

Chairman's Agenda Annual General Meeting Monday 19 November 2007

1. Welcome

CHAIRMAN: Good afternoon ladies and gentlemen. It is my pleasure to welcome you to the Annual General Meeting of Rosewood & District Financial Services Limited.

2. Chair

CHAIRMAN: My name is Clyde Nicoll, the Chairman of the Company. I would like to introduce to you those seated with me ...

Melissa McGeary (Company Secretary), Alan Price (Deputy Chairman), other Directors Kathleen Lenihan, Brian Nash, Kenneth Savage, Ivan Schindler, Jennifer Simmons & Stuart Ross . The Company's Treasurer, Eirys Heit is an apology today.

3. Quorum

CHAIRMAN: I confirm that a quorum is present and now declare the meeting open for business.

[Quorum: clause 37 (1) – ten shareholders]

4. Notice of meeting

CHAIRMAN: The notice of meeting was sent to all members in the mail. Can I take it that the notice convening this meeting be taken as read?...

Thank you.

[If someone objects, concede and the Company Secretary reads out the notice]

5. Minutes of previous Annual General Meeting

CHAIRMAN: The minutes of the previous General Meeting of members of Rosewood and District Financial Services Limited held on 20 November 2006, were approved by the Board and signed by the Chairman in accordance with the provisions of section 251A of the Corporations Act.

A copy of the minutes is available for inspection should any member wish to see the minutes.

6. Proxies

CHAIRMAN: I ask the Company Secretary to report to you on the matter of proxies.

COMPANY SECRETARY: I report that the number of valid proxy forms received at the registered office of the Company by 2.00 pm on 14 November 2007 was [number].

7. Annual report

CHAIRMAN: The first item of business is the consideration of the Company's Financial Report for the year ended 30 June 2007 and the Directors' Report and the Auditor's Report, which are now before the meeting.

Chairman's address

The Chairman delivers his prepared address.

Branch Manager's address

CHAIRMAN: I now invite the Branch Manager, Amy Clem, to address the meeting...

The Branch Manager delivers her prepared address.

Discussion

CHAIRMAN: The subject of the Company's Annual Financial Report is now open for discussion. If you wish to ask a question, would you please indicate this by raising your hand and wait until you are acknowledged. When asking your question, start your question by identifying yourself by name.

- Are there any questions or comments on the annual financial report or the reports of the directors and auditor?
- Are there any questions or comments on the management of the Company?
- Are there any questions to be put to the auditor relevant to any of the following?
 - the conduct of the audit
 - the preparation and content of the auditor's report
 - the accounting policies adopted by the Company in relation to the preparation of the financial statements
 - the independence of the auditor in relation to the conduct of the audit
- I will now provide the auditor an opportunity to answer written questions submitted to the auditor before the meeting under section 250PA of the Corporations Act.

Auditor responds

8. Election of Directors

CHAIRMAN: The next item of business is the election of Directors.

Re-election of Director appointed since last AGM

The first resolution concerns the election of Mrs Jennifer Eunice Simmons. Jennifer Simmons, a Director appointed by the Board since the last annual general meeting, retires in accordance with the Company's Constitution and being eligible, offers herself for election.

I now put the motion that Jennifer Eunice Simmons be elected as a Director of the Company.

Is there a seconder?

Is there any discussion?

If no discussion

Those in favour, please raise your hand...

Those against...

I declare the resolution carried.

Re-election of Director retiring by rotation

The next resolution concerns the election of Mr Alan Leslie Price. Alan Price, a Director, retires in accordance with the Company's Constitution, and being eligible, offers himself for election.

I now put the motion that Alan Leslie Price be elected as a Director of the Company.

Is there a seconder?

Is there any discussion?

If no discussion

Those in favour, please raise your hand...

Those against...

I declare the resolution carried.

The next resolution concerns the election of Mr Stuart Walton Bede Ross. Stuart Ross, a Director, retires in accordance with the Company's Constitution, and being eligible, offers himself for election.

I now put the motion that Stuart Walton Bede Ross be elected as a Director of the Company.

Is there a seconder?

Is there any discussion?

If no discussion

Those in favour, please raise your hand...

Those against...

I declare the resolution carried.

