

People Telecom Limited

ACN 009 273 152

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of People Telecom Limited (“Company”) will be held at the Level 9, 76 Berry Street North Sydney on 22 November 2006 at 9.00am (Eastern Summer Time) for the purpose of transacting the business set out in this Notice of General Meeting.

Explanatory Notes containing information in relation to each of the following resolutions form part of this Notice of Annual General Meeting.

AGENDA

BUSINESS:

Financial Statements and Reports

To receive and consider the annual financial statements of the Company for the year ended 30 June 2006 and related Directors’ Report, Directors’ Declaration and the Auditors’ Report.

Resolution 1 – To Adopt the Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2006.

Resolution 2 – Re-Election of Director

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

“That Ryan Michael O’Hare, having retired in accordance with the Constitution of the Company, and being eligible for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-Election of Director

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

“That Martin Edward Wylie, having retired in accordance with the Constitution of the Company, and being eligible for re-election, be re-elected as a Director of the Company.”

By Order of the Board of People Telecom Limited

Wayne R Wanders
Company Secretary

Dated: 18th October 2006

NOTES

1. Proxies

Instructions to proxy holders are included in this Notice of General Meeting. A proxy form is also enclosed.

2. Voting Entitlements

Pursuant to regulation 7.11.37 of the Corporations Regulations, the directors have set a snapshot date to determine the identity of shareholders entitled to attend and vote at the meeting. The snapshot date is 7:00 pm EST on 20 November 2006.

EXPLANATORY NOTES TO RESOLUTIONS

These Explanatory Notes form part of the Notice of General Meeting of Shareholders of People Telecom Limited (“**the Company**”) in connection with the business to be transacted at the General Meeting of shareholders of the Company to be held at the Level 9, 76 Berry Street North Sydney on **Wednesday, 22nd November 2006 at 9:00 am (Eastern Summer Time)**

Resolution 1 – To Adopt the Remuneration Report

During this item, shareholders at the meeting can comment on and ask questions about the Remuneration Report which commences on page 13 of the People Telecom Limited 2006 Annual Report.

The Corporations Act, 2001 provides that the vote on this resolution is advisory only and will not bind the directors of the Company. However, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Resolutions 2 and 3 – Re-Election of Directors

Messrs Ryan Michael O’Hare and Martin Edward Wylie retire in accordance with the Constitution of the Company. Messrs O’Hare and Wylie being eligible, offer themselves for re-election.

Mr O’Hare was the Chief Executive Officer of People Telecom Ltd from 29 June 2004 till his retirement in August 2006. Mr O’Hare was one of the co-founders of People Telecommunications Pty Limited and served as a Director and its Chief Executive Officer since its inception in 2000 until it was acquired by People Telecom Ltd in 2004. Mr O’Hare was also one of the two co-founders of the corpTEL group of companies, and served as its Chairman and Chief Executive Officer since its inception in January 1994 through to its sale to AAPT Limited in 1998. Prior to this, Mr O’Hare managed Australia’s leading energy and telecommunications cost management company, Professional Energy Services Pty Ltd, serving as its General Manager in Sydney and Los Angeles.

Mr Wylie is the Chief Executive Officer of Callplus Limited, which is New Zealand’s third-largest fixed line carrier. Mr Wylie is a very experienced senior executive and company director. He has extensive experience in a wide range of businesses including telecommunications and internet service provision. Mr Wylie spent nine years as company secretary and general counsel of Telecom Corporation of New Zealand. He was the Chief Executive Officer of Trans-Tasman ISP iHug, which merged with IInet.