

15th October 2007

**ASX Announcements Platform
Notice of Annual General Meeting - 2007**

Solco Ltd (ASX Code – SOO) is pleased to attach the Notice for the 2007 Annual General Meeting scheduled for 23 November 2007. This notice is currently being mailed to all shareholders.

Should you have any queries please contact the company on (08) 9334 8100.



Steven Cole
Chairman



Adam Wright
Company Secretary

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**SOLCO LTD
ACN 084 656 691**

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY MEMORANDUM

AND

PROXY FORM

TO BE HELD ON

**23 NOVEMBER 2007
COMMENCING AT 10.00 AM**

AT

**SOLCO LTD
126 SHEFFIELD ROAD
WELSHPOOL
WESTERN AUSTRALIA**

Notice is hereby given that the Annual General Meeting of Solco Ltd ("the Company") will be held at Solco Ltd, 126 Sheffield Road, Welshpool, Western Australia on Friday, 23 November 2007 at 10.00 am, for the purpose of transacting the following business referred to in this Notice of Annual General Meeting ("Notice").

An Explanatory Memorandum containing information in relation to each of the following Resolutions and a Proxy Form accompany this Notice.

AGENDA

1. CHAIRMAN'S ADDRESS

2. ANNUAL FINANCIAL REPORTS AND ACCOUNTS

To table the Financial Statements for the year ended 30 June 2007 and the related Director's Report, Director's Declaration and Audit Report thereon.

3. RE-ELECTION OF MR STEVEN COLE AS A DIRECTOR

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

"That Mr Steven Cole, having been appointed as an additional director of the Company on 18 April 2007 and being eligible for election, be elected a Director of the Company."

4. DIRECTOR'S REMUNERATION REPORT

To consider and, if thought fit, to pass the following as an advisory resolution:

"To approve the Directors' Remuneration Report forming part of the Company's Annual Financial Reports and Accounts."

5. SHARE PLACEMENT OF UP TO 50,000,000 SHARES

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Directors to issue or cause the issue, at any time(s) within three (3) months of the date of this resolution, of up to 50,000,000 fully paid ordinary shares in the Company and at an issue price not less than 90% of the average market price (as defined in the ASX Listing Rules) for the Company's fully paid ordinary shares calculated, for each issue of Shares which is made, over the last 5 days on which sales in such shares were recorded before the day on which the issue is made."

PROXIES

In accordance with Section 249L of the Corporations Act, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with Section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: 126 Sheffield Road
Welshpool WA 6106

Facsimile Number: (08) 9334 8199

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

**NOTICE OF ANNUAL GENERAL MEETING
SOLCO LTD**

A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to, the Company before the meeting.

For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that members holding ordinary shares at 5.00pm WST on 21 November 2007 will be entitled to attend and vote at the Annual General Meeting.

Please note all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Memorandum accompanying this Notice.

By order of the Board

A handwritten signature in black ink, appearing to read "A. Wright".

Company Secretary
10 October 2007

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This Explanatory Memorandum is intended to provide shareholders of Solco with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1. **CHAIRMAN'S ADDRESS**

The Chairman, Mr Steven Cole, will make an address to the Shareholders. No resolution is required in respect of this Agenda item.

2. **ANNUAL FINANCIAL REPORTS AND ACCOUNTS**

The second item of the Notice is to receive and consider the annual financial reports and accounts of the Company for the year ended 30 June 2007. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's directors and auditors in relation to the Company's results and operations for the financial year.

3. **ELECTION OF MR STEVEN COLE AS A DIRECTOR**

In accordance with Article 8.1 of the Company's Constitution, a director appointed by the Board during the year must stand for election by the shareholders at the next annual general meeting of the Company. Mr Steven Cole was appointed to the Board since the last annual general meeting of the Company and therefore stands for election at this year's Annual General Meeting.

Mr Cole was appointed an independent non executive director and Chairman of Solco Limited in April 2007.

Mr Cole has 30 plus years of professional, corporate and business experience, through his legal training, as well as a range of other non-executive and executive corporate appointments. Steven is a former senior partner of leading national law firm Allens Arthur Robinson, Deputy Chairman of the Professional Standards Councils of Australia, Vice President of the Australian Institute of Company Directors (WA Division) and Chairman of two investment companies with over \$20 million under management.

Mr. Cole brings a wealth of corporate, strategic, legal and governance experience for the benefit of the Company.

The Board recommends that shareholders approve this Resolution.

4. **DIRECTORS' REMUNERATION REPORT**

The Annual Report for the year ended 30 June 2007 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Pursuant to section 250R(3) of the Corporations Act, the Shareholder vote is advisory only and will not require the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

5. **SHARE PLACEMENT OF UP TO 50,000,000 SHARES**

(A) **Background**

This Resolution seeks shareholder approval for the purpose of ASX Listing Rule 7.1 and for all other purposes to authorise the directors to cause the issue of that number of Shares in the Company as will not exceed 50,000,000 Shares and at an issue price of not less than 90% of the average market price (as defined in the ASX Listing Rules) for the Company's fully paid ordinary shares calculated, for each issue made, over the last 5 days on which sales of such shares were recorded before the day on which the said issue is made.

