



THE **FOOD**
REVOLUTION
GROUP

23TH October, 2017

SHAREHOLDER LETTER – 2017 ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to invite you to the 2017 Annual General Meeting of The Food Revolution Group to be held on 30 November, 2017 at 10.00am (AEDT) at 20 Heaths Court, Mill Park, Victoria.

If you will be attending the Annual General Meeting, you will need to register on the day.

If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may appoint a proxy to vote on your behalf by completing and returning the Proxy Form enclosed with this letter. To be valid, your Proxy Form must be received by 10.00am (AEDT) 30 November, 2017.

Shareholders who have not elected to receive a printed copy of the 2017 Annual Report may obtain a copy from the Company's website at www.thefoodrevolutiongroup.com.au under the 'Investor Centre' link.

Your Directors and the Management of The Food Revolution Group look forward to seeing you at the Annual General Meeting.

Should you require any further information, please call our office and ask for John Fitzgerald , Company Secretary or contact him on 0422 614243.

Yours sincerely,

Bill Nikolovski

Chief Executive Officer





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Notice of 2017 Annual General Meeting

Notice is given that the 2017 Annual General Meeting (AGM) of shareholders of The Food Revolution Group (Company) will be held on 30 November, 2017 at 10.00am (AEDT) at Head Office, 20 Heaths Court, Mills Park, Victoria.

This Notice of Meeting and the resolution should be read in conjunction with the General Information and Explanatory Notes which accompany and form part of the Notice.

ORDINARY BUSINESS

1. Financial Report

To receive and consider the Financial Report of the Company and the reports of the directors and auditors for the year ended 30th June, 2017.

2. Remuneration Report

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

That the Remuneration Report for the year ended 30th June, 2017 be adopted.

A voting exclusion applies to this resolution (see Item 2 of the Explanatory Notes that follow).

Note – the vote on this resolution is advisory only and it does not bind the directors or the Company.

3. Re-election of directors

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

3a That Mr Hong Wang, who was elected at the 2016 Annual General Meeting, be re-elected as a director of the company. Mr Hong Wang is eligible for re-election and offers himself to be re-elected.





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3b That Mr Norman Rong, who was elected at the 2016 Annual General Meeting, be re-elected as a director of the company. Mr Norman Rong is eligible for re-election and offers himself to be re-elected.

4 Appointment of Auditors for the new financial year

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

that pursuant to Section 327B of the Corporations Act , Hall Chadwick be appointed auditors of the company.

Bill Nikolovski

Chief Executive Officer





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EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of The Food Revolution Group to provide information about the Items of business to be considered at the AGM of shareholders to be held on 30 November, 2017.

Items 2, and 3, are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. A special resolution requires at least 75% of the votes cast by shareholders entitled to vote.

These Explanatory Notes are important and should be read carefully by all shareholders.

ITEM 1 FINANCIAL REPORTS

The Corporations Act requires the directors to place before the AGM the Financial Statements of the Company and the Directors' Report and the Auditor's Report for the financial year ended 30th June, 2017.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor.

The 2017 Annual Report is available on the Company's website at

www.thefoodrevolutiongroup.com.au





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ITEM 2 REMUNERATION REPORT

The Corporations Act requires each listed company to put a non-binding resolution to its shareholders to adopt the Remuneration Report.

The Remuneration Report is set out on pages 13 to 19 of the Annual Report, which is available on the Company's website at www.thefoodrevolutiongroup.com.au

The Remuneration Report details the Company's policy on:

- the nature and level of remuneration paid to non-executive directors, the Managing Director and senior executives of the company.
- the relationship between the remuneration of the MD and senior executives and the performance of the company.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company.

A reasonable opportunity will be provided for shareholders to ask questions about or to make comments on the Remuneration Report at the AGM.

BOARD RECOMMENDATION

The Board recommends that shareholders vote in favour of this resolution.

VOTING EXCLUSION STATEMENT:

The Company will disregard any votes cast on Item 2:

- by or on behalf of a member of KMP details of whose remuneration are included in the Remuneration Report or their closely related parties (such as close family members and any controlled companies) regardless of the capacity in which the vote is cast: or
- as a proxy by a person who is member of KMP as at the date of the AGM, or any of their closely related parties.

However, votes will not be disregarded if they are cast a proxy for a person entitled to vote on Item 2:

- In accordance with a direction on the Proxy Form: or
- By the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 is connected with the remuneration of the Company's KMP.





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ITEM 3 ELECTION AND RE-ELECTION OF DIRECTORS

Items 3a seek approval for the re- election of Mr Hong Wang, who was elected at the 2016 Annual General Meeting. Mr Hong Wang is eligible for re-election and offers himself for re-election as director of the Company.

Item 3b seeks approval for the re-election of Mr Norman Rong, who was elected at the 2016 Annual General Meeting. Mr Norman Rong is eligible for re-election and offers himself for re-election as director of the Company.





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Mr Hong Wang manages a number of enterprises in China and has extensive experience in marketing and management. He set up his first company in 1996 and he has more than 20 years of experience in business operations management and marketing. He has extensive knowledge in dealing with the Chinese market.

Mr Wang is the General Manager of Shandong Co., Ltd, a new digital technology company, which is the core distributor and largest dealer of German SIEMENS in the north China area. In addition to his management roles, Mr Wang specializes in high-end building materials. He is responsible for the management of Jinan Saite Metal Doors and Windows Company, which is the core agent of German KOMMERLING in the Shandong Province. Mr Wang has strong relationships with many other large state-owned and private enterprises in other industries.



Mr Norman Rong is Managing Director of Shenzhen Youngheng Biotechnology Co., Ltd, FOD's largest shareholder, and is based in Melbourne.

In this role, Mr Rong has built one of the largest distributors of Australian food and health products to the Chinese market and overseen the marketing of these products into China via cross border, online and offline channels. He is a leader in marketing products using Daigou, the commerce channel used by many leading Australian food manufacturers to sell products into China, and has developed a large database of Daigou shoppers. Mr Rong holds a Master of Medical Science degree from the University of Western





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Item 4 – Appointment of Auditors

The Company Proposes that pursuant to Section 327B of The Corporations Act (2001) Hall Chadwick be appointed auditors of the Company.





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23 October 2017

The Company Secretary
The Food Revolution Group Limited
20 Heaths Court
Mill Park Victoria 3082

Dear Sir,

Nomination of Proposed Auditor

Pursuant to section 327B of the Corporations Act 2001, I Bill Nikolovski, being a member of The Food Revolution Group Limited hereby give you notice of the nomination of Hall Chadwick as auditor of the Food Revolution Group Limited.

Yours faithfully

Bill Nikolovski

