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

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**TIME:** 9.30 AM

**DATE:** Thursday 29 November 2012

**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 advisers 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

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### VENUE

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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 on Thursday 29 November 2012 at 473 Swan Street, Richmond Victoria 3121.

### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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

### VOTING ENTITLEMENTS

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In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have set a time to determine the identity of those entitled to vote at the meeting. The time is 9.30 AM on Tuesday 27 November 2012.

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

### VOTING EXCLUSIONS

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#### Agenda Item 1

The *Corporations Act 2001* imposes certain restrictions. In accordance with these restrictions, 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); 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.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE CONT'D**

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Alternatively, Shareholders can nominate as their proxy for the purpose of voting on this item, a proxy who is not a member of the Company's Key Management Personnel. That person would be permitted to vote undirected proxies.

### **VOTING BY PROXY**

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#### **1. Appointing a proxy**

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. 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;
- if the proxy is the chair, then the proxy must vote on a poll and must vote that way; and

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 on Tuesday 27 November 2012. Proxy forms can be lodged by:

- a) email to [info@pacificstarnetwork.com.au](mailto:info@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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 on Thursday 29 November 2012.

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 each 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

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#### BUSINESS

##### Financial Statements and Reports

To receive and consider the Annual Financial Report together with the Directors' and Auditor's report for the year ended 30 June 2012.

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 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 mailed to the Chair at 473 Swan Street, Richmond, Victoria 3121 or via email to [info@pacificstarnetwork.com.au](mailto: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 23 November 2012.

##### Ordinary Resolutions

###### 1. Adoption of Remuneration Report for the year ended 30 June 2012

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 for the financial year ended 30 June 2012 as disclosed in the Directors' Report be adopted."*

The remuneration report of the Company for the financial year ended 30 June 2012 is set out on pages 11 - 19 of the Company's 2012 Annual 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.

Notes

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

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## NOTICE OF ANNUAL GENERAL MEETING CONT'D

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- The Directors 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.
- If 25% or more of votes that are cast are voted against this resolution and at the 2013 Annual General Meeting, 25% or more of the votes cast are also against the adoption of the Remuneration Report, Shareholders will be required to vote at the 2013 Annual General Meeting on a resolution that another meeting be held within 90 days at which all of the Company's Directors must stand for re-election.

### 2. Re-election of Mr Andrew Moffat

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

*"That, Mr Andrew Moffat, who retires from office in accordance with the Constitution, being eligible for re-election, is re-elected as a Director of the Company."*

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

### 3. Reduction of Share Capital

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

*"That, pursuant to sections 256B and 256C of the Corporations Act 2001, clause 9.2 of the Company's constitution and for all other purposes, the share capital of the Company be reduced by \$35,774,780 without cancelling any shares in the Company or returning any capital to Shareholders, on the terms set out in the Explanatory Statement to this Notice of Meeting."*

The Directors recommend that you vote in favour of this resolution.

### 4. Approval of Chief Executive Officer's Long Term Incentive Plan (LTIP) for 2011-2015

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

*"That approval is given to the annual grant of up to 250,000 restricted shares for nil consideration as the Chief Executive Officer's long-term incentive for the term of his agreement (2011-2015) on the basis set out in the Explanatory Memorandum to this Notice of Meeting."*

The Directors recommend that you vote in favour of this resolution.

A member of the Key Management Personnel (KMP) and their closely related parties must not vote as proxy on this resolution unless the proxy appointment specifies the way the proxy is to vote on the resolution. However, the Chairman of the meeting may vote an undirected proxy if the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP of the Company.

### 5. Removal of Auditors

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

*"That Grant Thornton Audit Pty Ltd be removed as the Company's auditor effective from the date of this meeting."*

### 6. Appointment of Auditors

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

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**NOTICE OF ANNUAL GENERAL MEETING CONT'D**

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*"That subject to adoption of Resolution 5, BDO East Coast Partnership, being qualified to act as auditor of the Company, and having consented to act as auditor of the Company, be appointed as the Company's auditor effective from the date of this meeting."*

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9.30 am on Thursday 29 November 2012 at 473 Swan Street, Richmond, Victoria 3121.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### **1. Resolution 1 - Adoption of Remuneration Report for the year ended 30 June 2012**

The *Corporations Act* provides that a resolution that the remuneration report be adopted must be put to a vote at an Annual General Meeting. The vote on the resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the *Corporations Act*, including:

- 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.

### **2. Resolution 2 - Election of Directors - Re-election of Mr Andrew Moffat**

Mr Moffat 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 Moffat are set out in the Board of Directors information included in the 2012 Annual Report.

