

HEYFIELD & DISTRICT COMMUNITY FINANCIAL SERVICES LIMITED
(ACN 094 854 949)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Heyfield & District Community Financial Services Limited will be held at:

LOCATION: Heyfield Wetlands Centre, Traralgon - Maffra road, Heyfield

DATE: 26th October 2006

TIME: 7:30pm

Agenda

Ordinary Business

1 Receipt of Financial Statements and Report

To consider the Financial Statements and Reports of the Directors and Auditor of the Company for the year ended 30th June 2006.

2 Election of Directors

As the number of candidates offering themselves for election as directors does not exceed the number of vacancies on the Board, to consider and if thought fit, to pass each of the following resolutions as an ordinary resolution:

"That:

- (a) Alan Robert Broadbent be elected as a Director of the Company;
- (b) Michele Jacqueline Ripper and David Andrew Wadey be elected as Directors of the Company."

3 Appointment of Auditors

To confirm the appointment of Richmond Sinnott & Delahunty as auditors of the company for the year ended 30th June 2007.

4 Remuneration Report

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

"That the remuneration report be adopted".

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.

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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 the 27th September 2006.

By order of the Board

.....
KEITH BORTHWICK
Company Secretary

27th September 2006

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) Alan Robert Broadbent retires by rotation in accordance with the constitution of the company and being eligible offers himself for re-election.*
- (b) Michele Jacqueline Ripper and David Andrew Wadey retire in accordance with Rule 52(2) of the constitution of the company and being eligible offer themselves for re-election.*
- (c) Michael James Gahan and Keith Walter Vardy are both retiring by rotation in accordance with the constitution of the company but are not offering themselves for re-election.*

HEYFIELD & DISTRICT COMMUNITY FINANCIAL SERVICES LIMITED

(ACN 094 854 949)

Registered office - 132 Johnson Street, Maffra, 3860.

PROXY FORM

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

Name

Address

.....postcode.....

Appointment of Proxy

I/We being a member/s of Heyfield & District Community 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 **Heyfield Wetlands Centre, Traralgon - Maffra Road, Heyfield** on **Thursday 26th October 2006** at **7:30pm** 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

Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/we direct my/our proxy to vote as indicated below: *(please place a X in the appropriate box)*

Ordinary Business

		For	Against	Abstain
Resolution 1.	Receipt of financial report	[]	[]	[]
Resolution 2.	Election of Alan Robert Broadbent, Michele Jacqueline Ripper and David Andrew Wadey as Directors	[]	[]	[]
Resolution 3.	Re-appointment of Auditors	[]	[]	[]
Resolution 4.	Adoption of Remuneration Report	[]	[]	[]

NOTE: *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 shareholder 1

Shareholder 2

Shareholder 3

.....
Sole Director and
Sole Company Secretary

.....
Director

.....
Director/Company Secretary

How to complete the Proxy Form

1 Your Name and Address

Please fill in your name and address where provided. The name and address on the envelope in which this Proxy Form was delivered to you is your name and address as it appears on the Company's share register. If you have changed your postal address, please mark the box and enter your current address on the form. **Please note you cannot change ownership of your shares using this form.**

2 Appointment of 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 a certified copy of any Power of Attorney under which it is signed) must be received by the Company not later than 48 hours before the meeting (ie by 5:00pm on Tuesday 24th October 2006). 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 Adams & Pund Accountants, 132 Johnson Street, Maffra, 3860.
- By fax to 03 5147 3211