

NOTICE OF ANNUAL GENERAL MEETING

To be held at 7 pm on Wednesday 19th November 2008
in the

Children's Facility at the Aldinga Community Centre, Symonds Reserve, Stewart Avenue, Aldinga Beach

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, Directors' Report and the Auditor's Report for the year ended 30th June 2008

2. Election of Directors

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

- a) That Adam John Lucey be re-elected as a Director of the Company;
- b) That Anthony David Rowley Dutton be re-elected as a Director of the Company;
- c) That Peter John Smith be re-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 ACCRU* Harris Orchard as Auditor of the Company be approved.

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 the holder were solely entitled to the shares. If more than one joint holder is present (including the 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.

Voting Rights

Each shareholder is entitled to one vote.

For the purpose of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 7pm on 19th November 2008.

By order of the Board.

Narelle Looker
Company Secretary
15th October 2008

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

In accordance with the Constitution of Fleurieu Community Enterprises Limited:

- a) Mr Adam John Lucey retires by rotation and being eligible, offers himself for re-election;
First appointed on 15th December 2005. Vice-Chairman of the Board.
Chairman of AGM Organising Sub-committee and member of Business Planning and Business Development, Asset Management – Property and Equipment and Community Grants Program Sub-committees.
Director of multiple companies with interests in commercial property development, project management and construction. Also holds a builder's licence.
- b) Mr Anthony David Rowley Dutton retires by rotation and being eligible, offers himself for re-election;
First appointed on 15th December 2005. Treasurer.
Chairman of Financial Management and Audit Sub-committees.
Currently owner/operator local accounting and finance practice.
Former Finance Director, many years experience as a Public Accountant and consultant covering most sectors.
- c) Mr Peter John Smith retires by rotation and being eligible, offers himself for re-election
First appointed on 15th December 2005. Director
Chairman of Marketing and Promotion Sub-committee and member of the Financial Management Subcommittee.
Currently Centre Manager at Aldinga Central Shopping Centre for over 14 years during which time he has developed an extensive network of contacts in the area.

Agenda Item 3: Appointment of Auditor

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

The Board has received consent to act and written notice of ACCRU* Harris Orchard nomination as Auditor from a shareholder.

The appointment of ACCRU* Harris Orchard requires approval of shareholders under the Corporations Act.

Fleurieu Community Enterprises Ltd

APPOINTMENT OF PROXY

I/we, _____

of _____

Being a shareholder(s) of Fleurieu Community Enterprises Limited HEREBY APPOINT the person named below (*) or failing him/her (or in the absence of such nomination) the Chairman as my proxy for the meeting to be held on Wednesday 19th November 2008 in the Children's Facility at the Aldinga Community Centre, Symonds Reserve, Stewart Avenue, Aldinga Beach and at any adjournment thereof.

(*) _____

Signed _____

Dated this _____ day of _____ 2008.

Note: A shareholder who is entitled to attend and vote at the meeting, is entitled to appoint a Proxy to attend and vote instead of the shareholder.

Should you desire to direct your proxy how to vote on any resolution please insert ☒ in the appropriate box below. In the absence of a direction the proxy may vote at the proxy's discretion.

	For	Against
Agenda Item 1 Receipt of financial report	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 2		
Re-election of Director, Adam John Lucey	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Director, Anthony David Rowley Dutton	<input type="checkbox"/>	<input type="checkbox"/>
Re-election of Director, Peter John Smith	<input type="checkbox"/>	<input type="checkbox"/>
Agenda Item 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>

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

That the appointment of ACCRU* Harris Orchard as Auditor of the Company be approved.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Shareholder 1

Shareholder 2

Shareholder 3

How to complete the Proxy Form

Fleurieu Community Enterprises Limited ABN 72 116 550 157
Franchisee of Bendigo and Adelaide Bank Limited ABN 11 068 049 178 AFSL 237879
PO Box 447 Aldinga Beach SA 5173
Shop 32, Aldinga Central Shopping Centre, 1 Pridham Boulevard, Aldinga Beach SA 5173
Phone (08) 8557 8166 Fax (08) 8557 8177

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 be a member of the 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 businesses. 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 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.

