

## Notice of Annual General Meeting

To be held at 3pm on Wednesday, 17 May 2006  
at the QCWA Hall, Hill Street, Emu Park

### Ordinary Business

**1. Receipt of Half-yearly Reports**

To receive the Company's Financial Report, the Director's Report and the Auditor's Report for the half-year ended 31 December 2005.

**2. Appointment of Auditor**

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

That the appointment of **Andrew Frewin & Stewart** 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.

*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 3 pm on 15 May 2006.

By order of the Board



Company Secretary  
11 April 2006

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## **Explanatory Notes**

This information has been included to assist you in making an informed decision about receiving the Half-yearly reports and the resolution to be proposed at the Meeting.

### **Agenda Item 1: Receipt of Half-yearly Reports**

The Board, after due consultation, has decided to hold its first Annual General Meeting at this time to circumvent possible timing difficulties if it were to be held later in this calendar year (required by 16 September, 2006) to satisfy requirements under section 250N(1) of the Corporations Act. By holding the first AGM at this time it will enable holding of the next AGM to satisfy section 250N(2) of the Corporations Act and thereby resolve any problem with completing Annual Reports as at 30 June 2006 on time.

As a result of this decision, only reports for the first half-year of the 2005/2006 financial year are available at this AGM. The Financial Reports are therefore not audited but have been reviewed by the present Company Auditor.

These Financial Reports have been lodged with both ASIC and the Bendigo Stock Exchange.

### **Agenda Item 2: Appointment of Auditor**

Item 2 is an ordinary resolution to seek your approval for the appointment of Andrew Frewin & Stewart of 61-65 Bull Street, Bendigo, Victoria as the Company's auditor.

Lynette Ann Swanson, who is a member of Emu Park & District Financial Services Limited, has satisfied the Corporations Act requirement by her nomination of Andrew Frewin & Stewart as auditor of the Company. A copy of that notice of nomination is attached.

As also required by the Corporations Act, Andrew Frewin & Stewart has consented to act as auditor of the Company.

Also, under the Corporations Act, the appointment of Andrew Frewin & Stewart requires approval of shareholders.

Andrew Frewin & Stewart (or AFS as they are generally known) have had extensive experience in the particular accounting and auditing requirements of Bendigo Bank Limited for the franchised Community Bank<sup>®</sup> network.

AFS acted as the accounting advisers to the Board during the due diligence process associated with preparing our prospectus.

Because of this experience and their recent participation in reviewing our half-yearly reports, the Directors recommend that you vote in favour of this resolution to appoint Andrew, Frewin & Stewart as auditor.

## **Enquires**

Should you have any enquiries regarding this AGM or the Proxy Form please contact any of the following Company officers who will be pleased to assist:

Chairman	Bob Hodgson	Mobile: 0412 493 224
Secretary	Jeff Porter	Phone: (07) 4938 7752
Treasurer	Lance Cummins	Phone: (07) 4939 6777.