### **3. Resolution 3 - Reduction of Share Capital**

#### Background

Resolution 3 seeks shareholder approval for the Company to reduce its share capital by \$35,774,780 without cancelling any shares in the Company or returning any capital to Shareholders.

Shareholder approval is required under clause 9.2 of the Company's Constitution and pursuant to sections 256B and 256C of the *Corporations Act*.

#### Clause 9.2 of the Constitution

Clause 9.2 of the Company's Constitution permits the Company to reduce its share capital by any means allowed by the *Corporations Act*, subject to compliance with the ASX Listing Rules.

#### Sections 256B and 256C of the Corporations Act

Under section 256B(1) of the *Corporations Act*, the Company may reduce its share capital if the reduction:

- a) is fair and reasonable to Shareholders as a whole;
- b) does not materially prejudice the Company's ability to pay its creditors; and
- c) is approved by Shareholders under section 256C of the *Corporations Act*.

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**EXPLANATORY STATEMENT CONT'D**

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The proposed capital reduction is an equal capital reduction for the purposes of section 256B(2) of the Corporations Act as it:

- a) relates only to ordinary shares in the Company;
- b) applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold in the Company; and
- c) the terms of the reduction are the same for each holder of ordinary shares in the Company.

As such, the share capital reduction requires shareholder approval by ordinary resolution pursuant to section 256C(1) of the Corporations Act.

Purposes of the share capital reduction

The purpose of the reduction of the Company's share capital is to enable the Company to remove from its books accumulated accounting losses (refer to page 63 of the Company's 2012 Annual Report).

Effect of the share capital reduction on the Company

If the share capital reduction is approved, the value of the Company's share capital will be reduced by \$35,774,780, being an amount that is not represented by available assets in the Company. The Company proposes to effect the reduction of share capital by debiting \$35,774,780 from the Company's capital account. The impact of this accounting treatment is as follows (using the audited financial statements on page 63 of the Company's 2012 Annual Report).

<b>30 June 2012 Equity:</b>	<b>Pre-share Capital Reduction</b>	<b>Post-share Capital Reduction</b>	<b>Capital Changes</b>
Issued Capital	\$52,381,103	\$16,606,323	(\$35,774,780)
Share Based Payment Reserve	\$ 572,799	\$ 572,799	\$ -
Accumulated Losses	(\$35,774,780)	\$ -	\$35,774,780
<b>Total Equity</b>	<b>\$17,179,122</b>	<b>\$17,179,222</b>	<b>No Change</b>

The share capital reduction will not affect the Company's activities.

The share capital reduction will have no effect on the carried forward tax losses of the Company and does not change the number of shares currently on issue or the net asset position of the Company.

Effect of the share capital reduction on the Shareholders

Under the share capital reduction, the Company will not be returning any capital to Shareholders or cancelling any shares in the Company. The share capital reduction is essentially an accounting entry which will take immediate effect from the passing of this Resolution.

The share capital reduction has no direct impact on Shareholders (or their shareholding), is not selective between Shareholders and will not affect the number of fully paid shares on issue in the Company. In the opinion of the Directors, the equal share capital reduction is fair and reasonable to Shareholders as a whole.

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## EXPLANATORY STATEMENT CONT'D

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### Effect of the share capital reduction on the Company's creditors

The Directors consider that the share capital reduction will not materially prejudice the Company's ability to pay its creditors for the following reasons:

- a) the share capital reduction only involves the debiting of the Company's capital account;
- b) the Company will not return any capital to Shareholders; and
- c) the share capital reduction will not affect the net asset position of the Company or otherwise impact on the Company's cash reserves.

#### **4. Resolution 4 - Approval of Chief Executive Officer's Long Term Incentive Plan (LTIP)**

It is proposed to grant the Chief Executive Officer (CEO), Barrie Quick the ability to exercise up to 250,000 share options into shares annually over the four year term of his agreement on the terms set out below.

Although there is no requirement under the ASX Listing Rules that Shareholders approve the grant of shares to the CEO, in the interests of transparency and good governance, Pacific Star Network believes it is appropriate to seek Shareholder approval of the CEO's share grant for the duration of the current agreement.

Under his employment agreement, the CEO is entitled to a maximum annual grant of rights to exercise up to 250,000 share options into shares. The amount of the grant is at the discretion of the Board and may vary from year to year and is subject to annual and longer term performance requirements, and may not vest to Mr Quick. In the event that the resolution is not passed by Shareholders, the Board intends to provide an equivalent through an alternative mechanism in order to meet Mr Quick's contractual entitlements.

No amount is payable by the CEO on grant of share options or vesting of shares.

