

17 March 2006

Dear Shareholder

NOTIFICATON OF SPECIAL GENERAL MEETING

A Special General Meeting of Shareholders is to be held at 5.00pm on Thursday 20 April 2006 to amend the Society's Constitution to satisfy the listing requirements of the Australian Stock Exchange and also to clarify certain sections of the Constitution relating to voting and Proxy Forms.

Please find attached the following:

- Notice of Meeting
- Explanatory Statement
- Proxy Form
- Reply-paid envelope

If you are not able to attend the meeting, you can vote on the resolution by completing the Proxy Form, which must be returned to the Society's registered office either in the enclosed reply-paid envelope or faxed to (07) 4957 8841 so that it is received no later than 48 hours before the commencement of the meeting.

If a company wishes to appoint a representative to attend the meeting and vote on its behalf, a written authority from the company appointing that person as the company's representative is to be lodged with the Company Secretary prior to the meeting.

If you have any questions in relation to this matter, please do not hesitate to contact myself.

Thank you for your continued support.

Yours faithfully



Larry Voltz
Company Secretary / Assistant General Manager

enc

**NOTICE OF SPECIAL GENERAL MEETING OF
PIONEER PERMANENT BUILDING SOCIETY LIMITED ACN 087 652 042
(the "Company")**

TO: The members of the Company

NOTICE IS HEREBY GIVEN that a Special General Meeting of the members of the company will be held at the following venue on the following date and time for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution as a special resolution of the Company.

Venue: 2ND FLOOR, 123 VICTORIA STREET, MACKAY

Time: 5.00 PM

Date: THURSDAY, 20 APRIL 2006

SPECIAL RESOLUTION

1 That the Constitution of the Company be amended as follows:

A By replacing Clause 1.6(3) with the following:

“(3) For the purposes of this Constitution, if the provisions of the Corporations Law and the Listing Rules conflict on the same matter, the provisions of the Corporations Law prevail.”

B By deleting Clause 6.3

C By deleting Schedule 1

D By inserting Clause 45.3:

"45.3 The Register may be closed at any time the Board thinks fit and the Board may specify a time by reference to which the entitlement of persons to vote at any general meeting of the Company is to be determined."

E By replacing clause 49.2 with the following:

"49.2 A form of appointment of a proxy is valid if it is in accordance with the Law or in any form which the Board may prescribe or accept."

F By replacing clause 50.3 with the following:

"50.3 A proxy need not be a Member."

G By replacing Clause 50.4 with the following:

“50.4 The Board may issue with any notice of general meeting of Members or any class of Members, forms of proxy for use by the Members. Each form may include the names of any of the Directors or of any other persons willing to act as proxies or of persons who are to be proxies where the member does not specify in the form the name of the person or persons to be appointed as proxies. The forms may be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.”

H By replacing Clause 52.1 with the following:

“52.1 The written appointment of a proxy or attorney must be received by the Company not less than 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.”

Resolution 1 is a constitution amendment which requires a special resolution. In order to pass a special resolution, at least 75% of the votes cast by members (whether in person or by proxy) must be in favour of the resolution.

DATED this seventeenth day of March 2006.

By order of the Board of Directors:



Company Secretary

NOTES

A copy of the current Constitution is available during business hours from the Registered Office at Cnr Victoria & Macalister Streets, Mackay. An Explanatory Statement advising the reason for the proposed constitution amendments accompanies this Notice.

PROXY NOTICE

In accordance with the Corporations Act, the Members are notified that they may appoint a proxy who need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxy forms must be received at the Society's registered office of 174 Victoria Street, Mackay, Queensland, 4740 or via fax to (07) 4957 8841 not less than 48 hours before the meeting.

EXPLANATORY STATEMENT

Further information on the proposed changes to the Constitution is provided below:

A	Changes to Clause 1.6(3)	This is at the request of the Australian Stock Exchange
B	Deleting Clause 6.3	This is at the request of the Australian Stock Exchange
C	Deleting Schedule 1	The proforma Proxy Form is removed reflecting changes to Clauses 49 and 50
D	Inserting Clause 45.3	This is to provide certainty regarding the cut-off time for voting entitlements at meetings of members
E	Replacing Clause 49.2	This is to provide the company flexibility in changing the Proxy Form
F	Replacing Clause 50.3	This provides members with the option to appoint either a member or non-member as their proxy
G	Replacing Clause 50.4	This is to provide the company flexibility in changing the Proxy Form
H	Replacing Clause 52.1	This is to bring voting by proxy into line with Section 250B of the Corporations Act

PROXY FORM

SPECIAL GENERAL MEETING OF ORDINARY SHAREHOLDERS

Appointment of a Proxy

I/We being a member of Pioneer Permanent Building Society Limited, hereby appoint:

☐

The Chairman of the meeting

or

☐

The name of the person you are appointing as your proxy, if this person is someone other than the Chairman of the meeting.

or failing the person named, the Chairman of the meeting to vote for me/us at the SPECIAL GENERAL MEETING OF ORDINARY SHAREHOLDERS to be held on Thursday 20 April 2006 and at any adjournment. The persons named are specifically directed to vote as indicated below by the marks in the following boxes. Unless instructed otherwise, the proxy may vote as he/she thinks fit.

Resolutions

For Against Abstain

- 1 Amendment of the Constitution of Pioneer Permanent Building Society Limited

☐
☐
☐

Appointing a Second Proxy

☐

State the percentage of your Shareholding you are voting for on this Proxy form

OR

☐

State the number of shares of your Shareholding you are voting for on this Proxy Form

Signature/s:

Date:

...../...../.....

Note: This Proxy form, to be effective, must be received at the Society's registered office by 5.00pm on Tuesday 18 April 2006. If this Proxy form is signed under Power of Attorney, the authority under which the same was signed (or a certified copy) must also be received by the Society by 5.00pm on Tuesday 18 April 2006. This form can be returned in the enclosed reply-paid envelope, faxed to (07) 4957 8841 or delivered to 174 Victoria Street, Mackay.



Pioneer Permanent Building Society Limited
Cnr Victoria & Macalister Streets
PO Box 1084, Mackay Qld 4740
ABN 36 087 652 042
AFS Licence 245488
Telephone: (07) 4957 0800
Facsimile: (07) 4957 8841
Email: admin@ppbsl.com.au
Website: www.pioneeronline.com.au