

# Notice of Annual General Meeting

## North Ryde Community Finance Limited

ACN 106 113 599

to be held at 10.00 am on Monday, 7 November 2011

at Holy Spirit School Hall

Cox's Road, North Ryde NSW 2113

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### 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 2011.

**2. Remuneration Report**

To consider and, if thought fit, pass the following resolution as an ordinary resolution: "the Remuneration Report for the Company for the year ended 30 June 2011 be adopted".

**3. Election of Directors**

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution. Re-election of Directors retiring by rotation

- (a) That Dr Graham McMaster be elected as a Director of the Company.
- (b) That Mr Ivan Petch be elected as a Director of the Company.
- (c) That Mr Anthony Wise be elected as a Director of the Company.

**4. Appointment of Auditor**

To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of AFS & Associates as Auditor of the Company be approved.

### Attending the Meeting

All shareholders may attend the Annual General Meeting.

**Joint Shareholders:** 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. Should you choose the proxy method, please do not vote for directors using the electronic system as your vote will be declared invalid.

**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.

### Voting Rights

Each shareholder is entitled to **one** vote.

For the purpose of voting at the Meeting, shares will be taken to be held by the persons who are registered as shareholders as at 10.00 am on 7 November 2011.

Helen Patricia Perrin  
Company Secretary  
7 October 2011

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### Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

### Agenda Item 3. Election of Directors

The following information is provided about candidates for election to the Board.

#### Re-election of Director retiring by rotation.

- (a) Dr Graham McMaster retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.  

Dr McMaster is a foundation director of North Ryde Community Finance and has served in the capacity of Chairman of the Board over this time. He is a Fellow of the Australian Institute of Company Directors and an experienced board director with a broad range of skills. The Board recommends his re-election.
- (b) Mr Ivan Petch retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.  

Mr Petch is a foundation director of North Ryde Community Finance. He is currently a Councillor of Ryde City Council and a former State MP. Mr Petch has a broad range of skills and experience in a senior capacity. The Board recommends his re-election.
- (c) Mr Anthony Wise retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.  

Mr Wise is an experienced Management Accountant who has had a career spanning several industries, including the Budget Car Rental Company where he served as the Financial Controller. The Board recommends Mr Wise's re-election.

### Agenda Item 4. Appointment of Auditor

Item 4 is an ordinary resolution to seek your approval for the appointment of AFS & Associates as the Company's Auditor.

The Board has received AFS & Associates' consent to act and written notice of AFS & Associates' nomination as Auditor from a shareholder.

The appointment of AFS & Associates requires approval of shareholders under the Corporations Act.

# Proxy form

North Ryde Community Finance Limited  
ACN 106 113 599

All correspondence to:  
North Ryde Community Finance Limited  
PO Box 6238  
North Ryde NSW 2113  
Enquiries: (02) 9878 5559  
Facsimile: (02) 9878 3714

## Appointment of proxy

I/We being a shareholder/s of North Ryde Community Finance 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 Holy Spirit School, on 7 November 2011 at 10.00 am 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. To consider and, if thought fit, pass the following resolution as an ordinary resolution: "the Remuneration Report for the Company for the year ended 30 June 2011 be adopted".			
Item 3. To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution.			
(a) That Dr Graham McMaster be elected as a Director of the Company			
(b) That Mr Ivan Petch be elected as a Director of the Company			
(c) That Mr Anthony Wise be elected as a Director of the Company.			
Item 4. To consider, and if thought fit, pass the following resolution as an ordinary resolution. The appointment of AFS & Associates 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"/>
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Sole Director and  
Sole Company Secretary

Director

Director/Company Secretary

# 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 shareholder entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a shareholder 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 business days before the Meeting (ie by 10.00 am on Thursday, 3 November 2011). 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: Shop 14, 203-213 Cox's Road, North Ryde NSW 2113

#### **Facsimile**

To fax number: (02) 9878-3714.