# TEL.PACIFIC LIMITED

ABN 99 073 079 268

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**NOTICE OF ANNUAL GENERAL MEETING**
**including Explanatory Statement**

Meeting to be held at **Suite 802, Level 8, 1 York Street, Sydney NSW 2000 on Friday, 28 November 2014 commencing at 10am.**

The Explanatory Statement that accompanies this Notice of Annual General Meeting describes the matters to be considered at the meeting.

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This is an important document and requires your immediate attention. You should read this document in its entirety. If you are in doubt as to what you should do, you should consult your investment or other professional adviser.

# Important Notices

**Role of the ASX**

A copy of this document has been lodged with the ASX. Neither the ASX nor any of its officers take any responsibility for the contents of this document.

# Key Dates

| | |
|---|---|
| **Latest date and time for lodgement of proxy forms:** | **10am, Wednesday, 26 November 2014** |
| **Date and time for determining eligibility to vote:** | **10am, Wednesday, 26 November 2014** |
| **Annual General Meeting** | **10am, Friday, 28 November 2014** |

All times referred to are AEST time in Sydney, Australia

# How to Vote

## Voting

### Voting in person

If you wish to vote in person, you should attend the Meeting.

### Voting by proxy

If you are unable to attend the Meeting, please vote by completing and signing the relevant proxy form enclosed with this document as soon as possible but so that it is received **no later than:**

**10am on Wednesday, 26 November 2014.**

**Proxy forms received after this time will be invalid.**

You may return the relevant proxy forms by posting them in the reply paid envelope provided or by delivering them to:

**BY MAIL** Computershare Investor Services Limited

GPO Box 242 Melbourne VIC 3001

**BY FAX** Computershare Investor Services Limited
Fax no.: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

If the appointment of proxy is signed by an attorney, the power of attorney or a certified copy of it must also be sent.

If you have any questions, please contact Jeffrey Ma, Company Secretary, on 02 8448 0622, or by email at jeffrey.ma@telpacific.com.au.

# Notice of Meeting

Notice is hereby given that an Annual General Meeting of **Tel.Pacific Limited ABN 99 073 079 268** will be held at at **Suite 802, Level 8, 1 York Street, Sydney NSW 2000 on Friday, 28 November 2014 commencing at 10am.**

The Explanatory Statement that accompanies this Notice of Meeting describes the matters to be considered at the Annual General Meeting.

# ORDINARY BUSINESS

**Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2014.

*Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.*

**Resolution 1 Adoption of Remuneration Report**

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

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company, for the year ended 30 June 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

*- This resolution is advisory only and does not bind the Company or the directors.*

*- When reviewing the Company's remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*

*- If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election.*

**Voting Exclusion Statement**

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on this Resolution by:

a) A member of the Key Management Personnel, 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 cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

**Resolution 2 Re-election of Mr Greg McCann as a Director**

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

"That Mr Greg McCann, being a Director of the Company, retires by rotation in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

**Resolution 3 Appointment of Auditors**

To consider and, if though fit, pass the following ordinary resolution:

"That Grant Thornton Audit Pty Ltd, be appointed as the Company's Auditor to replace BDO East Coast Partnership which resigns as the Company's Auditor at the conclusion of the 2014 Annual General Meeting or on a date approved by the Australian Securities and Investments Commission (ASIC). The appointment of Grant Thornton Audit Pty Ltd is to take effect from the conclusion of the 2014 Annual General Meeting or on a date approved by ASIC.

(It is noted that Grant Thornton Audit Pty Ltd having been nominated for appointment as the Company's Auditors, have consented to act as Auditors)."

**Resolution 4 Auditor Remuneration**

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

"That the Board be authorised to fix the remuneration of the external auditor for the financial year ending 30 June 2015".

By order of the Board

Jeffrey Ma

Company Secretary **DATED: 24 October 2014**

***NOTES***

1. *In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the Annual General Meeting will be the entitlement set out in the Company's share register as at 10am Wednesday, 26 November 2014.*

2. *A member is entitled to appoint a proxy. A member who is entitled to cast two or more votes is entitled to appoint two proxies. If two proxies are appointed by a member, that member may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.*

3. *A proxy need not be a member of the Company.*

4. *A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.*

   *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.*

5. *A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of the power of attorney or authority certified as a true copy by statutory declaration, must be duly completed and returned to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia or at fax number: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 by no later than 10am Wednesday, 26 November 2014. Proxy forms received after this time will be invalid.*

6. *The Explanatory Statement attached to this Notice of Meeting is hereby incorporated into and forms part of this Notice of Meeting.*

TEL.PACIFIC
WWW.TELPACIFIC.COM.AU

# EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide Shareholders with information concerning the Resolutions set out in the Notice of Meeting. The Board recommends that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, BDO East Coast Partnership, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to BDO East Coast Partnership before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Jeffrey Ma, at jeffrey.ma@telpacific.com.au before 21 November 2014.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Jeffrey Ma, at the above address.

**How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?**

If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a proposed Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman intends to vote in favour of that proposed Resolution.

## Resolution 1 – Adoption of Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 10 to 14.

The resolution is advisory only and does not bind the Company or its directors. However the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on

Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

## Resolution 2 – Re-election of Mr Greg McCann as a Director

Pursuant to Clause 6.4 of the Constitution and ASX Listing Rules, Mr McCann will retire by rotation and seeks re-election.

