

Notice of Annual General Meeting

Gosnells Financial Services Limited
A.B.N. 11 095 764 533

To be held at 6.00pm on Tuesday 27th November 2012
at Gosnells Football & Sport Club
Cnr Terence & Walter Streets, Gosnells WA 6110

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2012.

2. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

Re-election of Director appointed since last Annual General Meeting

- (a) That **Lance Scott** be elected as a Director of the Company.
- (b) That **Jennifer Hayes** be elected as a Director of the Company.
- (c) That **Low yew-Loon** be elected as a Director of the Company.

Re-election of Director retiring by rotation

- (d) That **Lily Bahnam** be elected as a Director of the Company up until her date of resignation on 27th August 2012.
- (e) That **Michelle Lennox** be elected as a Director of the Company.
- (f) That **Michael Devereux** be elected as a Director of the Company.

3. Appointment of Auditor

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

That the appointment of **Macri Partners** as Auditor of the Company be approved.

I will now provide the Auditor an opportunity to answer written questions submitted to the Auditor before the Meeting under section 250PA of the Corporation Act.

[Auditor responds]

4. Remuneration Related Resolution

To consider, and if thought fit, pass the following resolution as an ordinary resolution.

That **the remuneration report** be adopted.

The company will disregard any votes cast (in any capacity) on item 4 by or on behalf of a member of key management personnel (which includes Directors) unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

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Remuneration Report

- (a) Remuneration of Branch Manager
- (b) Proposed remuneration of Directors:

This Annual General Meeting of Shareholders approves an annual amount of not more than \$100,000 to be administered by the Board for the remuneration of the non-salaried directors of the Company.

5. Implementation of Growth and Business Expansion Strategies

- (a) The Board seeks approval for the Company to change its name from Gosnells Financial Services to South Metropolitan Financial Services.
- (b) The Board advises for noting that it engaged the services of a Corporate Lawyer to draft a revised Constitution to reflect the current requirements of The Corporation Act. (The revised Constitution will be put to shareholders when discussions and negotiations with the franchisor are completed).
- (c) The Board seeks approval for the Company to raise such Capital by the issue of the new shares as is necessary to cover all expenses and operating costs to provide for the business development and expansion costs for the company within wider boundaries as described in the Chairman's Annual Report as circulated and attached.
- (d) The Board seeks approval for the Company to commence a process to provide an optional dividend reinvestment for shareholders.

6. Other Business

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

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Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate Shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The Company requires written evidence of a representative's appointment to be given to the Company before the meeting.

Voting restrictions

Key management personnel of the Company (and any closely related party of any such member) are excluded from voting on all resolutions that are directly or indirectly related to the remuneration of key management personnel and will not be able to vote your proxy on item 4 unless you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him or her to vote by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).

For the purposes of these voting restrictions:

- The 'key management personnel' for **Gosnells Financial Services Limited** are those persons having authority and responsibility for planning, directing and controlling the activities of the company, either directly or indirectly, including any director (whether executive or otherwise) of that company.
- A 'closely related party' of a member of the key management personnel for **Gosnells Financial Services Limited** includes a spouse or child, a child of the member's spouse, a dependent of the member or of the member's spouse, or anyone else who may be expected to influence the member (or be influenced by the member) in the member's dealings with the company.

Voting rights

Each shareholder is entitled to **one** vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at **6.00pm on Tuesday 27th November 2012**.

By order of the Board

Michael Devereux
Company Secretary
22nd October 2012

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda item 2. Election of Directors

The following information is provided about candidates for election to the Board.

Re-election of Director appointment since last Annual General Meeting

- (a) **Lance Scott** having been appointed by the Board since the last annual general meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (b) **Jennifer Hayes** having been appointed by the Board since the last annual general meeting, retires in accordance with the constitution of the Company, and being eligible, offers herself for election.
- (c) **Low yew-Loon** having been appointed by the Board since the last annual general meeting, retires in accordance with the constitution of the Company, and being eligible, offers himself for election.

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Re-election of Director retiring by rotation

(d) **Lily Bahnam** (resigned 27/08/2012) retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election for the period up to the date of her resignation.

(e) **Michelle Lennox** retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.

(f) **Michael Devereux** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **Macri Partners** as the Company's Auditor.

The Board has received **Macri Partners's** consent to act and written notice of **Macri Partners's** nomination as Auditor from a shareholder.

The appointment of **Macri Partners** requires approval of shareholders under the Corporations Act.

Agenda item 4. Remuneration Report be Adopted

Item 4 is an ordinary resolution to seek your approval for **remuneration report be adopted and the proposed remuneration of Directors to be approved.**