



Penrice Soda Holdings Limited

A.C.N 109 193 419

A.B.N. 83 109 193 419

26 October 2011

Dear Penrice Shareholder,

I am pleased to invite you to attend Penrice's Annual General Meeting, for which the following documents are enclosed:

- Notice of the meeting, including explanatory statement and notes
- A personalised proxy form and return envelope

If you have elected to receive the Annual Report for the year ended 30 June 2011 in printed form, this is enclosed. A copy of the report can also be viewed on our website (www.penrice.com.au).

The Annual General Meeting will be held at the Adelaide Convention Centre, Hall C, North Terrace, Adelaide on Monday 5 December 2011, commencing at 11:00 am.

If you are able to attend, I look forward to welcoming you and ask you please to bring the personalised proxy form with you to assist registration and admission to the meeting.

If you are unable to attend but wish to appoint a proxy, please either lodge your vote online, following the instructions on the proxy form, or complete the proxy form and return it to the registry in the envelope provided.

If you appoint me or any of my fellow Directors as your proxy we will vote as you direct. In the absence of any express direction from you, we will vote in favour of each of the resolutions, other than item 2 of the Notice of Meeting, being approval of the Remuneration Report, with respect to which we need your direction in order to vote (please read the proxy form carefully, as it explains how to direct your votes).

The Company's recent announcements and the Annual Report provide detail on the Company's recent disappointing performance, the reasons for this and the actions being undertaken to address the situation, including conducting a strategic review. It is my strong view, as well as the Board's, that in order to execute the required strategy, the Company must maintain a stable and consistent Board and executive team.

As a result, I am strongly recommending that you vote in favour of the resolutions being put before you, that is:

- To approve the Remuneration Report for the 2011 financial year,
- To elect David Groves as a Director of the Company, and
- To re-elect Andrew Fletcher as a Director of the Company.

The meeting is an ideal opportunity for you to raise any issues or ask your Board any relevant questions which are of interest to you. I encourage you to attend the meeting personally, if you are able to do so. There will also be an opportunity for you to meet and talk with your Directors and the Company's senior executives immediately after the meeting.

Yours sincerely,

David Trebeck
Chairman



PENRICE SODA HOLDINGS LIMITED

ABN 83 109 193 419

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventh Annual General Meeting of shareholders of Penrice Soda Holdings Limited ("the Company") will be held at the Adelaide Convention Centre, Hall C, North Terrace, Adelaide on Monday 5 December at 11.00am.

ORDINARY BUSINESS

1. Financial and other Reports

To receive and consider the financial report and the reports of the Directors and the Auditor in respect of the financial year ended 30 June 2011.

2. Adoption of Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2011.

Note - the vote on this item is advisory only and does not bind the Directors or the Company.

3. Election of Directors

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

"That Mr. David Groves, a Non-Executive Director of the Company who will retire at the conclusion of the Meeting in accordance with Article 56.2 of the Company's constitution, being eligible, be elected as a Director of the Company."

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

"That Mr. Andrew Fletcher, a Non-Executive Director of the Company who will retire by rotation at the conclusion of the Meeting in accordance with Article 57 of the Company's constitution, being eligible, be re-elected as a Director of the Company."

By Order of the Board

Frank Lupoi
Company Secretary
26 October 2011



NOTES

Admission to Meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are requested to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy for each of their holdings of Penrice Soda Holdings Limited shares.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who will be attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company at least 48 hours before the scheduled commencement time for the meeting.

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote for the member at the meeting.

If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A single proxy exercises all voting rights.

Proxies will only be valid and accepted by the Company and/or the share registry if they are signed and forwarded to the Company at the address or facsimile number quoted below so as to be received not later than 48 hours before the meeting.

The completed Proxy Form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street address:	Postal address:	Faxed to Link Market Services Limited on
Level 12	Locked Bag A14	Fax: +61 (0)2 9287 0309.
680 George Street	Sydney South	
Sydney NSW 2000	NSW 1235	

Proxies can also be lodged electronically at Link Market Services' website www.linkmarketservices.com.au.

