

Goodwood/Highgate Community Financial Services Limited

ACN 112 676 294

NOTICE OF ANNUAL GENERAL MEETING

The first Annual General Meeting of Shareholders of Goodwood/Highgate Community Financial Services Limited will be held at the Goodwood Community Centre, 32-34 Rosa Street, Goodwood on Friday 16th December 2005 at 7.00pm.

AGENDA

1. As this is the first Annual General Meeting of the company there are no previous minutes.

ORDINARY BUSINESS

2. **Chairman & Directors' Report**

The Chairman, Mr Kennedy Bridge, will present his report on the operations of the Company since incorporation and the Directors' Report

3. **Branch Manager's Report**

4. **Appointment of Auditor**

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

RSM Bird Cameron, who being eligible to act as Auditors for the Company in accordance with the Corporations Act, be appointed as Auditors for the Company.

5. **Director's Remuneration.**

Nil

6. **Ratification of Directors**

This being our Company's first Annual General Meeting, no rotation of directors is required and the appointment of the original directors, Mr Kennedy Bridge, Mr Ian Telfer, Mr Richard Thorne, Mrs Pamela Dale, Mr Pantaleo Amato, Mr Robert Barnden, Mr Leslie Birch, Mr Graham Pitman, Mrs Susan Strashko and Mrs Kathleen Truran, are to be ratified.

End of Agenda

By order of the board

Kennedy Bridge
CHAIRPERSON

Notes

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 appointed 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 5.00pm on 13th December 2005.

By order of the board

Kennedy Bridge
CHAIRPERSON

Agenda item 4: Appointment of auditor

Item 4 is an ordinary resolution to seek your approval for the appointment of RSM Bird Cameron as the Company's auditor, which requires approval of shareholders under the Corporations Act.

The Board has received a consent to act from Rob Miano of RSM Bird Cameron and written notice of the nomination as auditor from a shareholder.

RSM Bird Cameron are a well-established firm of Chartered Accountants and perform Audits for a number of Community Bank Companies throughout Australia. The firm has been involved with both the initial Feasibility Study and the Due Diligence process for Goodwood/Highgate Community Financial Services Ltd.

Agenda item 5: Ratification of Directors

Item 5 is the initial opportunity for Shareholders to ratify the appointment of the original Directors.

From next year, the Board shall commence the retirement of Directors on the basis of one third of the Board per year.

At the time of retirement, the retiring Directors are entitled to nominate for a further term of three years.