

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: 30th October 2008

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 2008.

2 Election of Directors

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

- (a) *That Alan Robert Broadbent be re-elected as a Director of the Company;*
- (b) *That Eric Stephen Underwood be re-elected as a Director of the Company;*
- (c) *That Michele Jacqueline Ripper be re-elected as a Director of the Company;*
- (d) *That Anthony Kevin Donahoe be elected as a Director of the Company;*

3 Appointment of Auditors

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

"That Richmond Sinnott and Delahunty be re-appointed as auditors of the company":

4 Remuneration Report

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

"That the remuneration report be adopted".

NOTICE OF ANNUAL GENERAL MEETING

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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 the 26th September 2008.

By order of the Board

.....
KEITH BORTHWICK
Company Secretary

26th September 2008

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, Eric Stephen Underwood and Michele Jacqueline Ripper retire by rotation in accordance with the constitution of the company and being eligible offer themselves for re-election.*
- (b) Anthony Kevin Donahoue has been nominated to be elected as a director and has indicated his willingness to stand for election. Anthony has had previous experience as a marketing manager in customer loyalty with Optus and a project director with Telstra. He is currently Secretary of the Heyfield Community Resource Centre Committee of Management.*

HEYFIELD & DISTRICT COMMUNITY FINANCIAL SERVICES LIMITED

(ACN 094 854 949)

Registered office – 170 Johnson Street, Maffra, 3860.

PROXY FORM

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

If the name and address section below is not completed, your proxy will be invalid.

Your Name

.....

Your 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 30th October 2008** at **7:30pm** and at any adjournment of that meeting.

[] the Chairman of the Meeting **OR**
(Mark with an 'X') 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, directors' report and auditors report	[]	[]	[]
Resolution 2.				
(a)	Re- election of Alan Robert Broadbent	[]	[]	[]
(b)	Re- election of Eric Stephen Underwood	[]	[]	[]
(c)	Re-election of Michele Jacqueline Ripper	[]	[]	[]
(d)	Election of Anthony Kevin Donahoe	[]	[]	[]
Resolution 3.	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 at the top of page 1. 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. If a name correction is required, please contact us.**

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 28th October 2008). 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, 170 Johnson Street, Maffra, 3860.
- By fax to 03 5147 3211