



THE **FOOD**  
REVOLUTION  
GROUP

24 October, 2019

## SHAREHOLDER LETTER – 2019 ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to invite you to the 2019 Annual General Meeting of The Food Revolution Group to be held on Thursday 28 November, 2019 at 10.00am (AEST) at 20 Heaths Court, Mill Park, Victoria. A copy of the notice of Annual General Meeting and explanatory notes is enclosed.

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 (AEST) on Tuesday 26 November, 2019.

Shareholders who have not elected to receive a printed copy of the 2019 Annual Report may obtain a copy from the Company's website at [www.thefoodrevolutiongroup.com.au](http://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 Daniela Stojanoska, Company Secretary or contact her on (03) 9982-1451.

Yours sincerely,

Norman Li

**Executive Chairman**





# THE FOOD REVOLUTION GROUP

## The Food Revolution Group

### Notice of 2019 Annual General Meeting

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Notice is hereby given that the 2019 Annual General Meeting (AGM) of shareholders of The Food Revolution Group (FOD or Company) will be held on Thursday 28 November 2019 at 10.00am (AEST) at the Company's Head Office at 20 Heaths Court, Mill Park, Victoria.

This notice of meeting and the proposed resolutions should be read in conjunction with the General Information and Explanatory Notes which accompany and form part of this notice.

#### ORDINARY BUSINESS

##### Item:

#### 1. Receipt of financial statements and reports

To receive and consider the Company's financial statements and the reports of the directors and auditor for the year ended 30 June, 2019.

#### 2. Adoption of remuneration report

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

"That the remuneration report of the Company for the year ended 30 June, 2019 be adopted."

A voting exclusion applies to this resolution (see Item 1 of the Explanatory Notes that follow this notice of meeting).

Note – The remuneration report is set out in pages 13 to 18 of the Company's 2019 annual report. Pursuant to section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), 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 resolutions as **ordinary resolutions**:

- (a) "That Mr John Florey who retires in accordance with rule 13.4 of the Company's constitution and, being eligible, stands for re-election, be re-elected as a director of the Company."
- (b) "That Mr Joe Zhou, who retires in accordance with rule 13.4 of the Company's constitution and, being eligible, stands for re-election, be re-elected as a director of the Company."

#### 4. Appointment of Auditors for the 2019/20 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."





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Dated this 24th day of October 2019

By order of the board

**Norman Li**

**Executive Chairman**





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## **VOTING EXCLUSIONS**

The Company will disregard any votes cast on:

- (1) the resolution in Item 2 (adoption of remuneration report) by or on behalf of a member (KMP Member) of the key management personnel for the Company (details of whose remuneration are included in the remuneration report, and includes each director of the Company), or a closely related party of a KMP Member;

The chairman intends to vote undirected proxies held by him in favour of each resolution.





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## NOTES

- (1) Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors of the Company have determined that, for the purposes of this annual general meeting, those persons who are registered as the holders of ordinary shares in the Company at 7:00 pm (Melbourne time) on Tuesday, 26 November 2019 (**Effective Time**) will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.
- (2) All holders of ordinary shares in the Company as at the Effective Time are entitled to attend and vote at this meeting and may appoint an individual or a body corporate as proxy to attend this meeting and vote instead of the shareholder.
- (3) Shareholders who are unable to attend the meeting are encouraged to appoint a proxy to attend and vote on their behalf.
- (4) A proxy need not be a shareholder of the Company.
- (5) A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
  - a. the full name of the body corporate appointed as proxy; and
  - b. the full name or title of the individual representative of the body corporate at the meeting.
- (6) The proxy form personalised to you and sent with this notice of meeting should be used for this meeting.
- (7) Each shareholder who is entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the shareholder is entitled to cast two or more votes at this meeting, may appoint 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder who appoints 2 proxies does not specify the proportion or number of that shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half the votes of the appointor shareholder. An additional proxy form will be supplied by the Company on request.
- (8) You may appoint the chairman of the meeting as your proxy. The chairman of the meeting intends to vote all available proxies in favour of each Item of business. The chairman of the meeting is deemed to be appointed as your proxy where a signed proxy form is returned which does not contain the name of the proxy or where the





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person appointed on the form does not attend the meeting or has been directed to vote but does not vote on the resolution. If the chairman of the meeting is your proxy (or becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to Item 2 even though the resolution is connected directly or indirectly with the remuneration of a KMP Member.

