



22 October 2010

The Manager
NSX Announcements
National Stock Exchange of Australia
Level 2, 117 Scott Street
NEWCASTLE NSW 2300

Re: NOTICE OF MEETING

Australia Premier Finance Limited advises that the following documents will be lodged with the Company's mailing house for dispatch to shareholders today, 22 October 2010.

- Proxy Form
- Notice of Annual General Meeting

The Annual General Meeting will be held on Monday, 22 November 2010 at 10:00am at the offices of Whittens Lawyers and Consultants, Suite 9, Level 5, 137-139 Bathurst Street, Sydney.

Copies of the Proxy Form and Notice of Annual General are enclosed.

Yours faithfully
Australian Premier Finance Holdings Ltd

A handwritten signature in black ink, appearing to read 'Andrew Whitten', is written over a horizontal line.

Andrew Whitten
Company Secretary



22 October 2010

Dear Shareholder,

Re: Annual General Meeting - Monday, 22 November 2010 at 10:00am (AEDT)

On behalf of the directors of Australian Premier Finance Holdings Limited, I am pleased to invite you to Australian Premier Finance Holdings Limited's 2010 Annual General Meeting (AGM). Enclosed is the Notice of Meeting setting out the business of the AGM.

The AGM will be held on **Monday, 22 November 2010 at 10:00am (AEDT)** at the offices of **Whittens Lawyers & Consultants, Suite 9, Level 5, 137-139 Bathurst Street, Sydney**. If you decide to attend the AGM, please bring this letter with you to facilitate registration and entry into the AGM.

Further details relating to the various resolutions proposed at the AGM are set out in the Explanatory Memoranda accompanying this Notice of Meeting. I urge all shareholders to carefully read this material before voting on the proposed resolutions.

If you are unable to attend the AGM, I encourage you to complete the enclosed Proxy Form. The Proxy Form should be returned by mail or fax to the office of the Company's Share Registry 48 hours prior to the start of the meeting.

Enclosed are your Notice of Annual General Meeting, Explanatory Memoranda and Proxy Form.

Yours faithfully
Australian Premier Finance Holdings Ltd

A handwritten signature in black ink, appearing to read 'Andrew Whitten', is written over a horizontal line.

Andrew Whitten
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

Monday, 22 November 2010

at

10:00am (AEDT)

at the offices of
Whittens Lawyers & Consultants
Suite 9, Level 5
137-139 Bathurst Street
SYDNEY NSW 2000



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of shareholders of Australian Premier Finance Holdings Limited ABN 85 099 912 044 will be held on Monday, 22 November 2010 at the Offices of Whittens Lawyers and Consultants at **Suite 9, Level 5, 137-139 Bathurst Street, Sydney, New South Wales** commencing at 10:00am (AEDT) to transact the following business.

AGENDA

Notice is hereby given that an Annual General Meeting of Shareholders will be held on 22 November 2010, 10:00am to consider and if thought fit to pass the following resolutions:-

ORDINARY BUSINESS

Financial Reports

To receive and consider the Financial Report, Director's Report and Auditor's Report of the Company for the year ended 30 June 2010.

Note: This item of business is for discussion and is not a resolution.

Resolution 1: Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2010 be adopted".

Resolution 2: Re-election of Director

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

"That Mr Wayne Adsett, who having been appointed to the Board during the year retires in accordance with Clause 19.4 of the Company's Constitution and being eligible offers himself for re-election as a Director, be re-elected as a Non-Executive Director".

Resolution 3: Re-election of Director

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

"That Mr Mark Ellis, who having been appointed to the Board during the year retires in accordance with Clause 19.4 of the Company's Constitution and being eligible offers himself for re-election as a Director, be re-elected as a Non-Executive Director".



Resolution 4: Re-election of Director

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

“That Mr Ken Allen, who having been appointed to the Board during the year retires in accordance with Clause 19.4 of the Company’s Constitution and being eligible offers himself for re-election as a Director, be re-elected as an Executive Director”.

