

## Notice of Extraordinary General Meeting

To be held at 3925 Centre, Back Beach Rd, San Remo  
on Tuesday 8<sup>th</sup> June 2010 at 7.00pm

### Special Business

#### 1 Issue of new shares

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

"In order to comply with Rule 5 of the Listing Rules of the BSX, the proposal to issue not more than **800,000** shares in the Company by way of a Prospectus for the purpose of raising capital for the establishment of a third Community Bank® Branch at Grantville, is hereby approved"

#### Explanatory Notes

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

The Company currently manages and operates two Community Bank® Branches at San Remo and Cowes under a Franchise Agreement. The Franchise Agreement for San Remo commenced in **2003** and to finance all the establishment costs and provide working capital, **\$650,000** was raised under an initial Prospectus. The Franchise Agreement for Cowes commenced in 2009 and to finance all the establishment costs and provide working capital, **\$436,498** was raised under an initial Prospectus.

After considering the results of a feasibility study which was commissioned by the Board and after undertaking a comprehensive review, the Board has decided that it is in the best interests of the Company to establish a third Community Bank® Branch. To meet this objective the Board has resolved that the Company raise additional capital by way of a Prospectus to enable the Company to fund the establishment costs and to meet the working capital requirements.

***The Directors recommend that the shareholders vote in favour of the resolution.***

#### Attending the meeting

All shareholders may attend the Extraordinary 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.

The Resolutions will be voted on by a poll.

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 5.00pm on 30 April 2010.

#### By Order of the Board

***Terry Ashenden***

#### Chairperson

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