



Dear Shareholder

Please find enclosed notice of the 2018 Cooks Global Foods Limited Annual Meeting which will be held on Thursday, 27 September 2018 at the NZX Limited Offices, Level 7, Zurich House, 21 Queen Street, Auckland 1010 starting at 10:00 am. Shareholder registration opens at 9:30 am.

At the Annual Meeting I will comment on the performance of Cooks Global Foods for the financial year ended 31 March 2018 together with giving an update on our proposed acquisition of Mojo Coffee Cartel. The presentation to shareholders will be available on the NZX and Cooks Global Foods websites.

The enclosed shareholder voting form has detailed instructions on how shareholders may lodge their vote, or appoint a proxy to vote on their behalf if they are unable to attend.

Shareholders are invited to join the Board and our New Zealand based Leadership Team for light refreshments at the conclusion of the Annual Meeting.

Shareholders may submit specific questions to the Board, in advance of the AGM, by emailing me at [keith.jackson@cooksglobalfoods.com](mailto:keith.jackson@cooksglobalfoods.com).

I look forward to seeing you then.

Yours faithfully

A handwritten signature in black ink that reads "Keith Jackson". The signature is written in a cursive style with a large, sweeping initial "K".

Keith Jackson  
Executive Chairman



## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2018 Annual Meeting of shareholders of Cooks Global Foods Limited (the **Company**) will be held on Thursday, 27 September 2018 at the NZX Limited Offices, Level 7, Zurich House, 21 Queen Street, Auckland 1010 starting at 10:00 am.

### Agenda

- A. The Chairman's introduction.
- B. Presentation to shareholders.
- C. Shareholder discussion.
- D. Resolutions.

### Resolutions

To consider and, if thought fit, to pass the following Ordinary Resolutions:

- 1 **Re-election of Graeme Keith Jackson:** that Graeme Keith Jackson, who retires by rotation in accordance with the Company's constitution and NZAX Listing Rule 3.2.6, and being eligible for re-election, be re-elected as a director of the Company.
- 2 **Re-election of Zhe Hui:** that Zhe Hui who retires by rotation in accordance with the Company's constitution and NZAX Listing Rule 3.2.6, and being eligible for re-election, be re-elected as a director of the Company.
- 3 **Auditors:** that the Board is authorised to fix the auditor's remuneration.

### Other Business

To consider any other matter that may properly be brought before the meeting.

### Proxies

Any shareholder of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company. The Chairman of the Meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of all Resolutions.

To appoint a proxy you should complete and sign the enclosed Proxy Form and either return it by mail, fax or email to the share registrar of the Company:

**By delivery:**

Cooks Global Foods Limited  
C/- Link Market Services Limited  
Level 11, Deloitte House  
80 Queen Street  
Auckland 1010

**By Fax:** +64 9 375 5990

**By Email:** [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (please put "Cooks Proxy Form" as the subject of the email for easy identification)

**By mail:**

Cooks Global Foods Limited  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

Alternatively, to appoint your proxy and vote online please go to the Link Market Services website at <https://investorcentre.linkmarketservices.co.nz/voting/CGF> and follow the instructions. You will be required to enter your holder number and FIN for security purposes. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by no later than 48 hours before the meeting, being 10:00 am on Tuesday, 25 September 2018. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those holders' names at that time may be voted at the meeting.

### **Ordinary Resolutions**

All of the resolutions being put to the Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

### **Listing Rule References**

In this notice of meeting, references to the Listing Rules are references to the listing rules of the NZX Alternative Market.

### **EXPLANATORY NOTES**

#### **Resolution 1: Re-election of Graeme Keith Jackson**

Keith retires by rotation and, being eligible, offers himself for re-election as Director. The Board does not consider Keith to be an Independent Director. Keith has a Bachelor of Commerce from Otago University.

Keith is the current Executive Chairman of the Board. Keith founded Cooks Food Group (now Cooks Global Foods Limited) in 2008 via a merger of four companies.

Keith has an extensive background in management and governance with particular emphasis on the food and dairy industries. Keith was CEO of Tegel Foods for 16 years from 1980 to 1996, Deputy Chairman of Ernest Adams from 1998 and Managing Director of Independent Dairy Producers, a small fresh milk company.

The Board unanimously recommends that shareholders vote in favour of Keith's re-election as Director.

#### **Resolution 2: Re-election of Zhe Hui**

Zhe Hui, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board does not consider Zhe to be an Independent Director.

Zhe is currently a consultant for the hotel businesses of Yunnan Metropolitan Construction Investment Group Ltd (**YMCI**) and its subsidiaries. YMCI are a substantial shareholder in the Company.

At present YMCI has 15 trading hotels and 15 under development. YMCI has invested over 10 billion RMB in the hospitality industry in China, forming partnerships with Intercontinental Group, Hilton Group, and Banyan Tree Group. YMCI is also the largest landlord of IHG group in China.

Zhe graduated from Xiamen University with a Bachelor of Accountancy in 1992 and has since worked as a financial controller for 15 years. Zhe has worked in the hospitality industry for over twenty years, during which period he has represented property owners to major international hotel management groups; chaired and participated in planning, constructing, operating and financing aspects of multiple hotel development projects; partnered and co-managed hotels with Hilton Group, Hyatt Group, Intercontinental Group, Marriott Group, Banyan Tree Group and other international hotel groups. Zhe is also an executive council member of Hospitality Asset Managers Association of China.

The Board unanimously recommends that shareholders vote in favour of Zhe's re-election as Director.

#### **Resolution 3: Auditors**

BDO Auckland is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.