Resolution 5: Issue of Redeemable Preference Shares

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

“That in accordance with Section 254A of the Corporations Act and for all other purposes, the terms of issue of the Redeemable Preference Shares, tabled at the meeting and signed for the purpose of identification by the Chairman, and as summarized in the Explanatory Statement, are approved immediately from the passing of this resolution”.

Resolution 6: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 396,709 Redeemable Preference Shares to MP Ellis Holdings Pty Limited at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and MP Ellis Holdings Pty Limited set out in the Explanatory Memorandum accompanying this Notice of Meeting”.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 6 by MP Ellis Holding Pty Limited, Mark Ellis or any associates of them.

Resolution 7: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 192,369 Redeemable Preference Shares to Adsett & Associates Limited at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and Adsett & Associates Limited set out in the Explanatory Memorandum accompanying this Notice of Meeting”.



Voting exclusion statement: The Company will disregard any votes cast on Resolution 7 by Adsett & Associates Limited, Wayne Adsett or any associates of them.

Resolution 8: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 192,369 Redeemable Preference Shares to RAE Group Limited at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and RAE Group Limited set out in the Explanatory Memorandum accompanying this Notice of Meeting”.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 8 by RAE Group Limited, Mr Wayne Adsett, Mr Mark Ellis or any associates of them.

Resolution 9: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 340,095 Redeemable Preference Shares to Kenneth Douglas Allen at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and Kenneth Douglas Allen set out in the Explanatory Memorandum accompanying this Notice of Meeting”.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 9 by Kenneth Douglas Allen or any associates of him.

Resolution 10: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 340,095 Redeemable Preference Shares to Joan Amy Allen at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and Joan Amy Allen set out in the Explanatory Memorandum accompanying this Notice of Meeting”.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 10 by Joan Amy Allen or any associates of her.



Resolution 11: Replacement of Related Party Loan by Issuing Redeemable Preference Shares

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

“That subject to and conditional on the passing of Resolution 5 in accordance with Section 208 of the Corporations Act, NSX Listing Rule 6.44 and for all other purposes, approval is given for the Company to allot and issue 291,666 Redeemable Preference Shares to Northview Group Limited at an issue price of \$1.00 per Redeemable Preference Share on the previously approved terms of issue, to replace the existing loan between the Company and Northview Group Limited set out in the Explanatory Memorandum accompanying this Notice of Meeting”.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 11 by Northview Group Limited or any associates of them.

A handwritten signature in black ink, appearing to read 'Andrew Whitten', is positioned above the printed name and title.

**Andrew Whitten
Company Secretary
22 October 2010**



Notes to Notices of Meeting

Voting Entitlement:

For the purpose of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 10:00am (AEDT) on Saturday, 20 November 2010 (48 hours prior to the AGM) (the Entitlement Time). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Annual General Meeting.

Appointment of Proxy

1. A member entitled to attend and vote is entitled to appoint not more than two proxies;
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
3. A proxy need not be a member of the Company; and
4. To be valid a form of proxy must be lodged at the office of the Registries Limited by fax to (02) 9279 0664 no later than 10:00am (AEDT) on Saturday, 20 November 2010 (48 hours prior to the AGM).

EXPLANATORY NOTES

These explanatory notes have been prepared to assist shareholders to understand the business to be put to Shareholders at the Annual General Meeting.

Australian Premier Finance Holdings Limited financial statements, reports and shareholder questions

The financial report, Director's Report, Remuneration Report and Auditor's Report for Australian Premier Finance Holdings Limited for the year ended 30 June 2010 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of Australian Premier Finance Holdings Limited. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1: Adoption of the Remuneration Report

Shareholders are required to vote on the Remuneration Report. The Remuneration Report is contained within the Director's Report of the Company's 2010 Annual Report. A Summary Table of requirements of Section 300A of the Corporations Act is also provided within the Remuneration Report. The vote on this proposed 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. The board unanimously recommends that shareholders pass the resolution to adopt the Remuneration Report.

Resolution 2: Re-Election of Wayne Adsett

Resolution 2 relates to the re-election of a Non-Executive Director. In accordance with Clause 19.4 of the Company's Constitution all Directors appointed during the year to fulfill a casual vacancy must be put forward for re-election at the Annual General Meeting.