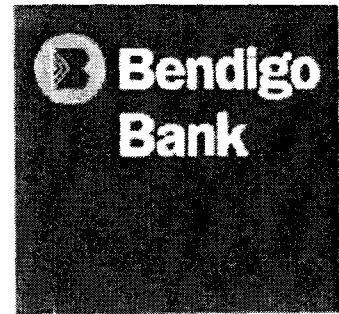
Companies: If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed jointly with either another Director or a Company Secretary. Please indicate the office held by signing 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 48 hours before the meeting (i.e. by 7pm on 17th November 2008). 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 or hand delivery to the Company's registered office at PO Box 447 Aldinga Beach SA 5173.
- By facsimile to (08) 8557 8177.



Preliminary Notice of Annual General Meeting Nomination of Directors

Dear Shareholder,

This is a preliminary notice that the Annual General Meeting of the Shareholders of Fleurieu Community Enterprises Limited will be held on the 19th November 2008.

The purpose of this notice is to enable you to nominate a person for election as a director.

A formal notice of meeting will be provided closer to the meeting, in accordance with the Constitution and Corporations Act.

Under our Company Constitution, not less than a third of the Directors must retire at each Annual General Meeting. These Directors can seek re-election.

If you would like to nominate a person for election as a director at the Annual General Meeting, the nomination must be received at the Registered Office of the Company not less than 30 business days and not more than 40 business days before the Annual General Meeting. Accordingly, nominations must be received between 24th September 2008 and 8th October 2008. A form for the nomination of a person for election is attached.

If you have any queries about nominating a person for election, please contact our Chairman George Apap on 0420 291 068.

Regards,

Narelle Looker
Company Secretary

Fleurieu Community Enterprises Limited ABN 72 116 550 157
Franchisee of Bendigo and Adelaide Bank Limited ABN 11 068 049 178 AFSL 237879
Shop 32, Aldinga Central Shopping Centre, 1 Princes Boulevard, Aldinga Beach SA 5173
Phone (08) 8557 8166 Fax (08) 8557 8177

Aldinga Beach Community Bank® Branch

Notice of nomination of person for election as Director

1. Nomination

I, _____ (full name), of
_____ (address)

state that I am a shareholder of Fleurieu Community Enterprises Limited, and
nominate the following person to stand for election as a Director of Fleurieu
Community Enterprises Limited at the Annual General Meeting on 19th November
2008.

_____ (full name), of
_____ (address)
_____ (signature of Shareholder) ____/____/____
_____ (date)

2. Consent

I, _____ (full name), of
_____ (address)

accept the nomination to stand for election as a director of Fleurieu Community
Enterprises Limited at the Annual General Meeting on 19th November 2008, consent
to act as a director of Fleurieu Community Enterprises Limited and confirm the
following information is correct and consent to its disclosure as set out below.

2.1 Information to be provided to Australian Securities and Investments Commission if elected

Given and family name: _____ as set out above

All former given and family names: _____

Date and place of birth: _____

*Residential
address:* _____

2.2 Information that may be included in Fleurieu Community Enterprises Limited notice of meeting

Skills and experience: _____

Qualifications: _____

_____ (signature of Nominee) ____/____/____
_____ (date)

This notice must be lodged at the Registered Office of Fleurieu Community Enterprises
Limited at Shop 32 Aldinga Central Shopping Centre, Aldinga Beach Road, Aldinga Beach SA
5173 no later than 30 working days before the Annual General Meeting, and no earlier than
40 working days before the Annual General Meeting.

The Annual General Meeting is to be held on 19th November 2008.

Notice to shareholders

Dear shareholder,

I wish to advise that the Federal Government recently amended the law to permit companies to provide their annual reports to shareholders through a website rather than in hard copy. As a result, Fleurieu Community enterprises Limited will be making our Annual Report available to shareholders through the Aldinga Beach **Community Bank**[®] Branch website from 2008.

Besides being able to improve upon our communication to shareholders, as a result of this method, we will also be able to reduce the amount of shareholders funds spent on printing and postage.

The Annual Report, including auditor's report and Director's report, will continue to be published in October. It can be viewed at www.bendigobank.com.au/aldinga_beach, under the **Community Bank**[®] Reports information section.

Shareholders may choose to receive the report either electronically or in hard copy free of charge.

If you wish to be sent a hard copy please complete your details below and return to PO Box 447 Aldinga Beach 5173

Narelle Looker
Company Secretary

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Please print all details

Name:

Postal Address:

.....

Post code:

Email address:

Phone: BH..... AH

Mobile