
Notice of Annual General Meeting

Heidelberg District Community Enterprise Limited

A.B.N. 62 095 312 744

To be held at 6.30 pm

on

Tuesday, November 8, 2011

At

Heidelberg Bowling Club

Stradbroke Avenue

Heidelberg, 3084

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 2011.

2. Election/Re-election of Directors

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

Russell Hutchins, Brian Simpson, and David Mayne offer themselves for re-election as directors of the Company.

3. Remuneration Report

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

That the Remuneration Report as contained in the Annual Report be adopted.

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) Russell Hutchins, Brian Simpson, and David Mayne retire by rotation and offer themselves for re-election as directors of the Company.
- (b)

Russell Hutchins

Appointed 20 April 2009. Russell is an Information Technology consultant and lives locally.

Brian Simpson

Appointed 20 April 2009. Brian is a retired bank executive and lives locally.

David Mayne

Appointed 20 April 2009. David is a Communications Consultant and lives locally

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.

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.

Postal address for return of Proxy Forms.

The Secretary

Heidelberg District Community Enterprise Ltd

233-235 Lower Heidelberg Road

East Ivanhoe, 3079

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 4.00 pm on October 14, 2011.

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.

By order of the board

John Nelson

Company Secretary

16/9/2011

HEIDELBERG DISTRICT COMMUNITY ENTERPRISE LTD

PROXY FORM

Lodgement of Proxy

A proxy form (and any Power of Attorney under which it was signed) must be lodged with the Company Secretary not later than 4.00 pm Friday, November 4, 2011. Any proxy form lodged after that time will be invalid.

Signature(s)

In the case of joint shareholders, holding of one share certificate, only one signature will be valid. If signing as an Attorney, then the Power of Attorney must have been noted on the share application.

Registered Name and Address

Securityholder Reference Number (SRN)

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Appointment of Proxy

I/We appoint
(Chairman or name of person you are appointing)

VOTE ON RESOLUTIONS

1. Item 2 – Election/Re-election of Directors

For a three (3) year term

Russell Hutchins
Brian Simpson
David Mayne

For/Against/Abstain
For/Against/Abstain
For/Against/Abstain

2. Item 3- Remuneration Report

For/Against/Abstain

Signature(s)