

HARBORD FINANCIAL SERVICES LIMITED
A.B.N. 25 097 282 525

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Harbord Financial Services Ltd will be held at 7.00pm on Monday, 30 November 2009 at the Harbord Bowling and Recreational Club Ltd, Bennett Street, Freshwater.

Ordinary Business:

1. To adopt the minutes of the 2008 Annual General Meeting held on 25 November 2008.
2. To receive and consider the Company's Financial Report, the Directors Report and Auditor's Report for the year ended 30 June 2009.
3. The Directors have declared a fully franked dividend to shareholders of 8 cents per share.
4. To consider, and if thought fit pass each of the following resolutions as ordinary resolutions:
 - (a) Retirement of Directors under Rule 62 of the Company's Constitution a third of the directors (3) retire by rotation and seek reappointment as Directors of the Company:
 - (1) That Darren Jones be elected as a Director,
 - (2) That Noela Roberts be elected as a Director, and
 - (3) That John Vaccaro be elected as a Director.
5. To consider, and if thought fit pass the following resolution as an ordinary resolution:

That the remuneration report for the year ended 30 June 2009 (set out in the Director's Report in the Annual Report) be adopted.
6. *To consider, and if thought fit pass the following resolution as an ordinary resolution:*

To accept the resignation of Raymond Patmore as the Company's Auditor and to appoint David Hutchings of Andrew Frewin Stewart to act as the Company's Auditor.
7. To consider and if thought fit pass the following resolution as a special resolution:

That Rule 9 (2B) is amended by inserting, at the end of the Rule:
"The Base Number is 374 (i.e. 416 x 90%)."
8. To transact any other business of which due notice has been given.

DATED this 21st day of October 2009

BY ORDER OF THE BOARD

Ian Greentree
Company Secretary

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 person of the joint shareholding is present (including by proxy), the joint holder whose name appears first in the share register may vote. The other joint shareholder can not vote.

Corporate Shareholders: A corporate shareholder must 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 Right:

Each shareholder is entitled to **one** vote. (regardless of the number of share held)

For the purpose of voting at the Meeting, shares will be taken to be held by the shareholders who are registered as members as at 5.00pm on 23 October 2009

By Order of the Board

Ian Greentree
Company Secretary
23 October 2009

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.

Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

Agenda Item 1

A copy of the minutes of the 2008 Annual General meeting is supplied with the notice of meeting. The Chairman will allow reasonable opportunity for shareholders at the meeting to ask questions relating to these minutes.

Agenda Item 2

Harbord Financial Services Limited's financial report and other items referred to in Item 2 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders at the meeting to ask questions about, or make comments on the management of the Company. The Chairman will also allow reasonable opportunity for shareholders at the meeting to ask the Auditor or the Auditors representative questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by Harbord Financial Services Limited in relation to

the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Agenda Item 3

The Directors have approved a fully franked dividend of 8 cents per share to be paid within 90 days of the AGM.

Agenda Item 4

The following information is provided about candidates for election to the Board.

- (a) Darren Jones retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for election.
- (b) Noela Roberts retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for election.
- (c) John Vaccaro retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for election.

The above three directors have been actively involved as directors of the Company. The Board recommends the re-appointment of these three directors.

Agenda Item 5

No Directors' remuneration has been paid as the positions are held on a voluntary basis. (as per the Directors' Report). Nevertheless the Corporations Act 2001 requires the Directors' Report to include a separate Remuneration Report and the business of the AGM to include a resolution for its approval as an advisory (i.e. non-binding) resolution.

Agenda Item 6

Raymond J Patmore has been the Company's Auditor since we began. Ray now wishes to retire as Auditor. The Board reviewed a number of applications for a new Auditor and have recommended and nominate that the Company appoint David Hutchings of Andrew Frewin & Stewart. The Board has received David Hutchings' consent to act and written notice of David Hutchings' nomination as auditor from a shareholder. David is a partner of Andrew Frewin & Stewart. David and his team in the Audit department of the firm have extensive experience of auditing Bendigo Community Bank companies across Australia. His experience in this area is highly considered by other Community Bank Directors. The fees for the Audit are expected to be about the same as Raymond J Patmore. We would like to thank Ray for his services since inception.

Agenda Item 7

At last years Annual General Meeting the Shareholders approved a new Constitution. When the notice of meeting and a copy of the new Constitution was sent to shareholders we did not know the total number of shareholders as at 5.00pm on 25 November 2008 (as this was in the future) and it was a requirement that it be the number of shareholders when the new Constitution was approved. In the Constitution supplied to shareholders Rule 9 (2B) had the words "*(insert actual number)*" at the end of the Rule. To provide certainty The Board seeks approval from the Shareholders to insert "*The Base Number is 374 (i.e. 416 x 90%)*" into the respective place in the Constitution.