Resolution 3: Re-Election of Mr Mark Ellis

Resolution 3 relates to the re-election of a Non-Executive Director. In accordance with Clause 19.4 of the Company's Constitution all Directors appointed during the year to fulfill a casual vacancy must be put forward for re-election at the Annual General Meeting.

Resolution 4: Re-Election of Mr Ken Allen

Resolution 4 relates to the re-election of an Executive Director. In accordance with Clause 19.4 of the Company's Constitution all Directors appointed during the year to fulfill a casual vacancy must be put forward for re-election at the Annual General Meeting.

Resolution 5: Issue of Redeemable Preference Shares

5.1 General

The Company is seeking shareholder approval of the proposed terms of issue of Redeemable Preference Shares as required by section 254A of the Corporations Act. This is a special resolution which requires that it be passed by at least 75% of the votes cast by shareholders entitled to vote on it.

5.2 What is the Proposed Purpose of Issuing Redeemable Preference Shares?

The Company wishes to issue Redeemable Preference Shares on the proposed terms as a means to replace a specific debt obligation of the Company with the issue of equity. This is proposed and further considered in Resolution 6 and in this Explanatory Statement at item 6.2.

5.3 Requirements of the Corporations Act

Section 254A(2) of the Corporations Act provides that for a company to issue preference shares, the rights attached to the preference shares with respect to the following matters be approved by special resolution:

- a. Repayment of capital;
- b. Participation in surplus assets and profits;
- c. Cumulative and non-cumulative dividends;
- d. Voting;
- e. Priority of payment of capital and dividends in relation to other shares or classes of preference shares.



Section 254A(3) of the Corporations Act provides that redeemable preference shares may be redeemed:

- a. At a fixed time or on the happening of a particular event; or
- b. At the Company's option; or
- c. At the Shareholder's option.

5.4 *Terms of Issue of Redeemable Preference Shares*

In accordance with section 254A(2) of the Corporations Act, Redeemable Preference Shares confer on the holder the following rights, privileges and conditions:

- a. Repayment of Capital

The Redeemable Preference Shares rank in priority to Ordinary Shares of the Company (Ordinary Shares) in the repayment of capital.

- b. Participation in Surplus assets and profits

The Redeemable Preference Shares rank in priority to Ordinary Shares in participation of any surplus assets and profits of the Company.

- c. Cumulative and Non-Cumulative Dividends

Each Redeemable Preference Share confers on the holder a right to receive a preferential dividend, in priority to the payment of any dividend on the Ordinary Shares, if any. As dividends can only be paid out of profits, the payment of dividends in respect of the Redeemable Preference Shares is subject to the Board, at its discretion, declaring a dividend to be payable and funds legally available for the payment of such a dividend.

Dividends in respect of the Redeemable Preference Shares are to be paid quarterly in arrears on a date determined by the Board.

Dividends in respect of the Redeemable Preference Shares are cumulative and to the extent that all or any part of a dividend is not paid, the Company will be liable to pay, and the holders of the Redeemable Preference Share will have a right to be paid, any amount in respect of that dividend for the relevant accounting period. The dividend payment rate is 10% per annum.

- d. *Voting*

Each Redeemable Preference Share confers the right on the holder to receive notices, reports and accounts of and to attend general meetings of the holders of the Company but does not confer any voting rights, except in the following circumstances:

- a. On a proposal:
 - i. to reduce the Company's share capital;
 - ii. that affects rights attached to the Redeemable Preference Shares;
 - iii. to wind up the Company; or



- iv. for the disposal of the whole of the Company's property business and undertaking;
- b. On a resolution to approve the terms of a buy-back agreement;
- c. During the winding up of the Company; or
- d. In any other circumstances in which the Listing Rules require holders of preference shares to be entitled to vote; or
- e. During a period which a dividend (or part of a dividend) for the share is in arrears.

Redeemable Preference Shares rank in priority to Ordinary Shares in the event of the winding up of the Company but behind any creditors of the Company.

In accordance with section 254A(3) of the Corporations Act, the Company has determined that the Redeemable Preference Shares will have a right of redemption at the option of the holder any time after 3 years from the date of issue of the Redeemable Preference Shares.

