

Notice of Annual General Meeting

Berowra and District Financial Services Limited
A.B.N. 62 116 755 938

**To be held at 7.00 PM on 25 November 2008
at Club Berowra, 998 Pacific Highway, Berowra**

Ordinary Business

1. Receipt of Annual Report

To receive the Company's Financial Report, the Director's 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 **Barry John Palmer** be elected as a Director of the Company.
- (b) That **Michael Patrick Kells** be elected as a Director of the Company.
- (c) That **David Kelvin Downey** 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 **David Hutchings** as Auditor of the Company be approved.

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.

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 **4.00pm on 25 October 2008**.

By order of the Board

David Kelvin Downey
Company Secretary
16th October 2008

Notice of Annual General Meeting

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) **Barry John Palmer** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Date of Birth: 24 April 1942

Occupation: Self Employed Businessman

Background Information

With over 38 years as a self employed Real Estate Agent Barry has a wealth of knowledge in running a business and managing staff.

Barry has resided in the area for 16 years and has been an active member of a number of community groups. He served for 2 years on the International Board of Lions Clubs International, representing the South Pacific area, including Indonesia and New Zealand.

Barry has been a member of the Board of the Company since 2005 and is currently Chairman of the Board.

- (b) **Michael Patrick Kells** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Date of Birth: 20 March 1943

Occupation: Semi Retired Accountant

Background Information

Michael is an accountant and a member of CPA Australia.

Michael and his wife have resided in Berowra for the past 8 years. They have both been active members of the Scouting and Guide Associations and have held voluntary positions with Meals on Wheels and their Church.

Michael has been a member of the Board of the Company since 2005 and is currently Treasurer.

- (c) **David Kelvin Downey** retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.

Date of Birth: 22 May 1966

Occupation: Solicitor

Background Information

David is a solicitor and partner in a small practice. He is also well known in the area as the proprietor of Bambino's Pizza since 1989.

David has resided in the Hornsby Shire since 1987 and has been active in the Berowra community since 1989. As a local business owner he has been supportive of local school, sporting, church and community groups.

David has been a member of the Board of the Company since 2007 and is currently Company Secretary.

Agenda item 3. Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **David Hutchings** as the Company's Auditor.

The Board has received **David Hutchings's** consent to act and written notice of **David Hutchings's** nomination as Auditor from a shareholder.

The appointment of **David Hutchings** requires approval of shareholders under the Corporations Act.

David Hutchings is currently the auditor of the company.

Proxy form

Berowra and District Financial Services
A.B.N. 62 116 755 938

All correspondence to:
Berowra and District Financial Services Limited
Suite 2, Level 1, 154 Marsden Street
PARRAMATTA NSW 2150 Australia
Enquiries 02 8014 7021

Appointment of proxy

I/We being a member/s of **Berowra and District Financial Services Limited** and entitled to attend the 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 **Club Berowra, Pacific Highway Berowra** on **25 November 2008** at **7.00pm** 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 with 'X' to indicate your directions

| Ordinary Business | Accept | Decline | Abstain* |
|---|--------|---------|----------|
| Item 1. Receipt of Financial Report, Director's Report and Auditor's Report | | | |
| Item 2. Re-election of Barry John Palmer | | | |
| Re-election of Michael Patrick Kells | | | |
| Re-election of David Kelvin Downey | | | |
| Item 3 Appointment of David Hutchings as Auditor of the Company be approved. | | | |

*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

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
|----------------------|----------------------|----------------------|

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Berowra and District Financial Services
A.B.N. 62 116 755 938
Registered Office
Suite 2, Level 1
154 Marsden Street
PARRAMATTA NSW 2150

Proxy form

How to complete this 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.

How to complete this Proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received by the Company not later than **2 Days** before the Meeting (**ie by 4.00pm 23 November 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:

Post or hand delivery

To the Company's registered office at **Suite 2, Level 1, 154 Marsden Street, PARRAMATTA NSW 2150**

Facsimile

To fax number **02 8580 4679**

Email

To the Company Secretary at bendigo.secretary@gmail.com