Profiles of Directors standing for re-election

Darren Jones age 61

A local Harbord resident, attended Harbord Public School (class of '59). A carpenter and joiner by trade. Served the local community as a Shire Councillor for 25 years and elected Shire President/Mayor on 3 occasions. Past President Harbord Public School Parents and Citizens Association (P&C) and life member of P&C. Former Club Captain of South Curl Curl Surf Life Saving Club and awarded Life Member of South Curl Curl SLSC. Life Patron of Queenscliff Amateur Swimming Club. Played junior rugby league with Harbord United (Premiers) and Allambie Heights (Premiers) senior graded (2nd grade) football with MWARFC. Awarded Distinguished Service Member of Sydney Northern Beachers Surf Life Saving. Director of Harbord Financial Services Limited for the past 3 years

Noela Roberts age 58

Noela has lived in Harbord for over 36 years and assisted in the family electrical business during this time. She is married to Richard for 36 years and has 2 sons, Adam and Craig.

She has an Economics Degree from Sydney University and has worked in the accounting industry. She has a variety of sporting interests in the local area. Noela believes she makes a valued contribution to the Board especially providing a women's perspective as well as her community knowledge. Noela has been a Director of Harbord Financial Services Limited for the past 2 years.

John Vaccaro age 47

John Vaccaro joined HFS Limited Board in 2007, a key member of the Marketing sub-committee and a licensed Real Estate professional with 28 years industry experience. Employed at Richardson & Wrench Freshwater-Manly as their Licensee in Charge and is a local resident of Freshwater for the last 37 years. John is a Justice of the Peace and is actively involved and passionate about his local community. A past President of the P&F and a School Board member for St John the Baptist School Freshwater he has also served as a Vice Chairman for the Real Estate Institute of NSW Pittwater Division, which included sitting on the disciplinary and ethics committee for the Division during that time.

Proxy Form

Harbord Financial Services Limited

ABN 25 097 282 525

All Correspondence to:

The Company Secretary
Harbord Financial Services Ltd
C/- Bendigo Bank Limited
20 Albert Street
HARBORD NSW 2096

Enquires:

0412 877 800

iangmobile@hotmail.com

Mark in this Box an "X" if you have made any changes to your address details (see reverse)

☐**Appointment of proxy**

I/We being a member/s of Harbord Financial Services Limited and entitled to attend and vote appoint the person named below or, if no person is named below, the Chairmen 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 Harbord Bowling & Recreational Club Limited at 7.00pm on Monday 30 November 2009 and at any adjournment of that meeting.

In the relevant Box either mark with "X" or print the name of the person

☐

OR

The Chairman of the meeting

In the box above print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

Please refer to the next page for voting

Proxy Form (continued)

Voting directions to your proxy please place “X” in the relevant box to vote

Voting directions to your proxy Please mark ☒ to indicate your directions

	For	Against	Abstain*
<u>Ordinary Business</u>			
Item 2 Receipt of financial report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Directors			
(i) Re-election of Darren Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Re-election of Noela Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(iii) Re-election of John Vaccaro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Remuneration report			
That the remuneration report be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Ordinary Resolution Auditor			
Resignation of Raymond J Patmore and			
Appointment of David Hutchings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
as Company Auditor			
Item 7 Special Resolution Constitution			
Insert the Base number as 374 (416 x 90%)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
In Rule 9 (2B)			

* If you mark the Abstain box for a particular item, you are directing your proxy note 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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Please refer to the attached instructions on how to complete the Proxy Form

Harbord Financial Services Limited ABN 25 097 282 525
Registered Office 20 Albert Street, HARBORD NSW 2096

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. A proxy may be an individual or a company.

3 Identity of proxy

If you wish to appointment the Chairman of the Meeting as your proxy, mark the box with "X". If the person you wish to appoint is someone other than the Chairman of the Meeting please write the name of that person in the large box. 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 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 any item your vote on that item will be invalid.

5 Signing instructions

The Proxy Form must be signed in the spaces provided.

<i>Individual:</i>	If the shareholding is in one name, the holder must sign.
<i>Joint holding:</i>	If the shareholding is more than one name, any one holder may sign
<i>Power of Attorney:</i>	To sign under a 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 the completed form
<i>Companies:</i>	<p>If the shareholding is in the name of a company:</p> <p>If the company has a sole director who is also the sole company secretary, this form must be signed by that person.</p> <p>If the company (under section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a company secretary.</p> <p>Please indicate the office held and sign in the appropriate place.</p>

If a representative of the company is to attend the meeting, the appropriate "Certification of Appointment of the Corporate Representative" must be produced before the meeting to the Company.

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 by 5.00pm on [date] 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 had delivery to the Company's registered office at 20 Albert Street, Harbord NSW
By facsimile to fax number 02 9939 6844