Greg holds a Bachelor of Business (Accounting) degree and is a Fellow of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.

He has had 24 years of financial consulting experience with Deloitte Touche Tohmatsu. During this time he held a variety of senior leadership positions including the roles of Managing Partner for Papua New Guinea (1987 to 1990), Managing Partner for Queensland (1990 to 1995), Managing Partner for New South Wales (1995 to 1997), Managing Director of Deloitte Consulting / ICS Australia (1979 to 2001) and most recently Associate Managing Director of Deloitte Consulting for Australia and New Zealand (1999 to 2004).

Greg has extensive experience with boards and senior executives at CEO level. He is currently the Managing Director of Executive Computing Pty Limited, an independent software and consulting services supplier to the Asia Pacific region. Greg is also Chairman of Moko Social Media Limited, a global provider of mobile social networking services and is on the board of the law firm, Lander & Rogers.

The Board supports the re-election of Mr McCann.

## Resolution 3 – Appointment of Auditors

The Board has received from a member a nomination of Grant Thornton Audit Pty Ltd as the Company's new Auditors. A copy of the nomination is attached to this notice.

BDO East Coast Partnership, who have hitherto been the Company's Auditors, resign as the Auditors of the Company at the conclusion of the 2014 Annual General Meeting or on a date approved by the Australian Securities and Investments Commission (ASIC).

In accordance with the requirements of section 327B of the Corporations Act 2001 (Cth), (Corporations Act) the Company as a public company, is required to fill any vacancy in the office of Auditors at the Annual General Meeting. If the ordinary resolution is passed, the appointment of Grant Thornton Audit Pty Ltd will take effect at the conclusion of the 2014 Annual General Meeting or on a date approved by ASIC.

As required by section 329(5) of the Corporations Act, the consent of ASIC has been sought to the resignation of BDO East Coast Partnership as the Company's Auditors. It is anticipated that ASIC's consent will be obtained by the date of the Annual General Meeting. Grant Thornton Audit Pty Ltd have consented to act as the Company's Auditors.

The Board recommends that members vote in favour of the appointment of Grant Thornton Audit Pty Ltd as the Company's new Auditors.

## Resolution 4 – Auditor Remuneration

Resolution 4 asks Shareholders to give authority to the Board to fix the external auditor's remuneration.

The Board believes it is in the interests of Shareholders that the Board be given authority to fix the external auditor's remuneration. The Board recommends that members vote in favour of Resolution 4.

# TEL.PACIFIC ESOP PTY LIMITED

ACN 125 415 625
Level 10, Tower B, 821 Pacific Highway
CHATSWOOD NSW 2067

20 October 2014

The Directors,
Tel.Pacific Limited
Level 10, Tower B
821 Pacific Highway
Chatswood NSW 2067

Dear Sirs,

Tel.Pacific ESOP Pty Limited, being a member of Tel.Pacific Limited (the 'Company'), hereby gives written notice, pursuant to Section 328B (1) of the Corporations Act 2001, of the nomination of Grant Thornton Audit Pty Ltd, Chartered Accountants, of Level 17, 383 Kent Street, Sydney NSW 2000 Australia, for appointment as Auditors of the Company at the next Annual General Meeting which is to be held on 28 November 2014 or any adjournment thereof.

Yours faithfully,

Chiao-Heng Huang
Director

Jeffrey Ma
Company Secretary

**TEL.PACIFIC**™

**Tel.Pacific Limited**
ABN 99 073 079 268

⊢ 000001 000 TPC

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

## Lodge your vote:

**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

**For your vote to be effective it must be received by 10.00am (AEDT) Wednesday, 26 November 2014**

## 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

**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.

***Turn over to complete the form*** ➔

View the annual report or update your securityholding, 24 hours a day, 7 days a week:

**www.investorcentre.com**

☑ **Access the annual report**

☑ **Review your securityholding**

☑ **Update your securityholding**

***Your secure access information is:***

**SRN/HIN: I9999999999**

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

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.

I 9999999999 I ND

# Proxy Form

**Please mark ☒ to indicate your directions**

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

**I/We being a member/s of Tel.Pacific 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 Tel.Pacific Limited to be held at Suite 802, Level 8, 1 York Street, Sydney NSW 2000 on Friday, 28 November 2014 at 10:00am 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 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 Item 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 |
|---|---|---|---|---|
| 1 | Adoption of Remuneration Report | ☐ | ☐ | ☐ |
| 2 | Re-election of Mr Greg McCann as a Director | ☐ | ☐ | ☐ |
| 3 | Appointment of Auditors | ☐ | ☐ | ☐ |
| 4 | Auditor Remuneration | ☐ | ☐ | ☐ |

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 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

**Contact Name** ______________________ **Contact Daytime Telephone** ______________________ **Date** ____ / ____ / ____

**TEL.PACIFIC**™

**Tel.Pacific Limited**
ABN 99 073 079 268

**All correspondence to:**
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000
www.investorcentre.com/contact
www.computershare.com

⊢ 000002 000 TPCRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Tel.Pacific Limited. Unfortunately, our correspondence has been returned to us marked “Unknown at the current address”. For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors’ report and auditor’s report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

> Securityholder Reference Number (SRN);
> ASX trading code;
> Name of company in which security is held;
> Old address; and
> New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Jeffrey Ma**
Secretary