- (9) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they do not vote on a poll, then the chairman of the meeting will vote your proxies as directed by you. If you do not mark a box, your proxy may vote as they choose on that Item. However, if you intend to appoint a KMP Member (including the chairman of the meeting) as your proxy, please ensure that you direct them how to vote on Item 2.
- (10) If you appoint a KMP Member (or their closely related associates) as your proxy, they will not be able to cast your vote on Item 2 unless you direct them how to vote or the chairman of the meeting is your proxy.
- (11) In the case of a corporation or appointments of representatives by corporations, a proxy must be executed by the corporation in accordance with section 127 of the Corporations Act, or signed by a duly authorised officer/s or attorney (and such authorisation must be in writing and received by the Company as specified in paragraph (13) below).
- (12) Any shareholder may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it thereof must be received by the Company as specified in paragraph (13).
- (13) Proxies and powers of attorneys granted by shareholders must be received by the Company by no later than 10:00am (Melbourne time) on 26 November 2019 at the Company's share registry – Advanced Share Registry Limited:
  - a. by post – PO Box 1156, Nedlands, WA, 6909
  - b. by fax – fax number: +61 8 9262 3723;
  - c. online – [www.advancedshare.com.au](http://www.advancedshare.com.au).







# THE FOOD REVOLUTION GROUP

## THE FOOD REVOLUTION GROUP 2019 ANNUAL GENERAL MEETING

### EXPLANATORY NOTES

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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 annual general meeting (**AGM**) of shareholders to be held on 28 November, 2019.

Items 2, to 4 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

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

#### ITEM 1 FINANCIAL REPORTS

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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 30 June, 2019.

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 2019 Annual Report is available on the Company's website at

[www.thefoodrevolutiongroup.com.au](http://www.thefoodrevolutiongroup.com.au)

#### ITEM 2 REMUNERATION REPORT

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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 18 of the Annual Report, which is available on the Company's website at [www.thefoodrevolutiongroup.com.au](http://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; and





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- the relationship between the remuneration of the managing director 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**

A voting exclusion applies to this Item 2 as set out in the notice of meeting.

## **ITEM 3 ELECTION AND RE-ELECTION OF DIRECTORS**

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**Item 3(a)** seeks approval for the re-election of Mr John Florey. Mr Florey was appointed to the Board on 1 February 2019 and pursuant to Rule 13.4 of the Company's Constitution only holds office until the next annual general meeting after his appointment. Mr Florey is eligible for re-election and offers himself for re-election as a director of the Company.







# THE **FOOD** REVOLUTION GROUP

John Florey is a highly experienced, and results driven C suite executive and company director with an extensive leadership background in retail, wholesale and trade channels across Australia and New Zealand.

John has held senior positions as CEO of Gippsland Business Developments Pty Ltd, General Manager Coles - General Merchandise/Apparel, Executive Director Mitre 10 Mega Stores/ Group General Manager Merchandise and Marketing, General Manager Repco Pty Ltd Merchandise and marketing and a Director of Australian United Retailers Limited.

## **BOARD RECOMMENDATION**

The Board recommends that shareholders vote **in favour** of the resolution in Item 3(a).

**Item 3(b)** seeks approval for the re-election of Mr Qu (Joe) Zhou. Mr Zhou was pointed to the Board on 1 February 2019 and pursuant to Rule 13.4 of the Company's Constitution only holds office until the next annual general meeting after his appointment. Mr Zhou is eligible for re-election offers himself for re-election as a director of the company.





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Mr Zhou was appointed as Director on 1 Feb 2019. He has more than 15 years' experience across accounting, auditing, private equity investments and in manufacturing industries. He is a Chartered Accountant of Australia and New Zealand and an associate of the Chinese Institute of Certified Public Accountants. Mr Zhou has held various senior positions for PWC, PE funds and listed company in China.

He also has significant experience in cross border commerce and diversified distribution channels for the FMCG sector of China.

## **BOARD RECOMMENDATION**

The Board recommends that shareholders vote **in favour** of the resolutions in Item 3(b).

## **ITEM 4 – APPOINTMENT OF AUDITORS**

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The Board proposes that Hall Chadwick be appointed as auditors of the Company pursuant to section 327B of The Corporations Act (2001). Hall Chadwick have provided their consent to be appointed as auditor to the Company.

## **BOARD RECOMMENDATION**

The Board recommends that shareholders vote **in favour** of the resolution in Item 4.





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24 October 2019

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

Dear Sir,

Nomination of Proposed Auditor

Pursuant to section 328B of the Corporations Act 2001, I Norman Li, being a shareholder 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

Norman Li

