



Dear Shareholder

Please find enclosed notice of the 2016 Cooks Global Foods Limited AGM which will be held on Wednesday 7 September 2016 at the Duncan Cotterill offices, Level 1, CPO Building, 12 Queen Street, Britomart, Auckland, starting at 10:00am. Shareholder registration opens at 9:30am.

At the AGM I will comment on the performance of Cooks Global Foods for the financial year ended 31 March 2016. The presentation will be available on the NZX and our 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 AGM.

Shareholders may submit specific questions to the Board, in advance of the AGM, by emailing me at keith.jackson@cooksglobalfoods.com.

I look forward to seeing you then.

Yours faithfully

Keith Jackson
Executive Chairman



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2016 annual meeting of shareholders of Cooks Global Foods Limited (the **Company**) will be held on Wednesday, 7 September 2016 at the Duncan Cotterill offices, Level 1, CPO Building, 12 Queen Street, Britomart, Auckland, starting at 10:00am.

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 Business

- 1 **Re-election of Graeme Keith Jackson:** As an ordinary resolution, 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:** As an ordinary resolution, that Zhe Hui, who was appointed a Director by the Board effective 29 April 2016, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and being eligible for re-election, be re-elected as a Director of the Company.
- 3 **Re-election of Peihuan Wang:** As an ordinary resolution, that Peihuan Wang, who was appointed a Director by the Board effective 29 April 2016, retires in accordance with the Company's constitution and Listing Rule 3.2.3, and being eligible for re-election, be re-elected as a Director of the Company.
- 4 **Auditors:** As an ordinary resolution, 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 mail:

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

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

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 10:00am on Monday, 5 September 2016. 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 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.

Keith has a Bachelor of Commerce from Otago University.

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 the General Manager of YMCI Beijing Hotel, and is in charge of both the hotel development, and operational businesses for Yunnan Metropolitan Construction Investment Group Ltd (YMCI) and its subsidiaries. YMCI are a substantial shareholder in the Company.

At present YMCI has 6 trading hotels and 6 under development. YMCI has invested over 7 billion RMB in the hospitality industry in China, forming partnerships with Intercontinental Group, Hilton Group, and Banyan Tree Group.

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.

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

Resolution 3: Re-election of Peihuan Wang

Peihuan Wang, 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 Peihuan to be an Independent Director.

Peihuan is currently the Chairman and General Manager of Shandong Jiajiayue Investment Holdings Co. Limited (**JJY**) and Vice President of the China Chain Store and Franchise Association. JJY is a major shareholder in the Company.

Peihuan also currently sits on the board of New Zealand company Weihai Station Limited, which runs farming operations and was granted consent from the overseas investment office to buy 595 hectares of land situated southwest of Auckland.

Peihuan has been the recipient of a number of awards in China including 'the National Quality Excellence Manager', 'Person of the Year - Chinese Chain Industry', 'Person of the Year - Chinese Retail Industry', and 'Weihai City Mayor's Quality Award'.

Peihuan is of Chinese nationality and resides in the Shandong Province. He brings a wealth of knowledge to the Board on the Chinese retail industry. JJY operates more than 650 supermarkets in China and employs more than 30,000 staff.

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

Resolution 4: Auditors

PricewaterhouseCoopers is automatically reappointed as auditor under section 200 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.