



NOTICE OF GENERAL MEETING and EXPLANATORY STATEMENT

TO SHAREHOLDERS

Date and Time of Meeting: 4.30 pm (Perth time)
on Friday, 23 November 2012

Place of Meeting: Swan and Ibis Rooms
Liberty Executive Offices
Level 14, 197 St Georges Terrace
Perth, Western Australia, 6000

IMPORTANT NOTICE

This General Meeting has been convened in accordance with section 250W of the Corporations Act 2001 (Cth) and is contingent upon shareholders approving ordinary Resolution 4 (To Hold a Board Re-election Meeting) at the Company's Annual General Meeting (AGM) convened for 11:30 am (Perth time), on Friday, 23 November 2012.

If shareholders have not approved Resolution 4 at the AGM, this General Meeting will be cancelled and will not proceed.

This General Meeting will proceed only if Resolution 4 at the AGM has been passed by shareholders.

It is recommended that shareholders read this Notice of General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

THIS IS A BLANK PAGE

NOTICE OF GENERAL MEETING

This Board Re-election Meeting is contingent upon shareholders approving ordinary Resolution 4 (To Hold a Board Re-election Meeting) at the Company's Annual General Meeting (**AGM**) convened for 11:30 am (Perth time), on Friday, 23 November 2012.

Notice is given that a General Meeting of shareholders of Queste Communications Ltd A.B.N. 58 081 688 164 (**Queste** or **Company**) will be held in **Swan and Ibis Rooms, Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth**, Western Australia at **4.30 pm (Perth time) on Friday, 23 November 2012** (the **Board Re-election Meeting**).

AGENDA

1. Resolution 1 - Re-Election of Azhar Chaudhri as Director

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

"That Mr Azhar Chaudhri, who will cease to hold office as a Director of the Company immediately before the end of this Board Re-election Meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth), being eligible, be re-elected a Director of the Company."

2. Resolution 2 - Re-Election of Simon Cato as Director

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

"That Mr Simon Kenneth Cato, who will cease to hold office as a Director of the Company immediately before the end of this Board Re-election Meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth), being eligible, be re-elected a Director of the Company."

3. Resolution 3 - Re-Election of Yaqoob Khan as Director

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

"That Mr Yaqoob Khan, if re-elected at the 2012 AGM and who will cease to hold office as a Director of the Company immediately before the end of this Board Re-election Meeting pursuant to section 250V(1) of the Corporations Act 2001 (Cth), being eligible, be re-elected a Director of the Company."

If Resolution 4 at the AGM is not passed, none of the resolutions above will be put to shareholders for consideration at the General Meeting.

DATED THIS 16th DAY OF OCTOBER 2012

BY ORDER OF THE BOARD



**VICTOR HO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement is provided to the shareholders of Queste Communications Ltd (**Queste** or **Company** or **QUE**) pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (**ASX**) (where applicable). This Explanatory Statement is intended to be read in conjunction with the Notice of General Meeting.

1. BACKGROUND TO BOARD RE-ELECTION MEETING

The Corporations Act was amended in June 2011 to introduce the so-called "two-strikes" rule - if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive Annual General Meetings (**AGM**) are against adopting the remuneration report, shareholders will have the opportunity to immediately vote on a "Board spill resolution" at the second AGM.

At last year's (2011) AGM, the resolution to adopt the 2011 remuneration report was not passed by shareholders. This constitutes a "first strike".

The Company's 2012 AGM has been convened for 11:30 am (Perth time), on Friday, 23 November 2012 (prior to this Board Re-election Meeting).

If at least 25% of the votes cast on Resolution 2 (To Adopt the 2012 Remuneration Report) at the (2012) AGM are against adopting the remuneration report at the (2012) AGM, this will constitute a "second strike" and Resolution 4 (To Hold a Board Re-election Meeting) will be immediately put to the (2012) AGM and voted on as required by section 250V of the Corporations Act.

Resolution 4 at the (2012) AGM is as set out below and if put, will be considered as an ordinary resolution:

"That, pursuant to section 250V(1) of the Corporations Act 2001 (Cth):

- (a) another general meeting (the **Board Re-election Meeting**) of the Company's shareholders be held within 90 days of the passing of this resolution;*
- (b) each of the Company's Directors (other than the Managing Director) in office when the 2012 Directors' Report (which includes the Remuneration Report) was approved, being Azhar Chaudhri, Simon Kenneth Cato and Yaqoob Khan (assuming Yaqoob Khan is re-elected at this AGM under Resolution 1) and who remain in office at the time of the Board Re-election Meeting, cease to hold office immediately before the end of the Board Re-election Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Board Re-election Meeting (being the Directors named in (b) above) be put to the vote of shareholders at the Board Re-election Meeting."*

If Resolution 4 at the (2012) AGM is passed, a further meeting of shareholders must be held within 90 days.

