



## 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.*

|                                                  |                 |
|--------------------------------------------------|-----------------|
| Hervey Bay & District Financial Services Limited | ACN 116 567 072 |
|--------------------------------------------------|-----------------|

## General

- Page 1 of 14

**Annexure 1A**  
**Listing Application**

|    |                                                                         |                                                               |
|----|-------------------------------------------------------------------------|---------------------------------------------------------------|
| 7  | General fax number                                                      | 07 ##92 3439                                                  |
| 8  | Fax number for confirmation of release of information to the BSX market | 07 3892 3439                                                  |
| 9  | Address of principal security registry for each class of security       | Bendigo Bank Share Registry<br>PO Box 480<br>Bendigo Vic 3552 |
| 10 | Annual balance date                                                     | 30 <sup>th</sup> June                                         |

**Companies Only**

|    |                                                                                                |                                                                                                                                                                                                                                                                  |
|----|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11 | Name and title of chief executive officer/managing director.                                   | 'TBA' – Branch Manager                                                                                                                                                                                                                                           |
| 12 | Name and title of chairperson of directors.                                                    | 'Rodney Mark Cullen' - Chairman                                                                                                                                                                                                                                  |
| 13 | Name of all directors                                                                          | Rodney Mark Cullen<br>Douglas Shayne Kuhn<br>Allan Robert Treuel<br>Robin St.John Farrington<br>Trevor Ian McDonald<br>Dawn Patricia Dwyer<br>Nina Jay Molina<br>Gregory Ronald Scott<br>Margaret Elizabeth Butler<br>Raymond John Forrest<br>Geoffrey Noel Rose |
| 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                                                            | Margaret Elizabeth Butler – Company Secretary                                                                                                                                                                                                                    |
| 16 | Place of incorporation                                                                         | Queensland                                                                                                                                                                                                                                                       |

**Annexure 1A**  
**Listing Application**

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|    |                                      |                                             |
|----|--------------------------------------|---------------------------------------------|
| 17 | Date of incorporation                | 7 October, 2005                             |
| 18 | Legislation under which incorporated | The Corporations Law                        |
| 19 | Address of registered office         | 23 Stephensen Street<br>Hervey Bay Qld 4655 |

## Annexure 1A Listing Application

|    |                                                                         |                         |
|----|-------------------------------------------------------------------------|-------------------------|
| 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) | Not applicable 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 | <input type="checkbox"/> Evidence of compliance with 20 cent minimum issue price or sale price and spread requirements | Refer current Share Register attached        |
| 35 | <input type="checkbox"/> Prospectus, offer information statement or prospectus relevant to the application             | Prospectus                                   |
| 36 | <input type="checkbox"/> Cheque for listing and quotation fees                                                         | Attached                                     |
| 37 | <input type="checkbox"/> Type of securities register the entity will operate                                           | Computerised system supplied by Bendigo Bank |

**Annexure 1A**  
**Listing Application**

|     |                                                                                                                                             |                                                                                                    |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| 38  | ___ Copies of any contracts referred to in the prospectus, offer information statement or prospectus (including any underwriting agreement) | Franchise Agreement with Bendigo Bank (copy enclosed – not for publication) and lease of premises. |
| 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 as request for no restricted securities                                             |
| 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                                                                                    | Community Bank branch (of Bendigo Bank)                                                            |

**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 | Refer prospectus (note waivers sought) |
| 45 | ___ Voting rights of securities to be quoted                                                        | Prospectus and Constitution            |
| 46 | ___ Specimen certificate/holding statement of each class of securities to be quoted                 | Enclosed                               |

**Annexure 1A**  
**Listing Application**

|    |                                                                                                                                                                                                                         |                    |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 47 | ___ Terms of securities to be quoted                                                                                                                                                                                    | Not applicable     |
| 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:<br>1 - 1,000<br>1,001 – 5,000<br>5,001 – 10,000<br>10,001 – 100,000<br>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                                                                                                    | See Share Register |
| 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)*

**Annexure 1A**  
**Listing Application**

|    |                                                                                                                                                                                                             |                                                                   |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
| 54 | ____ The name of the vendor and details of any relationship of the vendor with the applicant                                                                                                                | Not applicable but – see Franchise Agreement as major transaction |
| 55 | ____ 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 | ____ The date the vendor acquired the asset                                                                                                                                                                 | 16 March, 2006                                                    |
| 57 | ____ The method by which the vendor acquired the asset, including whether by agreement, exercise of option or otherwise                                                                                     | See Franchise Agreement                                           |
| 58 | ____ 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 | ____ Full details of the asset, including any title particulars                                                                                                                                             | See copy standard 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 | ____ A copy of the entity's register of members, if required by BSX                                             | Attached – see Share Register |
| 61 | ____ A copy of any court orders in relation to a reorganisation of the entity's capital in the last three years | Not applicable                |

