



## NOTICE OF ANNUAL GENERAL MEETING

to be held at 9.00am on  
Friday, 12 December 2008 at

United Galleries  
179 Palmer Street  
Darlinghurst NSW 2020

# SODA BRANDS LIMITED

ABN 91 081 149 635

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2008 Annual General Meeting of members of Soda Brands Limited (**Company** or **Soda**) will be held at United Galleries, 179 Palmer Street, Darlinghurst NSW 2020 at 9.00am. The following business will be transacted at the Meeting.

Please note that as a result of legislative changes, the Company's annual report is no longer provided to Shareholders as a printed version unless they have specifically requested to receive one. The Company's annual report is available online, from the date of this notice, at [www.sodabrands.com.au](http://www.sodabrands.com.au).

### AGENDA

#### ORDINARY BUSINESS

##### **Financial Statements**

- Item 1 To receive and consider the financial report of the Company, together with the directors' report and auditor's report, for the period ended 31 July 2008.

##### **Remuneration Report**

- Item 2 To consider and, if thought fit, pass the following ordinary resolution:  
*"That the remuneration report of the Company be adopted."*

##### **Re-election of Directors**

- Item 3 To consider and, if thought fit, pass the following ordinary resolution:  
*"That Mr Hilton Brett, who retires in accordance with rules 20.1 and 20.2 of the Company's constitution and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."*
- Item 4 To consider and, if thought fit, pass the following ordinary resolution:  
*"That Mr Stephen Kulmar who retires in accordance with rules 20.1 and 20.2 of the Company's constitution and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."*

## Director's Fees

Item 5 Approval of increase in aggregate amount of Directors' remuneration

To consider and, if though fit, to pass the following resolution *as an ordinary resolution*:

*"That, pursuant to Listing Rule 6.17, rule 21.1 of the Company's constitution and for all other purposes, shareholders approve an increase in the fixed sum available to be paid to Directors by \$40,000 to a new fixed sum of \$120,000, to be paid in accordance with the terms and conditions set out in the Explanatory Memorandum."*

## Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- A Director of the Company and
- any of his/her associates or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD



Nicholas Ghattas  
Company Secretary  
13 November 2008

## NOTES:

### Voting Entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations* 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the annual General Meeting will be as it appears in the Share Register at 7.00pm (AEST) on Tuesday, 25 November 2008.

### How to Vote

You may vote by attending the Meeting in person, by proxy or personal representative.

### Proxies

To vote by proxy, please complete and sign the proxy form enclosed with this notice of meeting and return it to the share registry of the Company, Registries Limited either:

- By facsimile on +61 2 9279 0664
- By post to GPO Box 3993, Sydney, NSW 2001
- By delivery to Level 7, 207 Kent St, Sydney, NSW 2000

so that it is received not later than 10.00am on Wednesday, 10 December 2008. If the proxy is signed by an attorney, please also enclose the authority under which the proxy is signed (or a certified copy of the authority).

A proxy need not be a member of the Company.

A member entitled to cast two or more votes may appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion of your voting rights. If you do not specify the proportion or number, each proxy may exercise one half of the votes.

Proxies given by corporate shareholders must be executed in accordance with section 127 of the Corporations Act, their constitutions or by their attorney or duly authorised officer.

### Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy) to the address set out above for the return of proxy forms so that it is received no later than 10.00am on Wednesday, 10 December 2008.

### Voting Intentions

The Chairman and any other Directors and officers of the Company intend to vote in favour of all resolutions on the agenda in respect of available undirected proxy votes where the Chairman and any other Directors and officers are appointed as proxies.

### Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Company will require a certificate of appointment of corporate representative executed in accordance with section 127 of the Corporations Act. The certificate must be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting. The Company will retain the certificate.

# EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared to assist shareholders in considering the resolutions set out in the Company's Notice of Annual General Meeting. It is part of, and should be read in conjunction with, the notice.

## THE RESOLUTIONS

### **Item 1 – Financial Statements**

The Corporations Act requires the annual financial report of the Company, together with the directors' report and the auditor's report, to be laid before the Meeting. A vote of members on the reports is not required by the Corporations Act or the Company's constitution. However members will be given the opportunity to raise questions or comments on the reports at the Meeting.

### **Item 2 – Remuneration Report**

Section 250R(2) of the Corporations Act requires the Company to propose a resolution that the remuneration report of the Company be adopted. The vote on this resolution is advisory only and does not bind the Directors.

