

TEL.PACIFIC LIMITED
ABN 99 073 079 268

NOTICE OF ANNUAL GENERAL MEETING

to be held at 11.30 am on
Monday 24 November 2008 at
Chatswood Club
McIntosh Room
11 Help Street
Chatswood, NSW 2067

The Tel.Pacific Limited 2008 Annual Report can be viewed on our website

www.telpacific.com.au

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NOTICE OF MEETING

The Annual General Meeting ("the Meeting") of Tel.Pacific Limited ("the Company") will be held at Chatswood Club, McIntosh Room, 11 Help Street, Chatswood NSW 2067 on Monday 24 November 2008 at 11:30am.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditor for the year ended 30 June 2008.

No resolution is required to be considered by Members under the Corporations Act or the Company's Constitution.

Remuneration Report

Resolution 1 Remuneration Report

To consider and put to a non-binding vote the following 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 2008 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

Re-Election of Directors and other resolutions

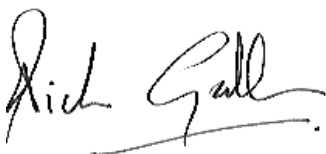
Resolution 2: Re-election of Mr Jeffrey Ma

"Mr Ma retires by rotation in accordance with Clause 6.4 of the Company's Constitution and being eligible, offers himself for re-election."

Resolution 3: Re-election of Mr Greg McCann

"Mr McCann retires by rotation in accordance with Clause 6.4 of the Company's Constitution and being eligible, offers himself for re-election."

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

General Notes

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the Member's behalf. If the Member is entitled to cast two or more votes at the meeting, the Member may appoint not more than two proxies to attend and vote on the Member's behalf.
2. If a Member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the Member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a Member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the Member or the Member's attorney duly authorised in writing. If the Member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Tel.Pacific Limited

C/- Australian Company Secretaries Pty Ltd

Street address: Level 5, 255 George Street, Sydney NSW 2000

Mailing address: GPO Box 4231, Sydney NSW 2001

Fax: (02) 9252 0188

provided that Members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's Members. 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.
7. For the purposes of the Annual General Meeting, persons on the register of Members as at close of business on Friday 21st November 2008 will be treated as Members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Explanatory Notes

Resolution 1 – Adoption of the 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 2008. At the meeting there will be a reasonable opportunity for discussion of the report.

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

Election of Directors

The Constitution requires that one third of those Directors must retire at each AGM (rounded down to the nearest whole number).

The Company currently has six Directors and accordingly two must retire.

The Constitution provides that a Director who retires under that Article is eligible for re-election.

Resolution 2 – Re-election of Mr Jeffrey Ma

Pursuant to the Constitution Mr Jeffrey Ma will retire by rotation and seeks re-election.

Jeffrey Ma is the Chief Financial Officer and an Executive Director and was appointed a Director 22nd October 2004.

He holds a Bachelor of Arts (Accounting and Financial Management) degree from the University of Sheffield, England and is a Fellow of the Institute of Chartered Accountants in England and Wales. He is also a Fellow of the Institute of Chartered Accountants in Australia and a Fellow of the Financial Services Institute of Australia.

Jeffrey joined the Company in 2000 with more than 15 years financial services experience. For 11 years he was with Credit Lyonnais Australia Limited, a merchant bank, where he held the senior position of Company Secretary and Head of Finance and Administration in his last five years and was a Member of the Management Committee. Jeffrey also worked for two years in Westfield Holdings Limited; a listed property management and development company. He has an extensive professional background, having also worked for Coopers and Lybrand (now PricewaterhouseCoopers) in Hong Kong and with a chartered accounting firm in London.

The Board supports the re-election of Mr Jeffrey Ma.

Resolution 3 – Re-election of Mr Greg McCann

Pursuant to the Constitution Mr Greg McCann will retire by rotation and seeks re-election.

Greg is the Independent Chairman and a Non-Executive Director. He was appointed a Director 3rd April 2007.

He 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 has 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 more recently in the role of 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 Loop Mobile Limited, a global provider of mobile social networking services and is also on the board of the law firm, Lander & Rogers.

The Board supports the re-election of Mr Greg McCann.

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PROXY FORM

I/We
(PLEASE PRINT NAME)

Of
(ADDRESS)
being a Member/Members of Tel.Pacific Limited

A Appoint
(PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting [if appointing the Chairman see B below]** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the Annual General Meeting of Members of Tel.Pacific Limited to be held on Monday 24 November 2008 commencing at 11.30am and at any adjournment.

B Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution, and by appointing the Chairman as your proxy you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

If you wish to direct your proxy how to vote, please place a mark in the appropriate box in C below.

C 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 Jeffrey Ma	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Greg McCann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

D If Appointing a Second Proxy

State here the percentage of your voting rights

%

Or

the number of shares applicable to this Form

Or
Number

E Insert your daytime telephone number

(S T D)

F Signature(s)

Date

Signatures if Corporate Shareholder (See Note F)

Executed in accordance with section 127 of the Corporations Act

Director/Sole Director sign and print name

Director/Secretary sign and print name

Note: For your proxy to be entitled to vote your shares at the Meeting, the completed Proxy Form must be received by the Company not later than 48 hours prior to the Meeting.

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INSTRUCTIONS FOR COMPLETION OF PROXY FORM

Your vote is important. Please direct your proxy how to vote. For your proxy to be entitled to vote your shares at the Meeting, the Company must receive the completed Proxy Form not later than 48 hours prior to the Meeting. Any proxy received after this deadline will be treated as invalid.

A. Appoint

Insert here the name of the person you wish to appoint as proxy. Members cannot appoint themselves. If you submit a Proxy Form, which does not name a person to act as your proxy, the Chairman of the Meeting will act as your proxy. You can vote your shares by proxy even if you plan to attend the Meeting.

B. Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution, and by appointing the Chairman as your proxy you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

C. Business

If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The vote will be invalid if a mark is made against more than one box for a particular item or if the total shareholding shown in "For", "Against" and "Abstain" boxes is more than your total shareholding on the share register.

D. If Appointing a Second Proxy

A Member is entitled to appoint up to two persons (whether Members or not) to attend the Meeting as proxies and vote. If you wish to appoint two proxies please photocopy your proxy form or obtain another proxy form by calling the Company Secretary on (02) 9252 1933. Both Forms should be completed with the nominated percentage of your voting rights or number of shares on each Form. If you do not specify the nominated percentage of your voting rights or number of shares, each of the proxies may exercise half of the votes. Please return these Proxy Forms together.

E. Insert your daytime telephone number. This is required in case we need to contact you.

F. Signature(s)/Date

This Form must be signed and dated by the member. If the member is an Australian corporation, the Form must be executed in accordance with section 127 of the Corporations Act or by an attorney. If this Form is signed by a person who is not the registered shareholder then the relevant authority must either have been exhibited previously to the Company or be enclosed with this Form.

Further Important Information

Please return your completed Proxy Form to the Company Secretary c/- Australian Company Secretaries Pty Ltd, at Level 5, 255 George Street, Sydney, NSW, 2000 (GPO Box 4231, Sydney, NSW, 2001). Alternatively, your Form can be faxed to the Company on (02) 9252 0188. To be effective, the Form must be received by the Company at the above address not later than 48 hours prior to the Meeting. If you require further information on how to complete the Proxy Form, telephone the Company Secretary on (02) 9252 1933.