**Annexure 1A**  
**Listing Application**

|    |                                                                                                                                                                                                                                                               |                                                                       |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 62 | ____ The terms of any employee incentive scheme                                                                                                                                                                                                               | Not applicable                                                        |
| 63 | ____ The terms of any dividend or distribution plan                                                                                                                                                                                                           | See Constitution and Franchise Agreement                              |
| 64 | ____ The terms of any securities that will not be quoted                                                                                                                                                                                                      | Not applicable                                                        |
| 65 | ____ 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 Prospectus, Constitution, Share Register and Franchise Agreement. |
| 66 | ____ 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                                                        |



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**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                                                                                                                                   | Not applicable |
| 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 | Not applicable |
| 73 | ___ Audited financial statements for the last 3 full financial years and audit reports                                                                                                                                   | Not applicable |
| 74 | ___ Last half yearly financial statement (if required) and audit report or review                                                                                                                                        | Not applicable |
| 75 | ___ Pro forma balance sheet and review                                                                                                                                                                                   | Not applicable |
| 76 | ___ Statement from all directors or all directors of the responsible entity or management company confirming profit from continuing operations                                                                           | See prospectus |

**Assets Test**

|    |                                                                                                    |                      |
|----|----------------------------------------------------------------------------------------------------|----------------------|
| 77 | ___ Evidence of net tangible assets of at least \$500,000 after deducting the costs of fundraising | See waiver requested |
|----|----------------------------------------------------------------------------------------------------|----------------------|

**Annexure 1A**  
**Listing Application**

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|    | or likely market capitalisation of at least \$1million at the time of admission                                                                                                                                                        |                    |
| 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)                | Not applicable     |
| 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)                                                                       | Not applicable     |
| 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) | Not applicable     |
| 81 | ____ Financial statements for the last 3 full financial years and audit report or review or a statement that not audited or not reviewed                                                                                               | See previous notes |
| 82 | ____ Pro forma balance sheet and review                                                                                                                                                                                                | See previous notes |

**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 the Prospectus |
|----|----------------------------------------------------------------------------------------------------------------|--------------------|

**Annexure 1A**  
**Listing Application**

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| 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. | Not applicable |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|

**Prospectus 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 prospectus |
| 86 | ____ The date the prospectus is signed                                                                                                                                                                                                                                                                               | 16 March, 2006   |
| 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 prospectus |

**Annexure 1A**  
**Listing Application**

|                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                |
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| <p>90      ____ A statement that BSX does not take responsibility for the contents of the prospectus</p>                                                                                                                                                                                                   | <p>Refer prospectus</p>                                                                                                                                                                                        |
| <p>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</p>                                                                                                                                | <p>Refer prospectus</p>                                                                                                                                                                                        |
| <p>92      ____ If the prospectus 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 prospectus with the particular statement included in its form and context</p> | <p>Refer prospectus</p>                                                                                                                                                                                        |
| <p>93      ____ A statement that the entity has not raised any capital for the three months before the date of the issue of the prospectus and will not need to raise any capital for 3 months after the date of issue of the prospectus</p>                                                               | <p>The entity has not raised any capital for the three months before the date of the issue of the prospectus and will not need to raise any capital for 3 months after the date of issue of the prospectus</p> |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 94 | <p>_____ A statement that a supplementary prospectus will be issued if the entity becomes aware of any of the following between the issue of the prospectus and the date the entity's securities are quoted or reinstated:</p> <ul style="list-style-type: none"> <li>• a material statement in the prospectus is false or misleading</li> <li>• there is a material omission from the prospectus</li> <li>• there has been a significant change affecting a matter included in the prospectus</li> <li>• a significant new matter has arisen and it would have been required to be included in the prospectus</li> </ul> | Agree          |
| 95 | <p>_____ If there is a supplementary prospectus 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 prospectus</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 prospectus is signed</li> </ul>                           | Not applicable |

**Annexure 1A**  
**Listing Application**

|    |                                                                                                                                                |                |
|----|------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 96 | ____ Evidence that the supplementary prospectus accompanied every copy of the prospectus issued after the date of the supplementary prospectus | Not applicable |
| 97 | ____ Evidence that the supplementary prospectus was sent to every person who was sent an prospectus                                            | 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  | ____ 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 the prospectus                                                          |
| 99  | ____ A copy of every prospectus issued, and every prospectus circulated, in the last five years                                                                       | Attached – see copy of prospectus dated '16/03/06'                                   |
| 100 | ____ 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 Prospectus. |

Signed: .....  
(Chairman) (Company Secretary)

Print name: Rodney Mark Cullen Margaret Elizabeth Butler

Dated: 16 March, 2006