

# **Notice of Annual General Meeting**

Coolalinga & Districts Community Finance Limited  
A.B.N. 24 117 500 455

**To be held at Howard Hall, Howard Park, Whitewood Road, Howard Springs (next to Howard Springs Primary School)  
on 12 March 2007 at 5:30pm (6:00pm start)**

## **Ordinary Business**

### **1. Receipt of Annual Report**

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2006.

### **2. Election of directors**

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

- (a) That Ray Grimshaw be elected as a director of the Company.
- (b) That Robert Newman 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 David Hutchings of AFS & Associates Pty Ltd as auditor of the Company be approved.

### **4. Remuneration Report**

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

That the remuneration report be adopted.

## **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.

Coolalinga & Districts Community Finance Limited

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[Registered Office – Shop 8, 465 Stuart Highway, Coolalinga, NT, 0835]

*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.

*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.

## **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 [time] on [date].

By order of the board

Karen Relph  
Company Secretary  
12<sup>th</sup> February 2007

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

## **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.

- (a) Raymond Oak Grimshaw, having been appointed by the Board since issue of Prospectus be formally appointed as Director.
- (b) Robert Newman, having been appointed by the Board since issue of Prospectus be formally appointed as Director.

Raymond Oak Grimshaw is a Certified Public Accountant, Fellow of Institute of Chartered Accountants of Australia and Fellow of Taxation Institute of Australia. Ray was appointed to the Board on 14 August 2006.

Robert Newman has run his own business for 13 years, completed the Australian Institute of Company Directors course and was appointed to the Board on 16<sup>th</sup> November 2006. Robert has been part of the original steering committee for approx. 3 years and was previously an Associate Director.

### **Agenda item 3: Appointment of auditor**

Item 3 is an ordinary resolution to seek your approval for the appointment of David Hutchings of AFS & Associates as the Company's auditor.

The Board has received David Hutchings's consent to act and written notice of David Hutchings's nomination as auditor from a shareholder.

The appointment of David Hutchings requires approval of shareholders under the Corporations Act.

AFS & Associates are experienced in the community bank process, and currently audit a number of other community bank companies across Australia.

### **PARTNER PROFILE - DAVID HUTCHINGS**

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#### **Qualifications & Memberships**

Registered Company Auditor

Fellow of the Institute of Chartered Accountants

Registered Liquidator

Master of Arts (Economics/Churchill College Cambridge)

1st Lieutenant, Lockwood Brigade CFA, active volunteer Bendigo Fire Brigade (Integrated station)

#### **Career Overview**

1986 – 1996 Ernst & Young, Senior Manager

1997 – current AFS & Associates Pty Ltd, Partner

David is currently an independent member and Chairman of the audit committee for Swan Hill Rural City Council. He has extensive experience in the area of audit and corporate review and advice. He is a member of the CFA's Regional Planning Finance and Business Planning sub committee that makes recommendations on administrative services delivery, HR policy and practice, customer service standards and other relevant corporate issues for the Region.

David is currently one of Bendigo Bank Limited's approved panel for conducting and preparing feasibility reports into potential branches for its Community Bank program. Since August 1998, David has prepared 100 feasibility studies into the viability of establishing or replacing lost banking services in Australian communities and in total has assisted more than 150 communities in various stages of their work to introduce a community bank to their town or suburb.

He has conducted business planning and corporate governance reviews for a number of our major clients; he is the partner in charge of our work with Goulburn Murray Water, the North Central Catchment Management Authority, City of Ballarat, Loddon Shire, Bendigo Bank Limited, Bendigo Community Telco Limited and Sunraysia Rural Water Authority.

David Hutchings was seconded to Bendigo Bank, for three months during 2000, where he supported the Group Corporate Secretary and participated in the preparation of a high level risk document setting out the Bank's approach to Corporate Governance and the role of the Bank's Board of Directors. This document also scoped the roles of the various Board Committees including the extent of their delegations of authority and responsibilities.

David recently worked with the Bank to update this work following the release of the ASX's corporate governance principles and guideline (the "comply or explain regime").

David is partner responsible for the audit department of AFS overseeing approximately 100 clients including Goulburn Murray Water, City of Ballarat and the Castlebacon / KR Darling Downs Group.

#### **Agenda item 4: Remuneration report**

The Corporations Act requires a resolution that the remuneration report contained in the Company's annual report be adopted, be put to the vote. The resolution is advisory only and does not bind the directors of the Company.

# Proxy Form

## Coolalinga & Districts Community Finance Limited

ABN 24 117 500 455

Mark this box with an 'x' if you have made any changes to your address details (see reverse)



### All correspondence to:

Coolalinga & Districts Community Finance Limited  
P.O. Box 557, Virginia  
NT 0822 Australia  
Enquiries 08 8988 6334  
Facsimile 08 8983 1769

Bendigo Stock Exchange

P O Box 191  
Flinders Lane Vic 8009

(Sample only)

## Appointment of proxy

I/We being a member/s of Coolalinga & Districts Community Finance Limited and entitled to attend and vote appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at Howard Hall, Howard Park, Whitewood Road, Howard Springs on 12 March 2007 at 5.30pm for 6:00pm start and at any adjournment of that meeting.



the Chairman  
of the Meeting  
(mark with an 'x')

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

## Voting directions to your proxy – please mark



to indicate your directions

	For	Against	Abstain*
<b>Ordinary Business</b>			
Item 1. Receipt of Company financial report, directors' report and auditor's report year ended 30 June 2006			
Item 2. Election of Raymond Oak Grimshaw as Director of the Company			
Election of Robert Newman as Director of the Company			
Item 3. The appointment of David Hutchings of AFS & Associates Pty Ltd as Auditor of the Company be appointed			
Item 4. That the remuneration report be adopted			

\*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 vote will not be counted in working out the required majority on a poll.

## PLEASE SIGN HERE

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

Individual or Shareholder 1

Sole Director and

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Coolalinga & Districts Community Finance Limited  
A.B.N. 24 117 500 455

[Registered Office – Shop 8, 465 Stuart Highway, Coolalinga, NT, 0835]

**Sole Company Secretary**

Coolalinga & Districts Community Finance Limited  
A.B.N. 24 117 500 455  
[Registered Office – Shop 8, 465 Stuart Highway, Coolalinga, NT, 0835]

## How to complete the Proxy Form

### 1 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.**

### 2 Appointment of a proxy

A member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member of the Company. A proxy may be an individual or a company.

### 3 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.

### 4 Voting instructions

You may 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.

### 5 Signing instructions

The Proxy Form must be signed in the spaces provided.

*Individual:* If the holding is in one name, the holder must sign.

*Joint Holding:* If the holding is in more than one name, any one holder may sign.

*Power of Attorney:* To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the power of attorney to this form when you return it.

*Companies:* If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

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.

### Lodging instructions

This Proxy Form (and any power of attorney under which it is signed) must be received by the Company not later than [2 business days] before the meeting (ie by 4:30pm on 8<sup>th</sup> March 2007. 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.

- By post to PO Box 557, Virginia NT 0822 or hand delivery to the Company's registered office at Davis Norman Solicitors, Shop 8, 465 Stuart Highway, Coolalinga, NT 0835.
- By facsimile to 08 8983 1769.

*[Note: A board should consider whether to provide for electronic lodgement – see s250B(3) and regulation 2G.2.01(1). In the case of a BSX-listed company, see also s250BA]*