

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**San Remo District Financial Services Limited**  
**A.B.N 20 102 770 150**

**To be held at 7.30pm on 18<sup>th</sup> April 2017**  
**at Newhaven Yacht Club Seaview Street Newhaven.**

### **Ordinary Business**

1. NSX and Low Volume Market

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

That the Company de-list from the National Stock Exchange of Australia (NSX) and then apply to ASIC to operate a Low Volume Market (LVM)

### **Attending the meeting**

All shareholders may attend the Extraordinary 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.

*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 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 shareholders as at 5.00pm on 1<sup>st</sup> April 2017.

By order of the Board



**Leonie Gardiner**  
**Company Secretary**  
**March 2017**

# **NOTICE OF EXTRAORDINARY GENERAL MEETING**

## **Explanatory Notes**

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

## **Item 1. NSX and Low Volume Market**

The Company proposes to delist from the National Stock Exchange of Australia (NSX) so as to apply to the Australian Security & Investments Commission (ASIC) to operate a Low Volume Market as the preferred trading framework for shares for the Company. Ninety (90) days notice is required by the NSX. The Directors are of the opinion that the Low Volume Market provided by ASIC is an appropriate share trading framework for the Company's shareholders given the size and nature of the Company and its shareholder and shareholdings.

## Proxy form

**San Remo District Financial Services Limited**  
A.B.N. 20 102 770 150

All correspondence to:  
**San Remo District Financial Services Limited**  
PO BOX 101  
San Remo Vic 3925  
Enquiries 59 567177  
E-mail: [srdfs@waterfront.net.au](mailto:srdfs@waterfront.net.au)

Shareholder Name

Address

☐

Please mark this box with an 'X' if you have made any changes to your address details (see reverse)

### Appointment of proxy

I/We being a shareholder/s of **San Remo District Financial Services Limited** and entitled to attend and vote at the Extraordinary General Meeting to be held at Newhaven Yacht Club Seaview Street, Newhaven on 18<sup>th</sup> April, 2017 at 7.30pm, appoint

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The Chair of the meeting  
(please mark this box with an 'X')

OR

(Please write the name or position/office of the person or the name of the body corporate that you are appointing as proxy)

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions or, if the proxy is left open and to the extent permitted by law, to vote as the proxy chooses at the EGM and, if the meeting is adjourned, when the meeting has been reconvened for business.

**Chair to vote open proxies in favour:** I/We acknowledge that the Chair of the meeting intends to vote all available open proxies in favour of all items of business.

If you wish to direct your proxy how to vote, please mark your direction in the next section of this form.

### VOTING DIRECTIONS TO YOUR PROXY (Please mark with 'X' to indicate your directions)

Ordinary Business	Accept	Decline	Abstain*
Item 1. Proposal to delist from the NSX and then apply to ASIC to establish a Low Volume Market			

When completing this proxy form, please note that:

- you should indicate an 'X' in only one box for each for each item of business;
- if you mark the "abstain" box for an item of business, you are directing your proxy not to vote on that item, and
- abstentions will not be counted in calculating the required majority on a poll.

### SIGNING OF PROXY FORM

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

Individual or Shareholder 1	Shareholder 2	Shareholder 3

Sole Director and  
Sole Company Secretary

Director

Director / Company Secretary

# Proxy form

## HOW TO COMPLETE YOUR PROXY FORM

### 1. Appointment of Proxy – General Information

A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.

Shareholders should note that:

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a shareholder of San Remo District Financial Services Limited and
- a proxy may be an individual or a body corporate

If you wish to appoint the Chair of the meeting as your proxy, please mark the box with an 'X' to show this appointment. If you wish to appoint another individual as your proxy, please write the name of that person or the person's position or office.

If you wish to appoint a body corporate as your proxy, please write the body corporate's name.

If the appointed proxy (other than the Chair of the meeting) is not in attendance at the meeting, the Chair of the meeting will act as your proxy.

If you have not nominated a proxy, the Chair of the meeting will act as your proxy.

### 2. Your name and address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Please note, you cannot change ownership of your shares using this form.

### 3. Appointment of a proxy

A shareholder entitled to attend and vote at the meeting may appoint one proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### 4. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

### 5. Voting instructions

You are encouraged to direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. 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.

### 6. Signing of proxy form

A proxy appointment is only valid if the proxy form has been signed by the shareholder(s) making the appointment(s). The following rules apply in relation to the signing of proxy forms for joint holdings, proxy forms signed under power of attorney, and proxy forms signed by corporate shareholders:

#### *Individual*

If the holding is in one name, the individual shareholder must sign.

#### *Joint holding*

If you hold your shares jointly, all shareholders should sign the proxy form. A proxy form signed by the shareholder whose name appears first in the register, but not by the other joint holder(s), will also be accepted as valid.

#### *Power of Attorney*

If a proxy form is signed under a power of attorney, you must lodge the original or certified copy of the power of attorney with your proxy form, unless you have previously lodged one of these documents with the company.

*Corporate shareholders*

Proxy forms for corporate shareholders should be signed in accordance with your company's constitution or the *Corporations Act*. If a representative of the company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the meeting.

**Lodgement of your proxy form (related documents)**

A proxy appointment for the Extraordinary General Meeting to be held at 7.30pm at Newhaven Yacht Club on 18th April 2017. This proxy form (and any Power of Attorney under which it is signed) must be received by the company not later than 5.00pm on 13<sup>th</sup> April 2017 before the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

*Post or hand delivery*

To the company's registered office at 103a Marine Parade, San Remo Vic 3925 OR PO Box 101 San Remo Vic 3925

*Electronic lodgement*

Email to [srdfs@waterfront.net.au](mailto:srdfs@waterfront.net.au)