### **Items 3 and 4 – Re-election and election of Directors**

Rule 20.1 of the Company's constitution requires that each Director retire from office no later than at the third Annual General Meeting following his or her last election or appointment by a general meeting. Rule 20.2 of the Company's constitution requires one-third (or the next lowest whole number) of the Directors (excluding the executive directors) to retire at the Annual General Meeting of the Company. Any Directors who retire in accordance with rules 20.1 and 20.2 of the constitution are eligible for election or re-election, as the case may be, at the Annual General Meeting.

### **Item 3 – Re-election of Mr Hilton Brett**

Mr Hilton Brett retires in accordance with rules 20.1 and 20.2 of the Company's constitution and offers himself for re-election.

Hilton has extensive retailing and franchising experience and proven skills in maximizing opportunities in acquiring, growing, re-engineering and selling businesses. Hilton was the former Chief Executive Officer of Vivien's Jewellers and has managed and invested in a number of other successful businesses. Hilton is also a non executive director of RCG Corporation Ltd.

*The Board (other than Mr Brett) recommends that Shareholders vote in favour of Item 3.*

### **Item 4 – Re-election of Mr Stephen Kulmar**

Mr Stephen Kulmar retires in accordance with rules 20.1 and 20.2 of the Company's constitution and offers himself for re-election.

Stephen is the former CEO and Chairman of IdeaWorks one of Australasia's pre-eminent retail marketing services companies. Stephen has over 30 years experience in advertising and has extensive experience in retail strategy, brand strategy, channel to market strategy, business re-engineering and new retail business development. Stephen is also a non executive director of RCG Corporation Ltd.

*The Board (other than Mr Kulmar) recommends that Shareholders vote in favour of Item 4.*

## **Item 5 – Directors Fees**

Listing Rule 6.17 and rule 21.1 of the Company's constitution provide that the Company may pay to the non-executive Directors a maximum total amount of directors' fees (excluding salaries and other employee benefits) determined by the Company in general meeting.

Item 5 seeks shareholder approval to increase the total aggregate fixed sum per annum to be paid to non-executive Directors by \$40,000, to \$120,000 to be apportioned between them as determined by resolution of the Board.

The total amount of Directors fees has been determined by comparison against similar sized companies in the industry and the Directors fees are considered to be in line with industry benchmarks.

# PROXY FORM

## SODA BRANDS LTD

Suite 3a, Level 3, 140 William St  
Woolloomooloo NSW 2011  
www.sodabrands.com.au  
Proxy Form

**All correspondence to:**  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Enquiries: 61 2 9290 9600  
Facsimile: 61 2 9279 0664  
www.registries.com.au  
registries@registries.com.au

☐ Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

Name Address 1  
Name Address 2  
Name Address 3  
Name Address 4  
Name Address 5  
Name Address 6

## Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Soda Brands Ltd pursuant to my/our right to appoint not more than two proxies, appoint

☐

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.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at United Galleries, 179-181 Palmer St, Darlinghurst on 12th December 2008 at 9.00 am and at any adjournment of that meeting.

This proxy is to be used in respect of \_\_\_\_\_ % of the ordinary shares I/we hold.

☐

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, by marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolution.

## Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain *
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Hilton Brett as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr Stephen Kulmar as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Directors Fees	<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 votes will not be counted in computing 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.

*Executed in accordance with section 127 of the Corporations Act:*

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005

Contact Name

Contact Business Telephone / Mobile

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Soda Brands Ltd. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Securityholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 8. Signing Instructions

You must sign this form as follows in the spaces provided:

- |                           |  |
|---------------------------|--|
| <b>Individual:</b>        | Where the holding is in one name, the holder must sign.  |
| <b>Joint Holding:</b>     | Where the holding is in more than one name, all of the shareholders should sign.   |
| <b>Power of Attorney:</b> | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.   |
| <b>Companies:</b>         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.<br><br>If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone.<br><br>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. |

### 9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **30<sup>th</sup> November 2007** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Hand deliveries

**Registries Limited**  
**Level 7**  
**207 Kent Street**  
**Sydney NSW 2000**

#### Postal address:

**Registries Limited**  
**GPO Box 3993**  
**Sydney NSW 2001**

#### Fax number:

**(02) 9279 0664**