



**Solagran Limited**

Solagran Limited  
ACN 002 592 396  
Level 11  
492 St Kilda Road  
Melbourne 3004  
Victoria  
Australia  
Tel 61 3 9820 2699  
Fax 61 3 9820 3155

## **NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that a General Meeting of Shareholders of Solagran Limited (ACN 002 592 396) ("Solagran" or "the Company") will be held at the Boulevard Room, St Kilda Road Parkview Hotel, 562 St Kilda Road, Melbourne, on Friday 30 November, 2007 at 1.15pm (ESDST).

### **Agenda for the Meeting**

The meeting will consider the financial statements and reports for the year ended 30 June, 2007.

The following resolutions will then be put before the meeting:

#### **1. Adoption of Remuneration Report**

**"TO** receive and adopt the Remuneration Report for the year ended 30 June, 2007".  
(Note: The vote on this resolution is advisory and does not bind the Directors of the Company).

#### **2. Election of Director**

**"THAT** Dr Vagif Soultanov, having retired in accordance with Clause 13.2 of the Company's Constitution, being eligible, be re-elected as a Director of the Company".

#### **3. Election of Director**

**"THAT** Mr Denis Kilroy, having retired in accordance with Clause 13.2 of the Company's Constitution, being eligible, be re-elected as a Director of the Company".

Peter Stedwell  
**Company Secretary / Director**

26 October, 2007

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## PROXIES

A member entitled to attend and vote at the meeting who is a natural person is entitled to appoint a proxy by a written appointment signed by the appointor or the appointor's attorney.

A member entitled to attend and vote at the meeting who is a corporation is entitled to appoint a proxy by a written appointment under the appointor's common seal or signed by a director, secretary or attorney of the appointer.

A proxy need not be a member of the Company.

A member who is entitled to cast 2 or more votes may appoint 2 proxies, and may specify a portion or number of the appointor's votes each proxy is appointed to exercise (if no proportion or number is specified, each proxy is deemed to exercise half the member's votes).

For an appointment of a proxy to be effective, the Proxy Form enclosed must be received by the Company (at the registered office of the Company) at least 48 hours before the meeting.

If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certificate copy of the authority must be attached to the Proxy Form.

The address of the registered office of the Company and a facsimile number for the lodgement of Proxy Forms are as follows:

Solagran Limited  
Level 11, 492 St Kilda Road  
Melbourne VIC 3004  
Fax: 61 3 9820 3155

### **Corporate Representatives**

A body corporate, which is a member, may appoint an individual (by certificate under common seal of the appointing body corporate or in another manner satisfactory to the Chairman) as a representative to exercise all or any of the powers the body corporate may exercise at the meeting.



## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2007 General Meeting.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolutions or otherwise.

### **Resolution 1**

#### **Adoption of Remuneration Report**

For the financial year ended 30 June, 2007, an extensive remuneration report is required to be included in the Director's Report for public listed companies under Section 300A(1) of the Corporations Act 2001.

Section 250R(2) of the Corporations Act 2001 requires that Solagran Limited proposes a resolution that the Remuneration Report be adopted. The Board of Solagran Limited is submitting its Remuneration Report to Shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out In the Solagran Limited 2007 Annual Report.

The report:

- Explains the principles used to determine the nature and level of remuneration paid to Directors of the Company;
- Sets out the remuneration details for each Director;
- Provides a detailed summary of transactions with other companies in which Directors are related parties;

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting

### **Resolution 2**

#### **Election of Director**

In accordance with the Company's Constitution, Dr Vagif Soultanov retires from the office of Director and being eligible, offers himself for re-election.

### **Resolution 3**

#### **Election of Director**

In accordance with the Company's Constitution, Mr Denis Kilroy retires from the office of Director and being eligible, offers himself for re-election.



### **Questions and Comments by Shareholders at the Meeting**

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to Shareholders to ask questions or make comments on the management of Solagran at the meeting.

Similarly, a reasonable opportunity will be given to Shareholders to ask questions of Solagran's external auditor, BDO Kendalls Audit and Assurance (W.A.) Pty Ltd ("BDO"). These questions should be relevant to:

- a) The conduct of the audit;
- b) The preparation and contents of the audit report;
- c) The accounting policies adopted by Solagran in relation to the preparation of its financial statements; and
- d) The independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to BDO if the question is relevant to the content of BDO's audit report or the conduct of its audit of Solagran's financial report for the year ended 30 June, 2007.

Relevant written questions for BDO must be received no later than 5.00pm (ESDST) on Friday 23 November, 2007. A representative of BDO will provide answers to the questions at the meeting.

Please send any written questions for BDO to:

The Company Secretary  
Solagran Limited  
Level 11, 492 St Kilda Road  
Melbourne, VIC 3004

Email to [peter.stedwell@solagran.com](mailto:peter.stedwell@solagran.com)

Facsimile to +61 3 9820 3155