



# Queste Communications Ltd

A.B.N 58 081 688 164

## NOTICE OF ANNUAL GENERAL MEETING

### TO SHAREHOLDERS

**Date and Time of Meeting:** 11:45 am (Perth time)  
Thursday, 30 November 2006

**Place of Meeting:** The Forrest Centre Conference Suites  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth, Western Australia

#### Chairman's Open Proxies

The Chairman of the AGM will vote open proxies cast in favour of all resolutions to be considered at the AGM.



ASX Code: QUE

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QUESTE COMMUNICATIONS LTD

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A.B.N. 58 081 688 164

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Queste Communications Ltd A.B.N. 58 081 688 164 ("**Queste**" or "**Company**") will be held at The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at 11:45 am (Perth time) on Thursday, 30 November 2006.

### AGENDA

**1. Annual Reports**

To consider and receive the 2006 Directors' Report, Financial Statements and Audit Report of the Company.

**2. Resolution 1 - Re-Election of Michael van Rens as Director**

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

*"That Mr Michael van Rens, having retired pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."*

**3. Resolution 2 - Adoption of Remuneration Report**

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

*"That the Remuneration Report as detailed in the Directors' Report for the year ended 29 June 2006 be adopted"*

**DATED THIS 24<sup>th</sup> DAY OF OCTOBER 2006**

**BY ORDER OF THE BOARD**



**VICTOR HO  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders of the Company in understanding the business to be put to shareholders for their consideration at the Annual General Meeting (**AGM**) of the Company

### 1. ANNUAL REPORTS

Section 317 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) requires the Directors of the Company to lay before the AGM the directors' report, financial report and the auditor's report for the last financial year that ended before the AGM.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to shareholders at the AGM.

### 2. ORDINARY RESOLUTION 1 – RE-ELECTION OF MICHAEL VAN RENS AS DIRECTOR

The Company's Constitution requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each AGM. This rule does not apply to the Managing Director.

The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire.

Mr Michael van Rens retires at the AGM under this rule. However, being eligible, he has offered himself for re-election as a Director of the Company.

Mr van Rens is currently a Non-Executive Director. He was appointed Director on 4 August 1998 and was most recently re-elected a Director at the 2003 AGM of the Company. Mr van Rens' qualifications and experience are detailed in the Directors' Report at page 17 of the Company's 2006 Annual Report.

### 3. ADVISORY NON BINDING RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Sections 249L and 250R are recent additions to the Corporations Act that requires a resolution be put to the members to adopt a Remuneration Report prepared by the Company and disclosed in the Directors' Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report on pages 19 to 21 of the 2006 Annual Report.

Shareholders will also be provided with a reasonable opportunity to ask questions or make statements in relation to the Remuneration Report.

## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the shareholders of Queste Communications Ltd will be held at:

The Forrest Centre Conference Suites Level 14, The Forrest Centre 221 St Georges Terrace Perth, Western Australia	commencing	11:45 am (Perth time) Thursday, 30 November 2006
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### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

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

### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number +61 8 9322 1515; or
- deliver to the registered office of the Company at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000;
- post to Queste Communications Ltd, Reply Paid 83399, Perth WA 6000,

so that it is received **not later than 11:45 am (Perth time) on Tuesday, 28 November 2006**.

**Your proxy form is enclosed.**

### Voting Entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the General Meeting all Shares in the Company will be taken to be held by the persons who held them as registered Shareholders at midnight (AEST) on 28 November 2006 (**Voting Entitlement Time**). Subject to the voting exclusions noted earlier, all holders of Shares in the Company as at the Voting Entitlement Time will be entitled to vote at the Annual General Meeting.

### Bodies corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

### Powers of Attorney

A person appearing as Power of Attorney for a shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

# PROXY FORM Annual General Meeting

Queste Communications Ltd  
A.B.N. 58 081 688 164

Website: www.queste.com.au

Email: info@queste.com.au

## COMPLETE AND RETURN TO:

The Company Secretary  
Queste Communications Ltd  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000

Facsimile: +61 8 9322 1515

{Name1}  
{Name2}  
{Name3}  
{Name4}  
{Name5}  
{Name6}

Our Reference: QUE / {SUB-REGISTER} / {HOLDERID}  
Shareholding as at 26 October 2006: {UNITS}  
Current TFN Quoted: {TFN\_PROVIDED}  
Current Bank Account Provided: {BANK\_ACC\_PROVIDED}  
Current Election to Receive Hard Copy Annual Report:  
{ANNUAL\_REP}

## A. Appointment of Proxy

I/We being a member/s of Queste Communications Ltd and entitled to attend and vote hereby appoint

The Chairman of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Queste Communications Ltd to be held at The Forrest Centre Conference Suites, Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia at **11:45 am (Perth time) on Thursday, 30 November 2006** and at any adjournment of such Annual General Meeting.

## B. Voting directions to your proxy – please mark to indicate your directions

### RESOLUTIONS

	For	Against	Abstain*
1. Re-Election of Michael van Rens as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If to proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_%

\* 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.

## C. Change of Address and Annual Report and Other Elections

Mark this box with an 'X' if you want to make any changes to your address details (see note 1 overleaf)

Mark this box with an 'X' if you do not wish to receive a hard-copy Annual Report in the future

Mark this box with an 'X' if you wish to receive the Annual Report by email – please print your email clearly below

Mark this box with an 'X' if you are interested in donating your future dividend entitlements to a tax deductible charity

## D. PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

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Contact Name

-----  
Contact Daytime Telephone

-----  
Date

Email Address  
-----

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the Company's share register. If this information is incorrect, please mark the box at **Section C** of the proxy form and 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. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or certified copy) of an appropriate Power of Attorney should be produced for admission to the meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 8. **Signing Instructions**

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

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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.

### 9. **Lodgment of a Proxy**

This Proxy Form (and the original or certified copy of any Power of Attorney under which it is signed) must be received at the address below not later than **11:45 am (Perth time) on Tuesday, 28 November 2006** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

#### **Proxy Forms may be lodged:**

- by posting, delivery or facsimile to the address below:

Queste Communications Ltd  
REPLY PAID 83399  
Perth WA 6000

Queste Communications Ltd  
Level 14, The Forrest Centre  
221 St Georges Terrace  
Perth Western Australia 6000

By Facsimile: (08) 9322 1515