

In accordance with the *Corporations Act*, the Chairman will not vote any undirected proxies in relation to this item unless the Shareholder specifically authorises the Chairman to vote in accordance with the Chairman's stated voting intentions.

If a Shareholder wishes to nominate the Chairman as their proxy for the purpose of this item, a Shareholder must either tick the 'for' or 'against' box, directing the Chairman how to vote, or tick the box authorising the Chairman to vote in accordance with his stated voting intentions, on the enclosed Proxy Form in order for their proxy vote to be counted.

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 Annual 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 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 form

For it to be effective, the proxy form must be received by the Company not later than 9.30 AM (Melbourne time) on Monday 24 November 2014. Proxy forms can be lodged by:

- a) Email to shareholder@pacificstarnetwork.com.au; or
- b) Mail to the Company Secretary, Pacific Star Network Limited, 473 Swan Street, Richmond, Victoria 3121; or
- c) Fax to the Company Secretary on (03) 9421 5383.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Pacific Star Network Limited will be held at 473 Swan Street, Richmond, Victoria at 9.30 AM (Melbourne time) on Wednesday 26 November 2014.

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

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

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

AGENDA

BUSINESS

Item 1: 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 2014.

Notes

There is no requirement for Shareholders to approve those reports, however, the Chairman 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 473 Swan Street, Richmond, Victoria 3121 or via email to info@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 be submitted no later than Friday 21 November 2014.

Item 2: Adoption of Remuneration Report for the financial year ended 30 June 2014 – Resolution 1

To consider and, if thought fit, pass the following resolution as a non-binding ordinary 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 2014 as disclosed in the Directors' Report be adopted."

Notes

The remuneration report of the Company for the financial year ended 30 June 2014 is set out on pages 10 - 19 of the Company's 2014 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.

Item 3: Re-election of Mr Gary Pert – Resolution 2

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

"That, Mr Gary Pert, who retires from office in accordance with the Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Notes

The Directors in the absence of Mr Pert unanimously support the re-election of Mr Pert as a Non-Executive Director of the Company (with Mr Pert abstaining).

EXPLANATORY STATEMENT

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

The Annual General Meeting of the Company is to be held at 9.30 AM (Melbourne time) on Wednesday 26 November 2014 at 473 Swan Street, Richmond, Victoria 3121.

Item 1: Financial Statements and Reports

The annual financial report of the Company together with the Directors' Report and Auditor's Report will be laid before the Meeting. There is no requirement for Shareholders to approve these reports, however, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, these reports and the operations and management of the Company. Shareholders will 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 Chair, Pacific Star Network Limited, at 473 Swan Street, Richmond, Victoria 3121 or via email to info@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 be submitted no later than Wednesday 19 November 2014.

Item 2: Adoption of Remuneration Report for the financial year ended 30 June 2014 – Resolution 1

The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in the Company's 2014 Annual Report.

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to a vote at an annual general meeting of a listed company. The vote on the resolution is advisory only and does not bind the Directors or the Company. Should 25% or more of the votes cast on this resolution (in person or by proxy) be against approval of the Remuneration Report, then at the 2015 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2015 Annual General Meeting to consider a spill of the Board.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including, but not limited to:

- board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of directors, secretaries and senior managers of the Company;
- discussion of the relationship between such policy and the Company's performance; and
- the prescribed details in relation to the remuneration of each Director and certain executives.

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the remuneration report at the Meeting before calling for a vote on the Remuneration Report.

Item 3: Re-election of Director - Mr Gary Pert – Resolution 2

Mr Pert is required to retire pursuant to the rotation of directors' rule in clause 12.2 of the Company's constitution. That clause provides that at each Annual General Meeting one-third of the Directors or, if their number is not a multiple of three, then the nearest to, but not more than one-third of the Directors must retire from office. Personal particulars for Mr Pert are set out in the Board of Directors information included in the Company's 2014 Annual Report.

Availability of the Annual Report

Companies are no longer required to provide an Annual Report unless an investor elects in writing to receive one.

For those Shareholders who have not elected to receive a printed copy, the Annual Report comprising the Financial Report, the Director's Report and the Audit Report of the Company can be accessed on-line via <http://www.pacificstarnetwork.com.au/investors>.

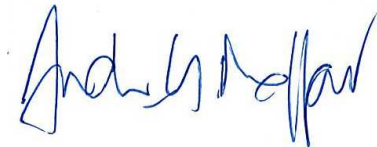
Determination of entitlement to vote

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 Monday 24 November 2014.

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 2014

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Andrew Moffat', is written over a faint horizontal line.

Andrew Moffat
Chairman

GLOSSARY

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

Annual Report means the annual report of the Company for the year ended 30 June 2014.

ASX means ASX Limited or the financial market operated by it, as the context requires.

Board means the Board of Directors.

Chairman means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

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

Constitution means 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.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the official listing rules of ASX.

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

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2014 Annual Report.

Resolutions means the resolutions set out in this Notice or any one of them, as the context requires.

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

Shareholder means a holder of one or more Shares.

PROXY FORM

APPOINTMENT OF PROXY

PACIFIC STAR NETWORK LIMITED (ABN 20 009 221 630)

Please mark ☒ to indicate your directions

I/We

being a shareholder of Pacific Star Network Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint the Chairman
of the meeting

☐

OR

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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, as the proxy sees fit – see below for important details in relation to the Chairman's vote on your behalf as Proxyholder) at the Annual General Meeting to be held at 9.30 AM (Melbourne time) on Wednesday 26 November 2014 at 473 Swan Street, Richmond, Victoria and at any adjournment thereof.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 and 2.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 2 (except where I/We have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel and even if the Chairman of the Meeting has an interest in the outcome of these Resolutions and that votes cast by the Chairman, other than as a proxy holder, would be disregarded because of that interest. If you do not wish to give the Chairman such a directed proxy, you should mark the boxes below.

Voting on Business of the Annual General Meeting

ORDINARY BUSINESS

| | | FOR | AGAINST | ABSTAIN |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Mr Gary Pert as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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.

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

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Contact
Name

Daytime

Telephone

Date __/__/__

How to complete this Proxy Form

1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the required box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person on the form. If you leave this section blank or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy.

3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be requested by emailing shareholder@pacificstarnetwork.com.au.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the forms do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded.
- return both forms together as per section 5 below.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | where the shareholding is in one name, the holder must sign. |
| Joint Holding: | where the shareholding is in more than one name, each shareholder must sign. |
| Power of Attorney: | to sign under a Power of Attorney, you must have already lodged the Power of Attorney with the Company. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it as per section 5 below. |
| 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 <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly either with another Director or Company Secretary. Please indicate the office held by signing in the appropriate place. |

5. Lodgement of a Proxy

To vote by proxy, please complete and sign the proxy form enclosed and either:

- a) Email the proxy form to shareholder@pacificstarnetwork.com.au.
 - b) Post the proxy form to the Company Secretary, Pacific Star Network Limited, 473 Swan Street, Richmond, Victoria, 3121; or
 - c) Fax the proxy form to (03) 9421 5383 marked for the attention of the Company Secretary.
- so that it is received not later than 9.30 AM (Melbourne time) on Monday 24 November 2014.

Proxy forms received later than this time will be invalid.