



## Annexure 2A Annexure 3B

### BSX Listing Rules

#### Issuance and/or Quotation of Additional Securities Application

#### References

Version 3, Operative 26/8/2005

Chapter 2, BSX Listing Rules

#### Instructions:

*An entity issuing new or additional securities and/or seeking quotation of securities must complete and return this annexure to BSX.*

*An entity applying for quotation of additional or new securities must also complete and return an Annexure 2B to BSX.*

*Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.*

*Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.*

Name of entity

ACN, ARBN or ARSN

|                                                  |             |
|--------------------------------------------------|-------------|
| HEIDELBERG DISTRICT COMMUNITY ENTERPRISE LIMITED | 095 312 744 |
|--------------------------------------------------|-------------|

#### Part 1 - All issues

|   |                                                                                                                                                                                                                                           |                   |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| 1 | Number of securities issued or to be issued                                                                                                                                                                                               | 1,200,000         |
| 2 | Class of securities issued or to be issued                                                                                                                                                                                                | ORDINARY          |
| 3 | Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion) | FULLY PAID        |
| 4 | Date of allotment of the additional securities                                                                                                                                                                                            | 22 September 2009 |

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|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                      |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| 5  | Dates of despatch of certificates                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 30 September 2009                                                                                    |
| 6  | Number of holders of the additional securities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 270                                                                                                  |
| 7  | Issue price of the additional securities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | \$1.00                                                                                               |
| 8  | Purpose of the issue. (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)                                                                                                                                                                                                                                                                                                                                                                   | Issued under Prospectus to raise capital to open a new Community Bank Branch at Heidelberg, Victoria |
| 9  | <p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do;</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment;</li> <li>the voting rights of the additional securities;</li> <li>the rights of the additional securities to participate in the new issues of securities.</li> </ul> | YES                                                                                                  |
| 10 | Number and class of all securities quoted on BSX (including the securities in clause 1 if they are to be quoted)                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 2,298,386                                                                                            |
| 11 | Number and class of all securities not quoted on BSX (including the securities in clause 1 if they are not to be quoted)                                                                                                                                                                                                                                                                                                                                                                                                                                                | NIL                                                                                                  |

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|    |                                                             |     |
|----|-------------------------------------------------------------|-----|
| 12 | ____ Executed restriction agreements (refer to Annexure 8A) | N/A |
| 13 | ____ Undertakings from a bank or recognised trustee.        | N/A |
|    |                                                             |     |

*Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.*

**Part 2 - Bonus issue or pro rata issue**

|    |                                                                                                      |     |
|----|------------------------------------------------------------------------------------------------------|-----|
| 14 | Is security holder approval required?                                                                | N/A |
| 15 | Is the issue renounceable or non-renounceable                                                        | N/A |
| 16 | Ratio in which the securities will be offered                                                        | N/A |
| 17 | Class of securities to which the offer relates                                                       | N/A |
| 18 | Record date to determine entitlements                                                                | N/A |
| 19 | Will holdings on different registers be aggregated for determining entitlements?                     | N/A |
| 20 | Policy for deciding entitlements in relation to fractions                                            | N/A |
| 21 | Names of countries in which the entity has security holders who will not be sent new issue documents | N/A |
| 22 | Closing date for the receipt of acceptances and renunciations                                        | N/A |
| 23 | Names of any underwriters                                                                            | N/A |
| 24 | Amount of any underwriting fee or commission                                                         | N/A |
| 25 | Names of any brokers to the issue                                                                    | N/A |

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|    |                                                                                                                                                             |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 26 | Fee or commission payable to the broker to the issue                                                                                                        | N/A |
| 27 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders                                          | N/A |
| 28 | If the issue is subject to security holders approval, the date of the meeting                                                                               | N/A |
| 29 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to person entitled                                         | N/A |
| 30 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 31 | Date rights trading will begin (if applicable)                                                                                                              | N/A |
| 32 | Date rights trading will end (if applicable)                                                                                                                | N/A |
| 33 | How do security holders sell their entitlements in full through a broker?                                                                                   | N/A |
| 34 | How do security holders sell part of their entitlements through a broker and accept for the balance?                                                        | N/A |
| 35 | How do security holders dispose of their entitlements (except by sale through a broker)?                                                                    | N/A |
| 36 | Despatch date                                                                                                                                               | N/A |

**Part 3 - Quotation of securities**

This part is to be completed only if this is an application to quote the securities

**Issuance and/or Quotation of Additional Securities Application**

37 Type of securities (Please tick)

37.1 ☐ Securities described in Part 1 (and Part 2 if applicable)

37.2 ☐ All other securities (e.g., restricted securities at the end of the escrow period, employee incentive share securities when restriction ends, securities issued on conversion or expiry of convertible securities)

**Quotation fees**

38 ☐ Cheque for fees.

**If 37.1 has been ticked**

**Additional Securities Forming a New Class of Securities**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

39 ☐ A specimen certificate/issuer sponsor holding statement

40 ☐ The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.

41 ☐ A distribution schedule of the additional securities setting out the number of holders in the categories:

1–1,000

1,001–5,000

5,001–10,000

10,001–100,000

100,001 and over

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42 \_\_\_\_\_ A copy of any trust deed for the additional securities.

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**If 37.2 has been ticked, please complete the following**

43 Class of securities for which quotation is sought

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44 Number of securities for which quotation is sought

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45 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

If the additional securities do not rank equally specify:

- the date from which they do
- the extent to which they participate for the next dividend (or distribution or interest payment)
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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46 Reason for the request for quotation of these securities now

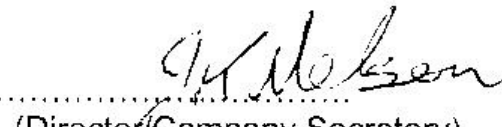
|  |
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|--|

47 Number and class of all securities listed on BSX (including those given in points 43 and 44 above)

| Number | Class |
|--------|-------|
|        |       |

Issuance and/or Quotation of Additional Securities Application

Signed:

  
.....  
(Director/Company Secretary)  
.....  
(Director/Company Secretary)

Print name:

NANCY CAPE

JOHN NELSON

Dated:

23/9/09