(B) Listing Rule 7.1

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12 month period which amounts to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Equity securities issued with the approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

The Directors are of the view that the Company should actively seek out opportunities for acquisition of synergistic businesses and wish to be in a position, in a fast moving marketplace, to fund appropriate acquisitions (including by way of issue of shares in the Company in consideration of such acquisitions).

The Company foreshadowed such acquisitions in its ASX release of 19 April 2007. In addition, at the Company's EGM held in July 2007 the Shareholders approved a comparable authority to the Directors at an issue price of not less than 10 cents per share. However, despite the Directors being engaged in several prospective acquisition opportunities, none to date have satisfactorily met the requirements imposed by the Directors as necessary to provide sufficient Solco shareholder value to warrant their being proceeded with. The Directors now ask the Shareholders effectively to "refresh" the mandate that the Shareholders had previously given to the Directors, but with an amended minimum threshold share price.

The Company therefore seeks approval, pursuant to Listing Rule 7.1, to issue the Shares. The following information is provided in accordance with Listing Rule 7.3:-

1. The maximum number of shares the Company is to issue is that number of Shares that will not exceed 50,000,000.
2. The Shares will be issued within three months of the date of this annual general meeting.
3. The issue price for the Shares will be not less than 90% of the average market price (as defined in the ASX Listing Rules) for the Company's fully paid ordinary shares calculated, for each issue of Shares which is made, over the last 5 days on which sales of such shares were recorded, before the day on which the said issue is made. If the Shares are issued at different times (as contemplated) this could mean that the Shares are issued at different issue prices.
4. The names of the allottees of the Shares are not known at this time. The Shares will be issued to sophisticated and/or professional investors and/or other persons (including vendors of business interests that may be acquired by the Company). No related parties will be allottees.
5. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares in the Company and application will be made for their quotation on the Australian Stock Exchange.
6. The purpose of the proposed placements is to raise capital for business or corporate acquisitions by the Company and/or to satisfy the consideration for business or corporate acquisitions by the Company.
7. The Company anticipates allotting these Shares progressively throughout the three month period.
8. The Company will disregard any votes cast on this resolution by any participants in the proposed Share issue (if the names of any proposed allottees are known as at the date of the meeting and they are shareholders in the Company) or any associate of any of these recipients. However, the Company will not disregard the vote if:
 - 8.1 it is cast by a person, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
 - 8.2 it is cast by the person chairing the meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form to vote as the proxy decides.

GLOSSARY OF TERMS

In this Explanatory Memorandum and accompanying Notice of Meeting the following words and expressions have the following meanings:

"**ASIC**" means Australian Securities and Investments Commission;

"**ASX**" means Australian Stock Exchange Limited;

"**Board**" means the board of directors of the Company;

"**Company**" or "**Solco Ltd**" means Solco (ACN 084 656 691);

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Explanatory Memorandum**" means the information attached to the Notice of Meeting which provides information to shareholders about the resolutions contained in the Notice of Meeting;

"**Listing Rules**" means Listing Rules of the ASX;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Memorandum; and

"**Shares**" means fully paid ordinary shares in the capital of the Company.

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PROXY FORM

The Secretary
Solco Limited
126 Sheffield Road,
Welshpool WA 6106

Fax: (08) 9334 8199

I/We

Of
Being a member / members of Solco Ltd hereby appoint
of

or, failing him/her, the Chairman of the meeting, as my / our proxy to vote for me/ us on my/our behalf in respect of ___% of my/our voting rights at the Annual General Meeting of the company to be held at 10.00am WST on Friday, 23 November 2007 and at any adjournment of that meeting.

This form may, if wished, be used to direct the proxy to vote in respect of the resolutions by marking with an "X" in the appropriate box "For" or "Against", otherwise the proxy may vote as he or she thinks fit or abstain from voting.

RESOLUTIONS	FOR	AGAINST	ABSTAIN	CHAIR*
1. Election of Mr Steven Cole as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. Placement of up to 50,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

If no directions are given my proxy may vote as the proxy thinks fit or may abstain

* If you do not wish to direct your proxy how to vote, please place a mark in this box. By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than proxy holder will be disregarded because of that interest. The Chairman intends to vote proxies in favour of each resolution.

If the Shareholder is an / are individual(s):

Signature of member

Signature of joint member

If the Shareholder is a Company:

Executed in accordance with the Constitution of the Company:

Director/Sole Director and Sole Secretary:

Director/Secretary:

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INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting, that is by 10.00am WST on 21 November 2007, by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, or acts as proxy for any other shareholder, the proxy can cast any votes the proxy holds as a shareholder or as proxy for any other shareholder in any way that the proxy, or that other shareholder, sees fit.
7. The Chairperson intends to vote in favour of all resolutions set out in the Notice of Annual General Meeting.