

Notice of annual general meeting

Notice is given that the second annual general meeting of Pacific Restaurant Group Limited will be held in the Private Dining Room of Kingsleys Steak & Crabhouse, 6 Cowper Wharf Road, Woolloomooloo, NSW 2011 2000 on Monday, 28 November 2011 at 5:00pm.

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 the auditors for the year ended 30 June 2011.

2. **Election of directors**

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

Resolution 1:

That Phil Waugh is elected as a director in accordance with rule 6.1 of the Company's constitution

3. **Appointment of Auditors**

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

Resolution 2:

That KPMG is appointed as the Company's auditor.

3. **Directors Fees**

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

Resolution 3:

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

4. **Adopting a new constitution**

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

Special Resolution 1:

- (1) That the constitution of the Company tabled at the meeting and signed and dated by the Chairman of the meeting for identification is approved and adopted as the constitution of the Company in substitution for and to the exclusion of the existing constitution which is repealed in its entirety by this resolution.

Note-A copy of the proposed new constitution showing the proposed changes in mark-up can be viewed prior to the Annual General Meeting (AGM) on the Company's website or by contacting the Company Secretary. A copy of the marked-up Constitution will also be available for inspection at the AGM.

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/Secretary

Dated.....

9 Nov 2011

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 of 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 (disregard fractions). Additional forms of proxy may be obtained on application 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) emailed to wes@pacificrestaurantgroup.com.au

If the member leaves the proxy form 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 is 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, 1
100 William Street Sydney NSW 2000

Email: wes@pacificrestaurantgroup.com.au

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 28 November 2011 at 5:00pm 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	Aginast	Abstain
Resolution 1			
Resolution 2			
Resolution 3			
Special Resolution 1			