



24 October 2014

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to attend World.Net's fifteenth Annual General Meeting as an ASX listed company. This will be held at Suite 211A, Level 2, 111 Harrington Street, The Rocks NSW 2000, on Friday, 28 November 2014, commencing at 11:00am.

In accordance with the Corporations Act, we advise that the Annual Report for the year ended 30 June 2014 is now available on our website. To access the 2014 Annual Report, please go to <http://www.world.net/> and follow the links. If you have elected to receive a hardcopy (printed version) of the Annual Report, this will be dispatched to you separately.

The Notice of Annual General Meeting and Proxy Form are enclosed. Please take the time to read these documents. If you wish to vote on resolutions, you may attend the meeting and vote, or you may appoint a proxy to vote on your behalf by completing the enclosed Proxy Form. The Proxy Form must be received by World.Net no later than 11:00am on Wednesday, 26 November 2014.

On behalf of the Board, the management and the dedicated staff of World.Net, I would like to take this opportunity to thank you for your support.

Yours sincerely,

Dato' Gan Eng Kwong
Chairman

World.Net Services Limited
Suite 211A, Level 2, 111 Harrington Street
The Rocks NSW 2000, Australia
PO Box R321, Royal Exchange NSW 1225
Telephone +61 (0)2 9261 8255
Facsimile +61 (0)2 8078 3838
<http://www.world.net>
ABN 77 072 392 673



NOTICE OF ANNUAL GENERAL MEETING 2014

World.Net Services Limited (the "Company") will hold its fifteenth Annual General Meeting as an ASX listed company at 11:00am (Sydney time) on Friday, 28 November 2014 at Suite 211A, Level 2, 111 Harrington Street, The Rocks NSW 2000.

BUSINESS

1. Financial Statements and Reports

To receive and consider/discuss the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2014.

2. Remuneration Report

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

Resolution 1: "That the Remuneration Report be adopted."

The Remuneration Report is set out on pages 9 and 10 of the 2014 Annual Report. Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

3. Election of Directors

To consider and, if thought fit, to pass the following ordinary resolutions:

Resolution 2: "That Dato' Eng Kwong Gan, who retires in accordance with article 12.9(a)(ii) of the Constitution, is re-elected as a Director of the Company."

Resolution 3: "That Ernst van Oeveren, who retires in accordance with article 12.9(a)(ii) of the Constitution, is re-elected as a Director of the Company."

By Order of the Board

Christopher J Yong
Director / Company Secretary

24 October 2014

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PROXIES AND VOTING

Eligibility to Vote

For the purposes of determining entitlement to vote at the Meeting, the Company's shares will be taken to be held by the people registered as holders at 7:00pm (Sydney time) on Tuesday, 25 November 2014.

Appointing a Proxy

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A personalised proxy form is included with this Notice of Meeting. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact World.Net at +61 (0)2 9261 8255.

Lodging your Proxy Form

You can lodge your completed proxy form by:

- Mailing it to World.Net Services Limited, PO Box R321, Royal Exchange NSW 1225;
- Faxing it to +61 (0)2 8078 3838; or
- Hand delivering it to World.Net Services Limited at C/- Reset Group, Suite 211A, Level 2, 111 Harrington Street, The Rocks NSW 2000.

Your completed proxy form (and any necessary supporting documentation) must be received by the Company no later than 11:00am (Sydney time) on Wednesday, 26 November 2014.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by the Company by 11:00am (Sydney time) on Wednesday, 26 November 2014, unless it has been previously provided to the Company.

If you appoint a proxy, you may still attend the 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 Meeting.

How the Chairman will vote undirected proxies

The Chairman intends to vote undirected proxies in favour of all of the resolutions. The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each resolution.

Attending the meeting

If you attend the Meeting, please bring your personalised proxy form with you. If you do not bring your form with you, you will still be able to attend the Meeting but your identity will need to be verified when you register.

You will be able to register from 10:45am (Sydney time) on the day of the Meeting.

Corporate Shareholders

Corporate Shareholders who wish to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

EXPLANATORY NOTES

Explanatory Notes

These Explanatory Notes have been prepared to assist Shareholders to understand the business to be put to Shareholders at the Annual General Meeting (“AGM”).

Financial Statements and Reports

The financial report, directors’ report and auditor’s report for the Company for the year ended 30 June 2014 will be laid before the Meeting. 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 auditor questions about the conduct of the audit and the preparation and content of the auditor’s report.

Resolution 1: Remuneration Report

The remuneration report of the Company for the financial year ended 30 June 2014 is set out in the directors’ report on pages 9 and 10 of the 2014 Annual Report (“Remuneration Report”). The Remuneration Report sets out the Company’s remuneration arrangements for the Chief Executive Officer, executives and non-executive Directors. The Corporations Act requires that resolution 1, to adopt the Remuneration Report, be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its Directors.

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel (“KMP”), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may vote on this resolution if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, shareholders will be required to vote at the second of those annual general meetings on a resolution (a “spill resolution”) on whether to hold a further meeting to spill the board as required by the Corporations Act.

Resolution 2: Re-election of Dato’ Eng Kwong Gan as a Director

Dato’ Eng Kwong Gan, who is currently a Director of the Company, retires in accordance with article 12.9(a)(ii) of the Constitution of the Company, and offers himself for re-election. Dato’ Gan was first appointed as a Director on 30 June 1998.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Dato’ Gan’s re-election.

Resolution 3: Re-election of Ernst van Oeveren as a Director

Ernst van Oeveren, who is currently a Director of the Company, retires in accordance with article 12.9(a)(ii) of the Constitution of the Company, and offers himself for re-election. Mr van Oeveren was first appointed as a Director on 30 June 1998.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Mr van Oeveren’s re-election.



WORLD.NET

World.Net Services Limited
(ABN 77 072 392 673)

LODGE YOUR VOTE



By mail:
World.Net Services Limited
PO Box R321
Royal Exchange NSW 1225
Australia



By fax: +61 2 8078 3838

All enquiries to:



Telephone: (02) 9261 8255

Overseas: +61 2 9261 8255

SECURITYHOLDER VOTING FORM

I/We being a member(s) of World.Net Services Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Friday, 28 November 2014, at Suite 211A, Level 2, 111 Harrington Street, The Rocks NSW 2000, and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

For Against Abstain*

Resolution 1

Adopt Remuneration Report
(non-binding resolution)

☐
☐
☐

Resolution 2

Re-elect Dato' Eng Kwong
Gan as a Director

☐
☐
☐

Resolution 3

Re-elect Ernst van Oeveren
as a Director

☐
☐
☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS PROXY FORM

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: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) 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 appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

Signing Instructions

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

- **Individual:** where the holding is in one name, the holder must sign.
- **Joint Holding:** where the holding is in more than one name, either securityholder may sign.
- **Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Wednesday, 26 November 2014, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:



by mail:

World.Net Services Limited
PO Box R321
Royal Exchange NSW 1225
Australia



by fax:

+61 (0)2 8078 3838



by hand:

delivering it to World.Net Services Limited, C/- Reset Group, Suite 211A, Level 2, 111 Harrington Street, The Rocks NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.