

# **Notice of Annual General Meeting**

Heathcote & District Financial Services Limited  
ABN 44 112 376 986

**To be held at 7.00pm on Monday 22 October 2007  
at Heathcote Guide Hall, High Street, Heathcote**

## **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 2007.

### **2. Election of directors**

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

- (a) That Caroline FitzGerald JAMES be elected as a director of the Company.
- (b) That Keith Macpherson CHAMBERS be elected as a director of the Company.
- (c) That Danielle Maree GILMORE be elected as a director of the Company.
- (c) That Joseph ZUREK be elected as a director of the Company.

### **Ratification of Director**

That the Board appointment of Gregory Ian Speirs, on 27 August 2007, as a director of the Company be ratified.

## **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 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 5pm on Thursday 18 October 2007.

By order of the board

Caroline F James  
Company Secretary  
21 September 2007

### **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) Caroline FitzGerald JAMES, having been appointed by the Board since the last annual general meeting, retires in accordance with the constitution of the Company, and being eligible, offers herself for election.
- (b) Keith Macpherson CHAMBERS retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Danielle Maree GILMORE retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (d) Joseph ZUREK retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

# Proxy Form

## Heathcote & District Financial Services Limited

ABN 44 112 376 986



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

### All correspondence to:

Heathcote & District Financial Services Limited  
PO Box 339  
Shop 2, 119 High Street  
Heathcote Vic 3523  
Enquiries 5433 2415  
Facsimile 5433 2263

Name/s .....

Address ..... PO Box : .....

Town ..... State ..... Postcode .....

## 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 Guide Hall, Heathcote on 22 October 2007 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 1. Receipt of financial report, directors' report and auditor's report

Item 2. Election of Director

Item 3. Election of three Directors by rotation

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

Shareholder 2

Shareholder 3

Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

Heathcote & District Financial Services Limited  
ABN 44 112 376 986  
Shop 2, 119 High Street, Heathcote Vic 3523

## How to complete the Proxy Form

### 1 Your name and address

The name and address on the label on the envelope is your name and address as it appears on the company's share register. If your mailing address is a Post Office Box or 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. A proxy may be an individual or a 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 2 business days before the meeting (ie by 5pm on Thursday 18 October 2007). 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 to PO Box 339, Heathcote Vic 3523 or hand delivery to the Company's registered office at Shop 2, 119 High Street, Heathcote Vic 3523
- By facsimile to 03 5433 2415