

22 September 2008

<Title> <First Name> <Surname>  
<ADDRESS 1>  
<ADDRESS 2>  
<ADDRESS 3>  
<SUBURB> < STATE> < POSTCODE>

Dear <Title> <Surname>

Re: **Rye & District Community Financial Services Ltd - Annual General Meeting**

Please find enclosed a Notice of Annual General Meeting for your company, Rye & District Community Financial Services Limited, together with associated correspondence necessary for the conduct of the meeting.

This year's meeting will be held at 6.30pm for 7.00pm on Wednesday 29<sup>th</sup> October 2008 at the Rye Community Hall, Napier Street, Rye and I extend a warm invitation for you to attend.

Annual General Meetings are events on the corporate calendar whereby shareholders can learn, first hand, of the performance of the company and seek explanations from directors, the company auditor and the company accountant on matters that may require clarification.

To assist in this regard, your directors have included a 'Question on Notice' form for you to use should you wish to raise an issue with the directors, the company auditor or its accountants, for response at the Annual General Meeting. I would encourage you to take advantage of this opportunity.

Naturally, questions may still be asked of your directors, the company auditor and the company accountants from the floor at the Annual General Meeting.

#### **Distribution of the 2008 Annual Report**

The Corporations Act 2001 was recently amended to allow companies to distribute their Annual Reports via electronic means (via email). Your board recently offered shareholders the opportunity of receiving the **2008 Annual Report** via the internet or via email rather than by printed copy.

This year's Annual Report may be viewed via the internet by accessing the following URL address:

[www.bendigobank.com.au/community\\_bank/our\\_community\\_banks.asp](http://www.bendigobank.com.au/community_bank/our_community_banks.asp)  
under "**Rye**".

Shareholders who have elected to receive a hard copy of the 2008 Annual Report can expect to receive their copy within the next few days.

Those shareholders who elected to receive their copy of the 2008 Annual Report via email will also receive their copy within the next few days.

Spare printed copies of the 2008 Annual Report may be collected from either the Rye or Dromana branch of our Community Bank® should shareholders so require.

On behalf of your directors, I look forward to welcoming you to this year's Annual General meeting on 29<sup>th</sup> October 2008.

Yours sincerely,

A handwritten signature in blue ink, consisting of a series of loops and a trailing horizontal line.

**Peter Van Duren**  
Chairman

**Notice of Annual General Meeting**  
Rye & District Community Financial Services Limited  
A.B.N. 67 095 766 895

**To be held at 6.30pm for 7.00pm on Wednesday 29<sup>th</sup> October 2008  
at Rye Civic Hall, Napier Street, Rye**

**Ordinary Business**

**1. Receipt of Annual Report**

To receive the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 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 Eileen Naylor who retires by rotation and offers herself for re-election, be elected as a director of the Company.
- (b) That Shane McCarthy who retires by rotation and offers himself for re-election, be elected as a director of the company
- (c) That Trevor Lloyd who retires by rotation and offers himself for re-election, be elected as a director of the Company.
- (d) That Gary Cain who offers himself for election to the board and being eligible to stand, be elected as a director of the company

**Special Business**

**3. Remuneration report**

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

That the remuneration report be adopted.

**4. General Business**

**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 Monday 27th October 2008.

By order of the board

**Eileen Naylor**

Company Secretary

22 September 2008

A proxy form accompanies this Notice of Meeting. A member entitled to attend and vote at this meeting is entitled to appoint a proxy. The proxy need not be a member of the Company.

## **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) Eileen Naylor retires by rotation in accordance with the constitution of the Company, and being eligible, offers herself for re-election.
- (b) Shane McCarthy retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Trevor Lloyd retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (d) Gary Cain, has been nominated to stand as a director of the company in accordance, with section 62(5) of the company's constitution and, being eligible, offers himself for election to the board.

Mr Cain is a Certified Practicing Accountant in his own practice operating in Rosebud.

He has been a Public Accountant for the past 27 years and a Company Accountant for the past 6 years.

Mr Cain has been involved in many community organisations on the Southern Peninsula over many years and is currently the President of the Rosebud Football Club

### **Agenda Item 3: Remuneration Report**

The Corporations Act requires a resolution that the remuneration report contained in the Company's annual report [and concise report] be adopted, be put to the vote. The resolution is advisory only and does not bind the directors of the Company.

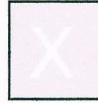
# Proxy Form

**Rye & District Community Financial Services Limited**  
ABN 67 095 766 895

**All correspondence to:**  
Rye & District Community Financial Services Limited  
PO Box 301  
RYE VIC 3941 Australia  
Enquiries 03 5985 9755  
Facsimile 03 5985 9299

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

SAMPLE MEMBER  
ADDRESS  
ADDRESS  
ADDRESS  
SAMPLETOWN STATE POSTCODE



## Appointment of proxy

I/We being a member/s of Rye & 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 Rye Civic Hall, Napier Street, Rye on 29<sup>th</sup> October 2008 at 6.30pm 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.

## Voting directions to your proxy – please mark

**X**

to indicate your directions

### Ordinary Business

For      Against      Abstain\*

Item 1.      Receipt of financial report, directors' report and auditor's report

Item 2.      Re-election of      Eileen **NAYLOR**

Re-election of      Shane **McCARTHY**

Re-election of      Trevor **LLOYD**

Election of      Gary **CAIN**

### Special Business

Item 3.      Receipt of Remuneration Report

\*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 or 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

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

### 2 Appointment of a 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. A proxy may be an individual or a 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 any power of attorney under which it is signed) must be received by the Company not later than 2 business days before the meeting (ie by 7.00pm on Monday 27<sup>th</sup> 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 2349 Point Nepean Road, Rye, VIC 3941
- By facsimile to 03 5985 9299.

## Rye & District Community Financial Services Limited

ABN 67 095 766 895

## Annual General Meeting

**To be held at 6.30pm for 7.00pm on Wednesday 29<sup>th</sup> October 2008  
at Rye Community Hall, Napier Street, Rye**

## Question on Notice

for

- a) **Auditor** and/or  
b) **Accountant** and/or  
c) **Directors** (delete as necessary)

This image shows a single sheet of white paper with horizontal blue ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper has a slightly textured appearance and is set against a dark background.

**(NB: Questions may still be asked from the floor at the Annual General Meeting)**

Signed: \_\_\_\_\_

Date: October 2008

### *Lodging instructions*

This Question Form must be received by the Company not later than 2 business days before the meeting (ie by 7.00pm on Monday 27<sup>th</sup> October 2008). Any Question 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 2349 Point Nepean Road, Rye, VIC 3941
- By facsimile to 03 5985 9299.