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Company has determined in accordance with regulations pursuant to section 1074E of the Corporations Act 2001 that for the purpose of voting at the meeting, Shares will be taken to be held by those persons recorded on the Company's register as at 7:00pm (ACDT) on 2 December 2011.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 2 (Adoption of Remuneration Report) by any Director, or other member of Key Management Personnel of the Company, details of whose remuneration are included in the report. This voting exclusion extends to closely related parties of such persons, and the exercise of proxy votes by such persons. These exclusions are required by recent amendments to the Corporations Act 2001.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form or where that person has failed to make a direction and appointed the Chairman to vote as the Chairman sees fit.



EXPLANATORY NOTES

Item 1: Financial and other Reports

Section 317 of the Corporations Act 2001 requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting.

The Company's Constitution also provides for these reports to be received and considered at that Meeting.

There is no requirement for these reports to be formally approved by shareholders.

The reports referred to in Item 1 of the Notice of Annual General Meeting are included in the Annual Report. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

Item 2: Adoption of the Remuneration Report for the year ended 30 June 2011

The Company's Remuneration Report to shareholders forms part of the Company's Directors' Report for the year ended 30 June 2011 and is set out on pages 18 to 28 of the Company's 2011 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and executives of the Company;
- discusses the link between the Board's policies and the Company's performance;
- provides a summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- sets out remuneration details for each Director and for each member of the Company's executive management team; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including the Managing Director.

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

The Directors unanimously recommend that shareholders vote in favour of item 2.

The vote on this item is advisory only and will not bind the Directors. The Board will, however, take into account the outcome of the vote when reviewing its remuneration policy.

Under the Corporations Act 2001, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (AGMs), shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

Item 3: Election of Directors

Item 3.1:

Mr. David Groves is entitled to hold office until the end of the Meeting in accordance with Article 56.2 of the Company's constitution, at which time he must retire. Mr. David Groves is eligible for election at the Meeting and offers himself for election.



David Groves

Commenced as Director December 2010

Bachelor of Commerce (University of Wollongong)
Master of Commerce (University of New South Wales)
Chartered Accountant
Fellow, Australian Institute of Company Directors

Experience

David is Deputy Chairman of Equity Trustees Limited and a non-executive director of Tassal Group Ltd, Pipers Brook Vineyard Pty Ltd and Kambala, a leading Australian girls' school in Sydney. He is a member of MIR Management Limited Advisory Council and also an executive director of a number of private investment companies. David is a former director of Graincorp Limited and Mason Stewart Publishing and a former executive with Macquarie Bank Limited and its antecedent, Hill Samuel Australia. During the past three years David has also served as a Non-Executive Director on the following boards:

- Equity Trustees Limited*
- Tassal Group Limited*
- Pipers Brook Vineyard Pty Ltd*
- Graincorp Limited

* Indicates a current Directorship

Special Responsibilities

Member of Audit and Risk Management Committee
Member of Nomination Committee
Member of Remuneration Committee

The Board (excluding David Groves) unanimously recommends that the shareholders vote for the election of Mr. David Groves.

Item 3.2:

Mr. Andrew Fletcher retires by rotation in accordance with Article 57 of the Company's constitution, is eligible for re-election at the Meeting and offers himself for re-election.

Andrew Fletcher

Commenced as Director April 2005

Bachelor of Engineering (Civil) (University of Adelaide)
Fellow, Institution of Engineers Australia
Fellow, America Society of Civil Engineers
Foundation Fellow, Australian Institute of Company Directors

Experience

Andrew is currently the Chief Executive Officer of Defence SA. His previous executive appointments include Senior Vice President Global Infrastructure and Asia Pacific for Kellogg Brown & Root from 2001 until 2005, and Senior Vice President Asia Pacific for Brown & Root Services from 1998 until 2000. During the past three years Andrew has also served as a Non-Executive Director on the following boards:

- Defence SA Advisory Board*
- SA Environment Protection Authority Board*
- Member of SA Economic Development Board

* Indicates a current Directorship

Special Responsibilities

Deputy Chairman
Chairman of Audit and Risk Management Committee
Member of Nomination Committee

The Board (excluding Andrew Fletcher) unanimously recommends that the shareholders vote for the re-election of Mr. Andrew Fletcher.