The amount to be repaid on redemption is calculated at \$1.00 per share.

The Redeemable Preference Shares carry a right of conversion at the rate of 20 Ordinary Shares for each Redeemable Preference Share converted.

5.5 Recommendation

The directors unanimously support the issue of the Redeemable Preference Shares on the proposed terms of issue.

Resolutions 6 to 11: Replacement of Related Party Loans by Issuing Redeemable Preference Shares

6.1 General

Resolutions 6 to 11 seek the approval of the shareholders to allot and issue various shareholders with Redeemable Preference Shares, on the terms of issue approved in Resolution 5, at an issue price of \$1.00 per Redeemable Preference Share. This is to replace the outstanding loan amount by these shareholders to Australian Premier Finance Company Pty Limited (ACN 104 959 435), a wholly owned subsidiary of the Company, which loan was assigned to the Company on 1 October 2010.

6.2 Requirements of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a 'financial benefit' to a 'related party' unless the giving of that financial benefit is approved by resolution passed at a general meeting of the company.

Section 208(1)(a) of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public



company, the public company or entity must obtain the approval of the public company's shareholders and give the benefit within 15 months after the approval.

All of the companies/individuals in the following table are related to a Director. Accordingly, pursuant to section 228 of the Corporations Act, the lenders are related parties.

Director	Company/Individual to be issued shares	No of Redeemable Preference Shares
Mark Ellis	MP Ellis Holdings Pty Limited	396,709
Wayne Adsett	Adsett & Associates Limited	192,369
Wayne Adsett	RAE Group Limited	192,369
Self	Kenneth Douglas Allen	340,095
Kenneth Allen	Joan Amy Allen	340,095
Wayne Adsett	Northview Group Limited	291,666
Total		1,753,303

*In addition, 661,496 Redeemable Preference Shares are to be issued to Non-Related Parties.

The issue of Redeemable Preference Shares by the Company to these related parties commencing on the date of the passing of the resolution will constitute the giving of financial benefit by the Company to related parties of the Company, for which shareholder approval is usually required pursuant to subsection 208(1) of the Corporations Act.

There are various exceptions to the requirement for shareholder approval. This includes, in accordance with section 210 of the Corporations Act, where the giving of the financial benefit:

- would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- are less favourable to the related party than the terms referred to in paragraph (a).

The Redeemable Preference Shares to be issued to replace the loan by the lenders to the Company has been negotiated on arm's length terms and your Directors believe that both the terms of the Redeemable Preference Shares and the subsequent allotment and issue of 2,414,799 Redeemable Preference Shares are reasonable in the circumstances.

On this basis, it follows that shareholder approval is not required under section 208 of the Corporations Act. Notwithstanding, in the interests of due and proper disclosure and in accordance with listing rule 6.44, the Company is seeking shareholder approval for the issue of the Redeemable Preference Shares to related party lenders.

6.3 Specific disclosure of information as required by section 219 of the Corporations Act

In accordance with section 219 of the Corporations Act the following is provided:



	Requirement	Explanation
1.	The related parties to whom the proposed resolution would permit the financial benefits to be given.	MP Ellis Holdings Pty Limited, Adsett & Associates Limited, RAE Group Limited, Kenneth Douglas Allen, Joan Amy Allen, Northview Group Limited ("the related parties").
2.	The nature of the financial benefits.	Subject to shareholder approval, Australian Premier Finance Holdings Limited will issue 1,753,303 shares Redeemable Preference Shares at an issue price of \$1.00 per Redeemable Preference Share to the related lenders.
3.	In relation to each Director of the Company: <ul style="list-style-type: none"> • If the Director wanted to make a recommendation to members about the proposed resolution – the recommendation and his or her reasons for it; • If not - why not; or • If the director was not available to consider the proposed resolution – why not. 	As each Director is a related party the Directors have not made a recommendation.
4.	In relation to each such Director: <ul style="list-style-type: none"> • Whether the Director had an interest in the outcome of the proposed resolution; and • If so, what it was 	All of the Directors have an interest in the outcome of resolutions 6 to 11 because they are related parties.
5.	All other information that: <ul style="list-style-type: none"> • Is reasonably required by members in order to decide whether or not it is in the Company's interest to pass the proposed resolution; and • Is known to the Company or any of its directors. 	The terms of issue of the Redeemable Preference Shares are set out at in the Explanatory Statement. Shareholders are otherwise advised to carefully and fully read this Notice of Meeting (including the Explanatory Statement).