This General Meeting has been convened as the Board Re-Election Meeting in accordance with section 250W of the Corporations Act and is contingent upon shareholders approving Resolution 4 (To Hold a Board Re-election Meeting) at the Company's (2012) AGM.

The Company will lodge a market announcement on ASX advising of the results of voting on the resolutions considered at the 2012 AGM as soon as practicable after that meeting and before the scheduled commencement of this General Meeting.

If shareholders have not approved Resolution 4 at the (2012) AGM, this General Meeting will be cancelled and not proceed.

This General Meeting will proceed only if Resolution 4 at the (2012) AGM has been passed by shareholders.

Immediately before the end of this General Meeting, each of the Company's Directors (other than the Managing Director) in office when the 2012 Directors' Report (which includes the Remuneration Report) was approved, being Azhar Chaudhri, Simon Kenneth Cato and Yaqoob Khan (assuming Yaqoob Khan is re-elected at the (2012) AGM under Resolution 1), cease to hold office (the **Relevant Directors**).

Each Relevant Director is eligible to seek re-election as a Director of the Company.

Information on the skills and experience of each Relevant Director is set out in the Company's 2012 Annual Report.

An electronic version of the 2012 Annual Report may be viewed and downloaded from the Company's website: www.queste.com.au or the ASX website (www.asx.com.au) under ASX Code: QUE or emailed to shareholders upon request to info@queste.com.au, when available.

Resolution 4 at the (2012) AGM has the potential that the entire Board of Directors (other than the Managing Director) is removed from office. However, as a public company is required to have a minimum of 3 directors, the Corporations Act includes a mechanism to ensure that the Company will have at least 3 directors (including the Managing Director) after the Board Re-election Meeting.

That is, if at this General Meeting, at least 2 Directors are not re-elected by ordinary resolution (ensuring the Board comprises a minimum of 3 Directors including the Managing Director), up to 2 Relevant Directors with the highest percentage of votes favouring their re-election cast at this General Meeting on the resolution for their re-election will be taken to be appointed as Directors of the Company (even if the resolution for their re-election as a Director did not pass).

No voting exclusions apply to Resolutions 1 to 3, and each shareholder present at the meeting has one vote on a show of hands, and one vote for every fully paid ordinary share held on a poll.

2. RESOLUTION 1 – RE-ELECTION OF AZHAR CHAUDHRI AS DIRECTOR

Resolution 1 seeks shareholder approval for the re-election of Mr Azhar Chaudhri as a Director of the Company.

Mr Azhar Chaudhri will cease office as a Director of the Company immediately before the end of this Board Re-election Meeting if:

- (a) at least 25% of the votes cast on Resolution 2 (To Adopt the 2012 Remuneration Report) at the (2012) AGM are against adopting the Remuneration Report at the (2012) AGM; and
- (b) Resolution 4 (To Hold a Board Re-election Meeting) at the (2012) AGM was passed by shareholders at the (2012) AGM.

Being eligible, Mr Azhar Chaudhri has offered himself for re-election as a Director of the Company at this General Meeting in this circumstance.

Mr Azhar Chaudhri was appointed a Director on 4 August 1998 and was most recently re-elected a Director at the 2011 AGM.

Mr Azhar Chaudhri's qualifications and experience are detailed in the Directors' Report in the Company's 2012 Annual Report.

3. RESOLUTION 2 – RE-ELECTION OF SIMON CATO AS DIRECTOR

Resolution 2 seeks shareholder approval for the re-election of Mr Simon Kenneth Cato as a Director of the Company.

Mr Simon Cato will cease office as a Director of the Company immediately before the end of this Board Re-election Meeting if:

- (a) at least 25% of the votes cast on Resolution 2 (To Adopt the 2012 Remuneration Report) at the (2012) AGM are against adopting the Remuneration Report at the (2012) AGM; and
- (b) Resolution 4 (To Hold a Board Re-election Meeting) at the (2012) AGM was passed by shareholders at the (2012) AGM.

Being eligible, Mr Simon Cato has offered himself for re-election as a Director of the Company at this General Meeting in this circumstance.

Mr Simon Cato was appointed a Director on 11 February 2008 and was most recently re-elected a Director at the 2010 AGM.

Mr Simon Cato's qualifications and experience are detailed in the Directors' Report in the Company's 2012 Annual Report.