#### **5. Resolutions 5 and 6 - Removal and Appointment of Auditor**

The Company's previous auditor, BMS Audit (NSW-VIC) Pty Ltd (formerly named BDO Audit (NSW-VIC) Pty Ltd (**BMS Audit**)) advised the Directors on 22 June 2012 that they had amalgamated their audit and non-audit services with Grant Thornton Audit Pty Ltd.

In line with this merger, BMS Audit resigned as auditor and the Directors resolved to appoint Grant Thornton Audit Pty Ltd as its auditor effective from 31 July 2012, subject to their ongoing appointment being approved at the next Annual General Meeting.

Following these changes, the Directors initiated a tender process to evaluate audit providers and having now completed this process, the Directors intend to move a resolution to remove Grant Thornton Audit Pty Ltd as auditor of the Company at the Annual General Meeting and nominate BDO East Coast Partnership as auditor effective from the close of this Annual General Meeting, subject to approval of Resolution 5 by the Shareholders.

By notice dated 15 October 2012 given to the Company by Mr Andrew Moffat as a director of the Company, he advised of his intention to move a resolution at the next Annual General Meeting of the Company to remove Grant Thornton Pty Ltd as the auditor of the Company pursuant to section 329 of the Corporations Act 2001.

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**EXPLANATORY STATEMENT CONT'D**

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A copy of the notice has been sent to the Auditor and lodged with ASIC pursuant to section 329(1A) of the Corporations Act 2001. Grant Thornton Pty Ltd have indicated that they will not be making any representations as entitled under section 329(3) of the Corporations Act 2001 and no such representations have been received.

A notice of nomination as auditor of the Company was sent to BDO East Coast Partnership as required by section 328B (3) of the Corporations Act 2001.

BDO East Coast Partnership has consented to act as auditor of the Company in accordance with section 328A of the Corporations Act 2001.

ASIC have been advised of the intention to remove Grant Thornton Pty Ltd as auditor at the Annual General Meeting.

The Company would like to thank Grant Thornton Audit Pty Ltd for all their past work as the Company's auditor.

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**INFORMATION FOR SHAREHOLDERS**

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**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 can be accessed on-line via <http://www.pacificstarnetwork.com.au/investors>.

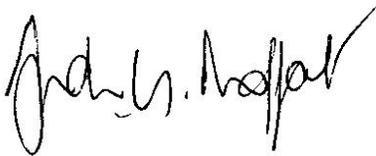
**Determination of entitlement to vote**

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 9.30 AM on Tuesday 27 November 2012.

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 24<sup>th</sup> DAY OF OCTOBER 2012**

**BY ORDER OF THE BOARD**



**Andrew Moffat**  
Chairman

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## GLOSSARY

**Annual Report** means the annual report for the year ended 30 June 2012.

**Board** means the Board of Directors.

**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 the 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 Listing Rules of the Australian Stock Exchange (ASX).

**Meeting** means the Annual General Meeting convened by the Notice.

**Notice** means the Notice of Annual General Meeting.

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

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2012 Annual Report.

**Share** or **Shares** means a fully paid ordinary share or shares in the capital of the Company.

**Shareholder** means a shareholder of the Company.

PROXY FORM

APPOINTMENT OF PROXY
PACIFIC STAR NETWORK LIMITED (ABN 20 009 221 630)

Please mark [X] to indicate your directions

I/We

[Empty box for name]

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

[Empty box]

OR

[Empty box]

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 on Thursday 29 November 2012 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 items 1 to 6.

[Empty box]

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1 to 6 (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 Items 1 to 6 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 items 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

Table with 5 rows and 4 columns: Resolution, Description, FOR, AGAINST, ABSTAIN. Includes items like Adoption of the Remuneration Report, Re-election of Mr Andrew Moffat, etc.

SPECIAL BUSINESS

Table with 1 row and 4 columns: Resolution 6, Appointment of Auditor, BDO East Coast Partnership, FOR, AGAINST, ABSTAIN.

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)

Signature [Empty box]

Director [Empty box]

Signature [Empty box]

Director/Company Secretary [Empty box]

Signature [Empty box]

Sole Director and Sole Company Secretary [Empty box]

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_ Date \_\_\_/\_\_\_/\_\_\_

**PACIFIC STAR NETWORK LIMITED**  
**ABN 20 009 221 630**

**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 [info@pacificstarnetwork.com.au](mailto:info@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 *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 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 [info@pacificstarnetwork.com.au](mailto:info@pacificstarnetwork.com.au).
  - b) mail 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 on Tuesday 27 November 2012.

**Proxy forms received later than this time will be invalid.**

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