6.4 Requirements for the NSX Listing Rules

In addition, NSX Listing Rule 6.44 requires prior shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in NSX's opinion, such that approval should be obtained (unless an exception in Listing Rule 6.44 applies).

The directors have determined to seek shareholder approval for the issue of Redeemable Preference Shares to replace the Loan by those lenders to the Company.



Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Redeemable Preference Shares to the related lenders.

- a. the related parties are shown in the table in Clause 6.2 and show the relationship to the Directors.
- b. the maximum number of Redeemable Preference Shares (being the nature of the financial benefit being provided) to the related parties issued is 1,753,303 Redeemable Preference Shares.
- c. the Redeemable Preference Shares will be issued to the related parties no later than 1 month after the date of the meeting and it is anticipated the Redeemable Preference Shares will be issued before that date;
- d. The Redeemable Preference Shares will be issued at a deemed issue price of \$1.00 per Redeemable Preference Share in replacement of the Loan (together with accrued interest) by the related parties to the Company; and
- e. the Company will disregard any votes cast on resolutions 6 to 11 by the relevant related party.

6.5 Recommendation

As all Directors have an interest in the transaction the Directors of the Company, will not be making a recommendation.



Australian Premier Finance Holdings Limited

ABN 85 099 912 044

FOR ALL ENQUIRIES CALL REGISTRIES:

(within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

FACSIMILE:

+61 2 9290 9655



POSTAL ADDRESS:

Registries Limited

GPO Box 3993

Sydney NSW 2001

Australia



XXXXXX

XXXXXX

SUTHERLAND NSW 1499



This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes.

Reference Number : XXXXXXXXXXXX

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BEFORE 10:00AM, SATURDAY, 20 NOVEMBER 2010

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of proxy

Indicate here who you want to appoint as your proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative form" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy using this Proxy Form, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together in the same envelope.

STEP 2 Voting directions to your proxy

You can tell your proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Proxy Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign. **Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10:00am on Monday, 22 November 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

BY MAIL	Share Registry - Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia
BY FAX	+61 2 9290 9655
IN PERSON	Share Registry - Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Australian Premier Finance Holdings Limited PROXY FORM
Annual General Meeting

XXXXXX
XXXXXX
SUTHERLAND NSW 1499



S00020842059

STEP 1 - Appointment of proxy

I/We being a member/s of **Australian Premier Finance Holdings Limited** (the "Company") and entitled to attend and vote hereby appoint

☐ the Chairman of
the Meeting (mark
with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Australian Premier Finance Holdings Limited to be held at Whittens Lawyers, Suite 9, Level 5, 137 - 139 Bathurst Street, Sydney NSW 2000 on Monday, 22 November 2010 at 10:00am** and at any adjournment of that meeting, to act on my behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your proxy - please mark ☒ to indicate your directions

Ordinary Business	For	Against	Abstain*			For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Replacement of Related Party Loan by Issuing Redeemable Preference Shares to Adsett & Associates Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Wayne Adsett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Replacement of Related Party Loan by Issuing Redeemable Preference Shares to RAE Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Mr Mark Ellis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Replacement of Related Party Loan by Issuing Redeemable Preference Shares to Kenneth Douglas Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Mr Ken Allen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Replacement of Related Party Loan by Issuing Redeemable Preference Shares to Joan Amy Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Redeemable Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Replacement of Related Party Loan by Issuing Redeemable Preference Shares to Northview Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Replacement of Related Party Loan by Issuing Redeemable Preference Shares to MP Ellis Holdings Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chair intends to vote 100% of all open proxies FOR the resolution.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Step 3 - PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name.....

Contact Daytime Phone.....

Date / /