



## Listing Application

## Application for Admission to the BSX Official List

*Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.*

Heyfield & District Community Financial Services Limited	ABN 96 094 854 949
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## General

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7	General fax number	(03) 5148 2896
8	Fax number for confirmation of release of information to the BSX market	(03) 5148 3155
9	Address of principal security registry for each class of security	Bendigo Bank Share Register PO Box 480 Bendigo VIC 3552
10	Annual balance date	30 June

**Companies Only**

11	Name and title of chief executive officer/managing director.	Peter Burton – Branch Manager
12	Name and title of chairperson of directors.	Alan Broadbent OAM - Chairman
13	Name of all directors	Alan Broadbent OAM Keith Borthwick Michael Gahan David Graham Dean Stoddart Helen Hoppner Keith Vardy Eric Underwood
14	Duration of appointment of directors and details of any entitlement to participate in profits.	3 years as set out in the Constitution
15	Name and title of company secretary	Keith Borthwick – Company Secretary
16	Place of incorporation	Victoria
17	Date of incorporation	24 October 2000

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18	Legislation under which incorporated	The Corporations Law
19	Address of registered office	59 Temple Street, Heyfield Vic 3858
20	Month in which annual general meeting is usually held	November
21	Months in which dividends are usually paid (or are intended to be paid)	No dividends paid to date

22 - 33 are to be answered by Trusts only. Therefore these items have no relevance for this BSX Listing Application.

### About the Entity

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

34	___ Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements	Current Share Register attached
35	___ Prospectus, offer information statement or information memorandum relevant to the application	Information Memorandum
36	___ Cheque for listing and quotation fees	Attached
37	___ Type of securities register the entity will operate	Share Registry Office C/- Bendigo Bank Ltd P.O Box 480 Bendigo Vic 3552
38	___ Copies of any contracts referred to in the prospectus, offer information statement or information memorandum (including any underwriting agreement)	Franchise Agreement with Bendigo Bank (copy enclosed – confidential, referred to in the Information Memorandum)

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39	___ A certified copy of any restriction agreement entered into in relation to restricted securities	Nil
40	___ Where there are restricted securities, any undertaking issued by a bank or recognised trustee	Not Applicable
41	___ Certificate of incorporation (in the case of a company)	Copy attached to Company Constitution
42	___ Certificate of registration (in the case of a trust)	Not Applicable
43	___ Copy of entity's constitution	Attached
43A	___ Brief history of entity, or if applicable, the group	Refer Section 3 Information Memorandum

### About the Securities to be Quoted

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

44	___ Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	Information Memorandum (note waivers sought)
45	___ Voting rights of securities to be quoted	Information Memorandum and Constitution
46	___ Specimen certificate/holding statement of each class of securities to be quoted	Enclosed
47	___ Terms of securities to be quoted	Fully paid ordinary shares

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48	____ Statement setting out the names of the 20 largest holders in each class of securities to be quoted and the number and percentage of each class of securities held by those holders	See Share Register
49	____ Distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories: 1 - 1,000 1,001 – 5,000 5,001 – 10,000 10,001 – 100,000 100,001 and over	See Share Register
50	____ The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price	Forty three (43)
51	____ Terms of any debt securities and convertible debt securities	Not applicable
52	____ Trust deed for any debt securities and convertible debt securities	Not applicable
53	____ Trusts only – if the trust is not a registered managed investment scheme, ASIC exemption in relation to buy-back provisions	Not applicable

**All Entities with Assets not Readily Valued**

*Any entity that has acquired, or entered into an agreement to acquire, an asset that is not readily valued provide BSX with the following information*

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

54	<input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the applicant	Not applicable but note Information Memorandum – see Franchise Agreement as major transaction
55	<input type="checkbox"/> If the vendor was not the beneficial owner of the asset at the time of the acquisition, the name of the beneficial owner and the details of the relationship of the beneficial owners to the applicant	Not applicable
56	<input type="checkbox"/> The date the vendor acquired the asset	1 December 2000
57	<input type="checkbox"/> The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise	See Franchise Agreement
58	<input type="checkbox"/> The date the entity acquired the asset from the vendor, the consideration passing directly or indirectly to the vendor and whether the consideration has been provided in full by the applicant	See Franchise Agreement
59	<input type="checkbox"/> Full details of the asset, including any title particulars	See copy of Franchise Agreement

**About the Entity's Capital Structure**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

60	<input type="checkbox"/> A copy of the entity's register of members, if required by BSX	Attached – see Share Register
61	<input type="checkbox"/> A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years	Not applicable
62	<input type="checkbox"/> The terms of any employee incentive scheme	None
63	<input type="checkbox"/> The terms of any dividend or distribution plan	Not applicable
64	<input type="checkbox"/> The terms of any securities that will not be quoted	Not applicable
65	<input type="checkbox"/> The entity's issued capital (interests), showing separately each class of security, the amount paid up on each class, the issue price, the dividend (or distribution) and voting rights attaching to each class and the conversion terms (if applicable)	See Information Memorandum, Constitution, Share Register and Franchise Agreement
66	<input type="checkbox"/> The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)	Not applicable

67	___ The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)	Not applicable
68	___ The number of the entity's options to acquire unissued securities, showing the number outstanding	Not applicable
69	___ Details of any rights granted to any person, or to any class of persons, to participate in any issue of the entity's securities	Not applicable
70	___ If the entity has any child entities, a list of all child entities stating in each case the name, the nature of its business and the entity's holding in it.	Not applicable