The next resolution concerns the election of Mr Ivan Aubrey Schindler. Ivan Schindler, a Director, retires in accordance with the Company's Constitution, and being eligible, offers himself for election.

I now put the motion that Ivan Aubrey Schindler be elected as a Director of the Company.

Is there a seconder?

Is there any discussion?

If no discussion

Those in favour, please raise your hand...

Those against...

I declare the resolution carried.

9. Remuneration report

CHAIRMAN: The next item of business is the adoption of the Remuneration report.

I now put the motion that the remuneration report be adopted by the meeting.

Is there a seconder?

I will now provide an opportunity for members to ask questions about, or make comments on, the Remuneration report.

If no discussion

Those in favour, please raise your hand....

Those against.....

I declare the resolution carried.

10. Guest Speaker

I would like to introduce Paul O'Keeffe, Regional Manager-South West Queensland, who will provide you with an update on the progress of the network from a national perspective and highlight achievements.

11. Close of meeting

CHAIRMAN: That concludes the business of the meeting and I now close the meeting.

Light refreshments are now available. Thank you for your attendance.

Poll procedure – election of directors

- **Directions by Chairman**

CHAIRMAN: I now call that a poll be held.

The Company's auditor, [name], will conduct the poll as Returning Officer. I still retain the right to make all final decisions on who may vote, the votes cast, and the declaration of the results of the poll.

Whether a nominee is elected will in the first instance depend on whether at least 50% of the votes cast are in favour of the election of the nominee. In the second instance, if there still remain more nominees with at least 50% of the votes cast than positions vacant, whether a nominee is elected will be determined by the number of votes cast in favour of the nominee. As there are [insert number] vacancies, the [insert number] nominees with the most votes will be elected.

I ask the Company Secretary, [name], to announce the directions, on my behalf in relation to the conduct of the poll.

- **Directions by company secretary**

COMPANY SECRETARY: Poll papers will now be distributed.

Please note that if a member appoints a proxy, and then the member attends this meeting in person, the attendance of the member suspends the right of that member's proxy to vote on behalf of the member.

Once the poll papers have been distributed I will announce on behalf of the Chairman some directions as to how the poll papers should be completed.

After those present entitled to vote have the poll papers, the Company Secretary gives directions as to the poll:

With the exception of the Chairman, there is no requirement for a shareholder present, a corporate representative or proxy to vote on the poll.

If, however, a proxy chooses to vote on this poll, they must vote as directed in the proxy forms appointing them. The Company has a record of those directions.

The poll paper must be completed in full. This is resolution [number] and you should write [number] on the poll paper where indicated. You must indicate your vote by placing an "X" in the appropriate box.

Lastly, you should sign the poll paper.

If there are any questions as to the directions given, please do not hesitate to ask and I will give further directions.

Would you now please complete the poll papers.

After completion of papers:

Please remain seated and the Returning Officer will collect the completed poll papers from you.

- **Closure of poll**

After those present have had sufficient time to complete the poll papers and the Returning Officer has reported to the Chairman that apparently all who wish to vote in the poll have handed in their poll papers:

CHAIRMAN: I believe that those persons who wish to vote in the poll have now done so. If there is anyone present who has not yet had their completed poll paper collected from them by the Returning Officer, would you please raise your hand...

If none, proceed...

CHAIRMAN: I now declare the poll closed.

- **To proceed with other business pending result of poll (optional)**

CHAIRMAN: Ladies and gentlemen, while we wait for the Returning Officer to count the votes on the poll, I think it is appropriate that the meeting move on to the next item of notified business. When the Returning Officer has the result of the poll, I will report it to you.

Turning now to the next item of notified business...

- **Poll result – declaration by chairman**

CHAIRMAN: The Returning officer has made out his/her report in respect of the poll on the following resolutions for the election of directors.

- The election of [nominee 1], and I declare the resolution carried/lost.

There were ## votes cast on the poll and # % were in favour of the resolution.

- The election of [nominee 2], and I declare the resolution carried/lost.

There were ## votes cast on the poll and # % were in favour of the resolution.

- The election of [nominee 3], and I declare the resolution carried/lost. ##

There were ## votes cast on the poll and # % were in favour of the resolution.

