



## FACSIMILE TRANSMITTAL SHEET

TO:	George Wyatt	FROM:	Robert Payne
COMPANY:	Bendigo Stock Exchange Company Announcements Office	DATE:	15 OCTOBER 2003
FAX NUMBER:	03 5444 0033	TOTAL NO. OF PAGES INCLUDING COVER:	5
PHONE NUMBER:	03 5444 0055	SENDER'S REFERENCE NUMBER:	
RE:	Notice of Annual General Meeting Cover note	YOUR REFERENCE NUMBER:	

☐ URGENT    ☒ FOR REVIEW    ☐ PLEASE COMMENT    ☐ PLEASE REPLY    ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Please find enclosed the Notice of Annual General Meeting SDF

Yours Sincerely

Robert Payne  
Chief Executive Officer

Suite 712, 530 Little Collins Street, Melbourne, Victoria, 3000  
Tel: +61 3 8686 5600, Fax: +61 3 8686 5601  
A.C.N. 093 639 064

E mail: [robertp@statedevelopmentfund.com](mailto:robertp@statedevelopmentfund.com)  
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**State Development Fund Limited****NOTICE OF ANNUAL GENERAL MEETING**

This document constitutes the Notice of Annual General Meeting of  
State Development Fund Limited.

**NOTICE IS HEREBY GIVEN**

That the Annual General Meeting of the shareholders of  
State Development Fund Limited  
Will be held at its offices Suite 712, 530 Little Collins Street  
Melbourne, Victoria on Monday, 10 November 2003, at 11.00am.

**Ordinary Business**

- To receive, consider and adopt the 30 June 2003 Reports
- To re-elect Mr John Nissen as a director of the Company
- To re-elect Sir Laurence Muir as a director of the Company
- To seek approval for the placement on or after 6 October 2003 of 4,000,000 ordinary SDF shares at 25 cents per share.
- To seek approval for the subsequent placement of 8,000,000 ordinary SDF shares at 25 cents per share.
- To re-elect PKF as auditors of the Company

The formal resolutions are set in this document

**THIS IS AN IMPORTANT DOCUMENT. PLEASE READ CAREFULLY**  
If you are in any doubt how to deal with this document please consult  
your financial or other professional advisor immediately

**State Development Fund Limited****BUSINESS OF THE ANNUAL GENERAL MEETING****ORDINARY BUSINESS****1. Financial Statements and Reports**

To receive, consider and adopt the Annual Financial Report, Directors' Report and Auditors Report for the year ended 30 June 2003.

**2. Re-election of Mr John Nissen as a director of the Company**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:  
"To re-elect Mr John Nissen, who retires by rotation in accordance with the company's Constitution, and being eligible for re-election, offers himself for re-election."

Information about Mr Nissen is set out in the Company's 2003 Annual Report

**3. Re-election of Sir Laurence MacDonald Muir as a director of the Company**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:  
"To re-elect Mr John Nissen, who retires by rotation in accordance with the company's Constitution, and being eligible for re-election, offers himself for re-election."

Information about Sir Laurence Muir is set out in the Company's 2003 Annual Report

**4. To seek approval for the placement on or after 6 October 2003 of 4,000,000 ordinary SDF shares at 25 cents per share.**

To receive, consider and adopt the approval of shareholders for the placement on or after 6 October 2003 of 4,000,000 ordinary SDF shares at 25 cents per share.

**5. To seek approval for the subsequent placement of 8,000,000 ordinary SDF shares at 25 cents per share.**

To receive, consider and adopt the approval of shareholders for the subsequent placement of 8,000,000 ordinary SDF shares at 25 cents per share.

**6. Re-election of PKF as Auditors of the company**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:  
"To re-elect Auditors PKF (Level 11, CGU Towers, 485 La Trobe Street, Melbourne, VIC, 3000) as Auditors to State Development Fund Limited.

**State Development Fund Limited****PROXY VOTES**

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- 1 A Shareholder entitled to attend and cast a single vote at the meeting is entitled to appoint one proxy. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the members' votes each proxy may exercise, each proxy may exercise half of the votes.
- 2 A proxy need not be a shareholder of the company.
- 3 Proxies given by companies must be executed under seal or under the hand of a duly authorised officer.
- 4 To be effective, a form appointing a proxy and the power of attorney (if any) under which it is signed or an attested copy thereof must be delivered to Computershare Investor Services Pty Ltd, Level 12, 565 Bourke Street, Melbourne, Victoria not later than Thursday 6 October 2003., or GPO Box 242 Melbourne Vic 3001 or by Facsimile (03) 9473 2555.
- 5 For the convenience of members a Proxy Form is enclosed with this notice of Annual General Meeting

**By Order of the Board**

**LM Muir**  
**Chairman and Director**  
**30 September 2003**

# State Development Fund Limited

I/We  
of \_\_\_\_\_

Important  
Please Read

hold shares in State Development Fund Limited A C N 093 639 064  
('The Company') and do hereby appoint the following person(s), (or failing the  
attendance of such person(s), or if no person is designated, the Chairman), as  
my / our proxy / proxies:

A: Name  
Of \_\_\_\_\_

or

B: Name  
Of \_\_\_\_\_

Name  
Of \_\_\_\_\_

To exercise \_\_\_\_\_ % of my voting rights; and

To exercise \_\_\_\_\_ % of my voting rights; and

To vote and act for me /us on my/our behalf at the Annual General Meeting of the  
Company to be held at Monday, 10 November 2003, at 11.00am, and at any adjournment  
thereof.

## Direction to Proxy (Optional)

Mark either box if you wish to direct the proxy how to vote. If no mark is made, the proxy may vote on the  
Resolution or abstain from voting as the proxy thinks fit. If you appoint two proxies and wish them to vote  
differently, this should be specified.

## Items of Business (as per notice of meeting) For

Against

Abstain

To adopt the financial Reports \_\_\_\_\_

Re-election of Mr John Nissen as a director \_\_\_\_\_

Re-election of LM Muir as a director \_\_\_\_\_

Approval for the placement 4M SDF shares \_\_\_\_\_

Approval for the placement 8M SDF shares \_\_\_\_\_

Re-election of PKF as Auditors \_\_\_\_\_

Signature (Important: Please Read Footnotes 2,3 and 4)

Individual/Sole Director/Sole Company Secretary \_\_\_\_\_ Witness \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

1. A member entitled to attend and vote is entitled to  
Appoint not more than two proxies. Where more than  
One proxy is appointed and that appointment does not  
Specify the proportion or number of the member's  
Voting Rights, each proxy may exercise half the votes.  
A proxy Need not be a member

2. If signed under the power of an attorney, please  
forward the power of attorney for noting  
(unless already noted)

3. If signed by an executor/executrix of a deceased  
member, please forward probate or letters of  
administration for noting (unless already noted).

4. Where there are joint registered holders of any  
shareholding, only one such registered joint  
holder need sign the proxy form.

5. To be effective, proxy forms, duly completed,  
be received not less than 48 hours before the  
time for holding the meeting. Please direct  
proxy forms to the company's Share Register  
Computershare Investor Services Pty Ltd  
Level 12, 565 Bourke Street, Melbourne  
Vic 3000

LM Muir

Chairman and Director

Suite 712, 530 Little Collins Street, Melbourne, Victoria, 3000  
Tel: +61 3 8686 5600, Fax: +61 3 8686 5601  
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