### About the Entity's Financial Position

*Applicants relying on the profit test should complete items 71 to 76. Applicants relying on the assets test should complete items 77 to 82.*

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

### Profits Test

71	___ Evidence that the applicant is a going concern or the successor of a going concern	See Financial Statements
72	___ Evidence that the applicant has been in the same main business activity for the last 3 full financial years or details of how its business has changed and its aggregated profit for the last 3 full financial years	See Financial Statements contained in Annual Reports for 2002, 2003 & 2004



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73	___ Audited financial statements for the last 3 full financial years and audit reports	See Financial Statements contained in Annual Reports for 2002, 2003 & 2004
74	___ Last half yearly financial statement (if required) and audit report or review	See question 73
75	___ Pro forma balance sheet and review	See question 73
76	___ Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations	The directors confirm that the company has traded profitably since last reporting date and have an expectation based on the information available that this will continue. The directors are unaware of any circumstances likely to negatively impact on this assumption.

**Assets Test**

77	___ Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising or likely market capitalisation of at least \$1million at the time of admission	See Waiver requested
78	___ Evidence that there are commitments to spend at least half of the entity's cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	See Information Memorandum
79	___ A statement that there is enough working capital to carry out the entity's stated objectives (and a statement by an independent expert, if required by BSX)	Confirmed

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80	___ A statement that entity's business is developed to the point it is reasonably likely it will generate revenue from ordinary activities within 3 years of admission (and a statement by an independent expert, if required by BSX)	See Information Memorandum
81	___ Financial statements for the last 3 full financial years and audit report or review or a statement that not audited or not reviewed	Provided
82	___ Pro forma balance sheet and review	Provided

**Entity's Business Plan and Level of Operations**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

83	___ Details of the entity's existing and proposed activities and level of operations. State the main business	See Information Memorandum
84	___ Details of any issues of the entity's securities (in all classes) in the last three financial years. Indicate issues for consideration other than cash.	Refer Information Memorandum

**Information Memorandum Requirements**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

85	___ The signature of every director and proposed director of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director of the responsible entity or management company)	Refer Information Memorandum page 28
86	___ The date the information memorandum is signed	Refer Information Memorandum front page: dated 14 February 2005
87	___ Full particulars of the nature and extent of any interest now, or in the past 2 years, of every director or proposed director of the entity (in the case of a trust, the responsible entity or management company) in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Not applicable
88	___ If the interest was, or is, as a member or partner in another entity, the nature and extent of the interest of that other entity	Not applicable
89	___ Full particulars of the nature and extent of any interest of every expert in the promotion of the entity, or in the property acquired or proposed to be acquired by it	Refer Information Memorandum 7.8 Consents
90	___ A statement that BSX does not take responsibility for the contents of the information memorandum	Refer Information Memorandum front page (2 <sup>nd</sup> paragraph)

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91	____ A statement that the fact that BSX may admit the entity to its official list is not to be taken in any way as an indication of the merits of the entity	Refer Information Memorandum at 1.4
92	____ If the information memorandum includes a statement claiming to be made by an expert or based on a statement made by an expert, a statement that the expert has given, and has not withdrawn, consent to the issue of the information memorandum with the particular statement included in its form and context	Refer Information Memorandum 7.8 Consents
93	____ A statement that the entity has not raised any capital for the three months before the date of the issue of the information memorandum and will not need to raise any capital for 3 months after the date of issue of the information memorandum	Refer Information Memorandum at 1.3 page 1

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\_\_\_\_\_ A statement that a supplementary information memorandum will be issued if the entity becomes aware of any of the following between the issue of the information memorandum and the date the entity's securities are quoted or reinstated:

- a material statement in the information memorandum is false or misleading
- there is a material omission from the information memorandum
- there has been a significant change affecting a matter included in the information memorandum
- a significant new matter has arisen and it would have been required to be included in the information memorandum

Refer Information Memorandum at 1.5 page 2

95	<p>___ If there is a supplementary information memorandum it must include:</p> <ul style="list-style-type: none"> <li>• correction of any deficiency</li> <li>• details of any material omission, change or new matter</li> <li>• a prominent statement that it is a supplementary information memorandum</li> <li>• the signature of every director, or proposed director, of the applicant personally or by a person authorised in writing by the director (in the case of a trust, director or the responsible entity or management company)</li> <li>• the date the supplementary information memorandum is signed</li> </ul>	Not applicable
96	<p>___ Evidence that the supplementary information memorandum accompanied every copy of the information memorandum issued after the date of the supplementary information memorandum</p>	Not applicable
97	<p>___ Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum</p>	Not applicable

**Other Information**

*Tick the information or documents you are providing*

*Indicate where the information or document can be found? (eg, prospectus cross reference)*

98	<input type="checkbox"/> Details of any contracts entered into between the applicant and any of its directors (if a trust, the directors of the responsible entity or management company)	Disclosed in Information Memorandum
99	<input type="checkbox"/> A copy of every prospectus issued, and every information memorandum circulated, in the last five years	Attached – see copy of prospectus dated 4 December 2000
100	<input type="checkbox"/> Information not covered elsewhere and which, in terms of BSX listing rule 3.1, is likely to materially affect the price or value of the applicant's securities	Refer Prohibited Shareholder provisions in constitution and mentioned in Information memorandum

Signed: .....  
(Director/Company Secretary)                      (Director/Company Secretary)

Print name: .....

Dated: .....