

Heathcote & District Financial Services Limited

A.B.N. 44 112 376 986

Notice of Annual General Meeting

The first Annual General Meeting of Shareholders of Heathcote & District Financial Services Limited will be held at the RSL Hall, High Street, Heathcote on 31st October, 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's Report

The Chairman, Mr John Sheridan, will present his report on the operations of the Company for the year ended 30 June 2005.

3. Adoption of Accounts

To receive and consider the financial statements and reports to the shareholder comprising:-

- a) The profit and loss accounts for the year ended 30 June 2005 and Balance Sheet of the Company as at 30 June 2005;
- b) The director's declaration and report by auditors for the financial year ended 30 June 2005; and
- c) The director's report for the financial year ended 30 June 2005.

4. Appointment of Auditors

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

AFS & Associates Pty Ltd, 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. Election 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 John Sheridan, Mr Greg Williams, Mrs Kathryn Gilmore, Mrs Penelope Wigg, Mr Barry Cail, Mr John Hill, Mr Colin Stobaus, Mr Keith Chambers, Mr Jeremy Davis and Mr Joseph Zurek, are to be ratified.

End of Agenda

By order of the board

Kathryn Gilmore
Director/Company Secretary
26th September 2005

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.

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 28th October, 2005.

By order of the board

Kathryn Gilmore
Director/Company Secretary
26th September 2005

Notes

Agenda item 4: Appointment of auditor

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

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

AFS & Associates are a well-established Bendigo Accounting and Auditing firm and perform Audits for a number of Community Bank Companies.

Agenda item 5: Election 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.

Proxy Form

Heathcote & District Financial Services Limited

ABN 44 112 376 986

All correspondence to
Heathcote & District Financial Services Limited
1 Shakespeare Street, Heathcote
Vic, 3523
Enquiries 54333754



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

Name/s _____

Address _____

Address _____

Town _____

Appointment of proxy

I/We being a member/s of Heathcote & District Financial Services 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 RSL Hall, Heathcote on 31st October at 7.00pm 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

Ordinary Business

Item 3. Adoption of Accounts

Item 4. Election of Auditor

Item 5. Ratification of Directors

| For | Against | Abstain* |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

*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
Sole Company Secretary**

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

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.

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 48 hours before the meeting (i.e. by 5pm on 28th October, 2005. 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 1 Shakespeare Street, Heathcote, 3523.