Notice of Annual General Meeting

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the members of Real Brand Holdings Limited.

The meeting will be held at the offices of

Arthur Phillip, Level 14, 15-19 Bent Street, Sydney

Wednesday 30 November 2005
11am Sydney time

The formal Notice of Meeting is attached.
Please read this carefully.

Your Directors are unanimously of the opinion that the resolutions to be proposed at the Annual General Meeting are in the best interests of shareholders of the Company. Accordingly, they recommend you vote in favour of the resolutions set out in the Notice of Meeting.

Yours Faithfully,

Richard Poole
Chairman
21 October 2005

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (the Meeting) of members of Real Brand Holdings Limited (the Company) will be held at the offices of

Arthur Phillip, Level 14, 15-19 Bent Street, Sydney

Wednesday 30 November 2005
11am Sydney time

Ordinary Business

Consideration of Financial Report

To receive and consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2005. No resolution is required to be considered by members under the Corporations Act or the Company's Constitution.

Election of Directors

Resolution 1 - To consider, and if thought fit, pass the following ordinary resolution:
'That Mr Richard Poole retires in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.'

Resolution 2 - To consider, and if thought fit, pass the following ordinary resolution:
'That Mr Philip Suriano retires in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.'

Resolution 3 - To consider, and if thought fit, pass the following ordinary resolution:
'That Ms Virginia Bruce retires in accordance with the Constitution and being eligible, offers herself for re-election, be re-elected a Director of the Company.'

Resolution 4 - To consider, and if thought fit, pass the following ordinary resolution:
'That Ms Patricia Wyatt retires in accordance with the Constitution and being eligible, offers herself for re-election, be re-elected a Director of the Company.'

Remuneration Report

Resolution 5 - To consider, and if thought fit, pass the following ordinary resolution:
'That the Company's Remuneration Report for the year ended 30 June 2005 be adopted.'

Voting Exclusion Statement

According to the Listing Rules of the Australian Stock Exchange, the Company will disregard any votes cast on:

Resolution 1 - not applicable, Resolution 2 - not applicable, Resolution 3 - not applicable, Resolution 4 - not applicable, Resolution 5 - not applicable.

However, the Company need not disregard a vote if:
/ It is cast by a person who is a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
/ It is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

It is the Chairman's intention to vote open proxies in favour of all Resolutions.

Dated 21 October 2005
By Order of the Board

Richard Poole
Chairman

Notes

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.

5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

   Real Brand Holdings Limited
   C/- Franks & Associates Pty Ltd
   Suite 206, 'The Bentleigh'
   1 Katherine Street
   CHATSWOOD NSW 2067

   Fax: (612) 9419 2944

   Provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at 10am on Monday 28 November 2005 will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Expanatory Notes

Resolution 1

Richard Poole submits himself for re-election as a Director of the Company in accordance with Clause 11.3 of the Company's Constitution requiring the rotation of one-third of Directors each year, with the longest serving Directors submitted for re-election.

Resolution 2

Philip Suriano submits himself for re-election as a Director of the Company in accordance with Clause 11.3 of the Company's Constitution requiring the rotation of one-third of Directors each year, with the longest serving Directors submitted for re-election.

Resolution 3

Virginia Bruce submits herself for re-election as a Director of the Company in accordance with Clause 11.12 of the Company's Constitution. Ms Bruce was appointed a director to fill a casual vacancy. The Company's Constitution requires directors appointed in such a manner to retire at the next Annual General Meeting. Ms Bruce offers herself for re-election as a Director of the Company.

Resolution 4

Patricia Wyatt submits herself for re-election as a Director of the Company in accordance with Clause 11.12 of the Company's Constitution. Ms Wyatt was appointed a Director to fill a casual vacancy. The Company's Constitution requires directors appointed in such a manner to retire at the next Annual General Meeting. Ms Wyatt offers herself for re-election as a Director of the Company.

Resolution 5

As required under the Corporations Act 2001, listed companies are required to provide enhanced disclosures of directors and remuneration in the Company's Annual Report. These disclosures are set out in the 'Remuneration Report' in the Directors Report and in Note 5 to the Financial Statements as included in the Company's 2005 Annual Report.

The Company is now required to propose to its shareholders at its AGM a non-binding advisory resolution on the Remuneration Report prepared by the Directors, and to allow questions and comments on this Remuneration Report by Shareholders.

Consideration of Financial Report

The Financial Report for the year ended 30 June 2005 is set out in the Company's 2005 Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

During the discussion of this item, the Company's Auditor will be present and will answer qualifying questions.

Written Questions for the Auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (612) 9419 2944.

Written questions must relate to the content of the Auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, that is by no later than 10am on Wednesday 23 November 2005.

www.realbrandandbusiness.com

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