4. RESOLUTION 3 – RE-ELECTION OF YAQOOB KHAN AS DIRECTOR

Mr Yaqoob Khan is standing for re-election under Resolution 1 at the (2012) AGM.

If Mr Yaqoob Khan is re-elected a Director under Resolution 1 at the (2012) AGM, Resolution 3 at this General Meeting seeks shareholder approval for the re-election of Mr Yaqoob Khan as a Director of the Company.

Mr Yaqoob Khan will cease office as a Director of the Company immediately before the end of this General Meeting if:

- (a) Mr Yaqoob Khan was re-elected a Director under Resolution 1 at the (2012) AGM;
- (b) at least 25% of the votes cast on Resolution 2 (To Adopt the 2012 Remuneration Report) at the (2012) AGM are against adopting the Remuneration Report at the (2012) AGM; and
- (c) Resolution 4 (To Hold a Board Re-election Meeting) at the (2012) AGM was passed by shareholders at the (2012) AGM.

Being eligible, Mr Yaqoob Khan has offered himself for re-election as a Director of the Company at this General Meeting in this circumstance.

Mr Yaqoob Khan was appointed a Director on 10 August 1998 and was most recently re-elected a Director at the 2009 AGM (prior to the 2012 AGM where Mr Yaqoob Khan is standing for re-election under Resolution 1 at the (2012) AGM).

Mr Yaqoob Khan's qualifications and experience are detailed in the Directors' Report in the Company's 2012 Annual Report.

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

A General Meeting of the shareholders of Queste Communications Ltd will be held in:

Swan and Ibis Rooms, commencing 4.30 pm (Perth time) on Friday, 23
Liberty Executive Offices November 2012
Level 14, 197 St Georges Terrace
Perth, Western Australia

Voting Rights

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

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 General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 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,

so that it is received **not later than 4.30 pm (Perth time) on Wednesday, 21 November 2012.**

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.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

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 5:00pm (Perth time) on 21 November 2012 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.



ASX Code: QUE

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

PRINCIPAL & REGISTERED OFFICE:

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

Local T | 1300 762 678
T | (08) 9214 9777
F | (08) 9322 1515
E | info@queste.com.au
W | www.queste.com.au

SHARE REGISTRY:

Advanced Share Registry Limited
Suite 2, 150 Stirling Highway
Nedlands, Western Australia 6009
PO Box 1156, Nedlands, WA 6909

T | (08) 9389 8033
F | (08) 9389 7871
E | admin@advancedshare.com.au
W | www.advancedshare.com.au

Level 6, 225 Clarence Street
Sydney, New South Wales 2000
PO Box Q1736,
Queen Victoria Building, NSW 1230
T | (02) 8096 3502

PROXY FORM

General Meeting

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

Website: www.queste.com.au

PLEASE RETURN TO:
The Company Secretary
Queste Communications Ltd
Level 14, The Forrest Centre
221 St Georges Terrace, Perth WA 6000
Facsimile: (08) 9322 1515
Enquiries: (08) 9214 9777
Email: info@queste.com.au

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

A. Appointment of Proxy

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

The Chair of the Meeting **OR**
(mark with)

Write here the name of the person you are appointing if this person is **someone other than** the Chair 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 a General Meeting of Queste Communications Ltd to be held in **Swan and Ibis Rooms, Liberty Executive Offices, Level 14, 197 St Georges Terrace, Perth**, Western Australia at **4.30 pm (Perth time) on Friday, 23 November 2012** and at any adjournment of such General Meeting.

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

RESOLUTIONS

	For	Against	Abstain*
1. Re-Election of Azhar Chaudhri as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of Simon Cato as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Yaqoob Khan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two 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 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.

C. Change of Address

mark if you want to make any changes to your address details (see note 1 overleaf)

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

Joint Shareholder 2

Joint Shareholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date

Email Address {Email}

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Change of Address

Your pre-printed name and address is as it appears on the share register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of 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. You may direct your proxy how to vote by marking one of the voting direction boxes opposite each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.

3. 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.

4. 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 does not specify this proportion, each proxy may exercise half of the votes.

5. A proxy need not be a shareholder of the Company.

6. 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.

7. 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.

8. Signing Instructions

You must sign this form as follows in the spaces provided at **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 copy of the appropriate Power of Attorney with your completed Proxy Form and produce a properly executed original (or certified copy) of that Power of Attorney at the General Meeting.

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. **Lodgement 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 **4.30 pm (Perth time) on Wednesday, 21 November 2012** (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
Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000

By Facsimile: (08) 9322 1515