

Pacific Restaurant Group Limited

ACN 129 686 559

(Company)

Notice of annual general meeting

Notice is given that the first annual general meeting of Pacific Restaurant Group Limited will be held at the offices of Deacons at Level 18, 225 George Street, Sydney NSW 2000 on 4 December 2008 at 10:00 am.

Ordinary business

1. Accounts and reports

To receive and consider the financial statements and the consolidated financial statements of the Company and the Company's controlled entities and the reports of the directors and of the auditors for the year ended 30 June 2008.

2. Election of directors

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

Resolution 1:

That Kingsley Neil Smith is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 2:

That Lester Wesley Lambert is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 3:

That Claire Angela Mackenzie is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 4:

That Andrew Leo Berkeley is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 5:

That Stewart Koziora is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 6:

That Richard Ian Hutchinson is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 7:

That Graham Bradley Hartmann is elected as a director in accordance with rule 6.1 of the Company's constitution.

Resolution 8:

That Steve Anastasiou is elected as a director in accordance with rule 6.1 of the Company's constitution.

3. **Appointment of auditors**

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

Resolution 9:

That RSM Bird Cameron Partners Chartered Accountants is appointed as the Company's auditor.

4. **Directors' remuneration**

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

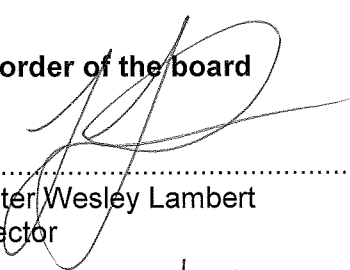
Resolution 10:

That, for the purposes of rule 37 of the constitution of the Company, the remuneration of all the directors of the Company to be paid out of the funds of the Company for their ordinary services as directors be fixed at \$84,000 per annum.

Other business

To transact any other business which may be lawfully brought forward in accordance with the constitution of the Company and the *Corporations Act 2001*.

By order of the board


.....
Lester Wesley Lambert
Director

Dated..... 13 Nov 2008

Voting by proxy

Each member may appoint a proxy to vote on behalf of that member at the general meeting. The proxy need not be a member.

A member who is entitled to cast 2 or more votes may appoint not more than 2 proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion, or number, of member's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions). Additional forms of proxy may be obtained on application to the registered office of the Company.

A proxy appointment form is attached. To be effective, it must be received by the Company not less than 48 hours prior to the start of the relevant general meeting. It may be:

- (1) posted to the registered office: Pacific Restaurant Group Limited, Westfield Towers, Level 2, Suite 202, 100 William Street Sydney NSW 2000; or
- (2) faxed on +61 02 8353 1397

If the member leaves the form of proxy blank as to the person primarily appointed as proxy or if the person or persons named as proxies fails or fail to attend, the Chairperson of the meeting is appointed proxy.

Form of proxy

Pacific Restaurant Group Limited
 ACN 129 686 559
 (Company)

Annual general meeting

Address: Pacific Restaurant Group Limited, Westfield Towers, Level 2, Suite 202,
 100 William Street Sydney NSW 2000

Facsimile: +61 02 8353 1397

I/We,
 of
 am/are a member of the Company.

I/We appoint as my/our proxy
 of
 or failing him or her the Chairperson of the annual general meeting of the Company to be held on 4 December 2008 at 10:00 am to vote for me/us at the meeting and at any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

Resolution	For	Against	Abstain
Resolution 1			
Resolution 2			
Resolution 3			
Resolution 4			
Resolution 5			
Resolution 6			
Resolution 7			
Resolution 8			
Resolution 9			
Resolution 10			

Instructions on completion of proxy form

1. The proxy must be signed by the member or by the member's attorney. In the case of joint holders, all holders must sign the proxy. In the case of a company, the proxy must be executed under seal or by its attorney or by 2 directors of the company, a director and a company secretary of the company or for a proprietary company that has a sole director who is also the sole company secretary, by that director.
2. A proxy need not be a member of the Company.
3. To direct the proxy to cast all votes covered by this instrument in a particular manner place a tick or a cross in the relevant box. If you mark more than one box on an item, your vote on that item will be invalid.
4. To direct the proxy to cast some only of the votes, place in the relevant box either the number of votes to be cast in that manner on a poll or the percentage of the total votes covered by this instrument to be cast in that manner on a poll. This direction, if given, is also an instruction to the proxy to vote according to the proxy's discretion on a show of hands.
5. If this proxy is signed under a power of attorney, it must be accompanied by the original power of attorney or by a notarially certified copy of it.
6. This proxy must be received at:
 - (1) the Company's registered office at Pacific Restaurant Group Limited, Westfield Towers, Level 2, Suite 202, 100 William Street Sydney NSW 2000; or
 - (2) by facsimile on +61 02 8353 1397;not less than 48 hours before the annual general meeting at which it is to be exercised.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

Dated 2008.

.....
Signature of member

.....
Signature of member