

9th October 2007.

**COMPANY ANNOUNCEMENT
FOR IMMEDIATE RELEASE TO THE BSX MARKET**

The following announcement is from the board of directors of the Bellarine Peninsula Community Branch Ltd.

Market Announcement: Notice of Meeting & Proxy

Please find attached the Notice of Meeting and Proxy form for our Annual General Meeting which will be held on the 14th of November 2007, at the St Andrews Church Hall, Newcombe St, Portarlington at 7.30pm.

By order of the Board,



Karen Woodhart.
Company Secretary,

NOTICE OF ANNUAL GENERAL MEETING
Bellarine Peninsula Community Branch Limited
ABN 33089 107 657

To be held at 7.30pm on November 14th, 2007
At St Andrews Church Hall, Newcombe Street, Portarlington

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Directors' Reports and the Auditor's Report for the year ended 30th June 2006.

2. Election of Directors

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

- (a) That Justine Finlay be elected as a director of the Company.
- (b) That Russell Enders be elected as a director of the Company.
- (c) That Gary Irving be elected as a director of the Company.
- (d) That Stephen Wight be elected as a director of the Company.

3. Appointment of Auditor

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

That the appointment of LBW Chartered Accountants as auditor of the Company be approved.

4. Remuneration Report

The following additional resolution is required.

No Directors remuneration has been paid as the positions are held on a voluntary basis. (As per Directors Report)

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

That the remuneration report be adopted.

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 appointment 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 5pm on 24th October, 2007.

At the completion of the meeting the successful applicants of the grants from the Bellarine Peninsular Community Bank in partnership with the Community Enterprise Foundation will be announced and presented.

By order of the board

Karen A. Woodhart
Company Secretary
12/09/2007

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) Justine Finlay retires in rotation in accordance with the constitution of the Company, and being eligible, offers herself for election.

- (b) Russell Enders retires in rotation in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (c) Gary Irving retires in rotation in accordance with the constitution of the Company, and being eligible, offers himself for election.
- (d) Stephen Wight retires in rotation in accordance with the constitution of the Company, and being eligible, offers himself for election.

Justine Finlay

I became a board member in 2001 and Chairperson in April of 2005. I am still very strongly committed to the aims of the Community Bank and thrilled to see the progress we have made in our grants back to the community.

I believe that we still have a lot that we can do and would hope to remain a member of the board to provide my knowledge and experience for our ongoing challenges. I practice as a solicitor and believe my legal expertise serves the board well. I am now also a board member of the Geelong Community Enterprise which has very similar values and aims to the Bellarine Peninsula Community Bank.

Russell Enders

I become a director in 2001 and I am still very committed to the aims and objectives of the board. I believe my extensive banking back ground is an asset to the board and I am looking forward to using this knowledge to assist with getting our new site at Drysdale to a full community bank.

Gary Irving

I joined the board in March 2006, the reason I wanted to be involved in the Community Bank is to be involved in doing something positive in the community, this includes providing the community with a profitable and viable community bank that can return funds to the community through sponsorship and Grants programs.

Stephen Wight

I have been on the Board for the past two years, and was Treasurer of the Bank for several years prior. I have a detailed knowledge of the workings of the bank and of its strategic direction, and believe I have the necessary expertise to assist the growth of the bank going forward. Continuation as a director would enable me to continue to provide stable financial and accounting support to the company.

[Agenda item 3: Appointment of auditor]

Item 3 is an ordinary resolution to seek your approval for the appointment of LBW Chartered Accountants as the Company's auditor.

The appointment of LBW Chartered Accountant requires approval of shareholders under the Corporations Act.

LBW Chartered Accountants have been the company's auditors for the past 5 years.

Supplementary Information for BSX listed companies

[Agenda item 4: Remuneration Report]

The following additional resolution is required.

No Directors remuneration has been paid as the positions are held on a voluntary basis. (As per Directors Report)

To consider, and if thought fit, pass the following resolution as an ordinary resolution.
That the remuneration report be adopted.

Proxy Form

Bellarine Peninsula Community Branch Limited
 ABN 33 089 107 657

All correspondence to:
 Bellarine Peninsula Community Branch Limited
 44 Newcombe St, Portarlington
 Victoria Australia
 Enquiries 03 5259 3266
 Facsimile 03 5259 3694

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



NAME:

ADDRESS:

Shareholder Certificate Number:

Appointment of proxy

I/We being a member/s of Bellarine Peninsula Community Branch 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 St Andrews Church Hall, Newcombe St, Portarlington on November 14th 2007 at 7:30pm 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



to indicate your directions

Ordinary Business

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

Item 2. (a) Re election of Justine Finlay

(b) Re election of Russell Enders

(c) Re election of Gary Irving

(d) Re election of Stephen Wight

Item 3. Appointment of Auditor. LBW Chartered Accountants.

Item 4. Remuneration Report. As per Directors Report

For Against Abstain*

	For	Against	Abstain*
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (b)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (c)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (d)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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

Sole Director and
 Sole Company Secretary

Shareholder 2

Director

Shareholder 3

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 5pm on 13th November 2006). 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. Please mark "Attention: The Secretary"

- By post or hand delivery to the Company's registered office at 44 Newcombe St, Portarlington, 3223.
- By facsimile to 03 5259 3694. Attention: The Secretary.