

BESTON GLOBAL FOOD COMPANY LIMITED

NOTICE OF 2020 ANNUAL GENERAL MEETING

ACN 603 023 383

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Shareholders of Beston Global Food Company Limited (Company) for 2020 will be as a virtual AGM conducted entirely online via an online platform at https://agmlive.link/BFC20. The decision to hold the AGM virtually is due to the current restrictions on public gatherings in relation to COVID-19. The Company intends to conduct the Virtual AGM on Thursday, 26 November 2020 commencing at 10.30 am (Adelaide time).

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter https://agmlive.link/BFC20 into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at https://bestonglobalfoods.com.au/investors/asx-announcements/.

The Company is following the health advice of the Australian Government and has taken these steps to convene the AGM as a virtual meeting in the interests of the health and safety of its shareholders, employees, and the broader community.

You are encouraged to complete and return the enclosed proxy form which allows you to appoint a proxy to vote on your behalf. Proxies can be lodged online at www.linkmarketservices.com.au. The completed proxy form must be received by Link Market Services no later than 10:30 am (Adelaide time) on Tuesday, 24 November 2020.

The Company appreciates the understanding of its shareholders as it navigates this difficult situation.

Operational Update

As the Annual General Meeting will be conducted as a virtual meeting, it is proposed to streamline proceedings at the AGM by providing a separate operational update. The Company will host a virtual Operational Update at 3:00pm (Adelaide time) on Wednesday 25 November 2020 at which BFC's management will provide a detailed update on the Company's activities. Details on how to participate will be provided to shareholders via the ASX Announcements platform. The Operational Update presentation document will be released to the market on 25 November 2020. There will be an opportunity for shareholders to ask questions at the Operational Update and AGM.

Voting on Resolutions

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes for the AGM.

Shareholders can watch and participate in the Annual General Meeting virtually via:

Computer or a Mobile device – by entering the following URL in your browser https://agmlive.link/BFC20. The Meeting will be viewable from desktops, laptops, tablets and mobile devices.

To participate and vote online you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form. Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting. Online participants should register at least 15 minutes before the AGM.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and in the Online Platform Guide. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site. The Online Platform Guide will be released to the ASX and is also available on our website at https://bestonglobalfoods.com.au/investors/asx-announcements/

Participation in the Meeting

Shareholders are encouraged to submit any questions they may have of the Company in writing to the Company Secretary at rwillson@bestonglobalfoods.com.au by 5.00pm (Adelaide time) on 24 November 2020. The Company will also provide Shareholders with the opportunity to ask questions during the meeting. Details on how to ask questions during the meeting are set out in the Online Platform Guide. The Online Platform Guide will be released to the ASX and is also available on our website at https://bestonglobalfoods.com.au/investors/asx-announcements/">rwiting

Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10:30am (Adelaide time) on Tuesday, 24 November 2020 even if they plan to attend the Meeting online.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Business

Financial Report

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2020.

The 2020 Annual Report will be available to view online at the Company's website http://www.bestonglobalfoods.com.au/Investors/ and despatched to those Shareholders who have elected to receive a hard copy of the report.

Resolution 1 — Adoption of the Remuneration Report for the year ended 30 June 2020

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

That, for the purpose of Section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the period ended 30 June 2020 as set out in the Directors' Report in the 2020 Annual Report.

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 1 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chairman of the meeting is appointed as proxy and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting.

Resolution 2 — Contingent Spill Resolution

Resolution 2 will only be put to the Meeting if at least 25% of the votes cast on Resolution 1 are "against" that resolution. If less than 25% of the votes cast on Resolution 1 are "against" adoption of the Remuneration Report, then the Chair will withdraw this Resolution 2.

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

"Subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company's Remuneration Report for the financial year ended 30 June 2020:

(a) An extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of this resolution;

- (b) All of the non-executive directors in office when Resolution 1 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting are put to the vote at the Spill Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 2 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 2 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chairman of the meeting is appointed as proxy and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting.

Resolution 3 — Re-election of Ms Petrina Coventry as a Director

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

"That Ms Petrina Coventry, having retired by rotation in accordance with clause 59 of the Company's Constitution and being eligible and having offered herself for reelection, is re-elected as a Director of the Company."

Resolution 4 — Re-election of Mr Jim Kouts as a Director

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

"That Mr Jim Kouts, having retired by rotation in accordance with clause 59 of the Company's Constitution and being eligible and having offered himself for re-election, is re-elected as a Director of the Company."

Resolution 5 — Election of non-Board endorsed external nominee as Director

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

"That Mr Yuan Ma, having offered himself for election in accordance with clause 60 of the Company's Constitution and being eligible, be elected as a Director of the Company."

Special Business

Resolution 6 — Approval of 7.1A additional placement capacity

To consider, and if thought fit, pass the following resolution as a **Special Resolution**:

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period on the terms and conditions set out in the explanatory memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 6 by person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in capacity of a holder of Shares, if this Resolution is passed and any associates of such a person. However, the Company need not disregard a vote if:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chairman of the meeting is appointed as proxy and the proxy form expressly authorises the Chairman to exercise the proxy

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting.

By Order of the Board

Rucuille

Richard Willson

Company Secretary 26 October 2020

Voting Entitlements

The Company has determined that for the purposes of ascertaining entitlements to participate in and vote at the Annual General Meeting, all shares in the Company will be taken to be held by those persons who held them as registered holders at 7.00pm (Adelaide time) on Tuesday, 24 November 2020.

How to Vote

Please note that you are strongly encouraged to lodge proxy votes for the AGM. The AGM will commence at 10.30 AM (Adelaide time) on Thursday, 26 November 2020.

In line with temporary amendments to the AGM requirements in Australia and current regulatory guidance, the meeting this year will be held entirely online given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic. There will not be a physical venue for shareholders to attend.

Your participation in the Annual General Meeting is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually via the online platform at https://agmlive.link/BFC20. To do this, you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxy holder.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online on company's website at

https://bestonglobalfoods.com.au/investors/asx-announcements.

Proxies

A Shareholder entitled to attend and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. In order to be valid, the Proxy form must be received by the Company electronically or at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10.30am (Adelaide time) on Tuesday, 24 November 2020).

By mail: Beston Global Food Company Limited

c/- Link Market Services Limited

Locked Bag A14

Sydney South NSW 1235

By hand: Link Market Services Limited

1A Homebush Bay Drive

Rhodes NSW 2138

Or

Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000

By facsimile: +61 2 9287 0309

Electronically: Follow the Online Proxy Lodgement Guide attached to this Notice of Meeting To minimise the risks associated with COVID-19, the Company encourages Shareholders to utilise electronic proxy lodgement by following the attached Guide include with this Notice of Meeting, where possible.

Any Proxy Forms received after the cut off time of 10.30am (Adelaide Time) on Tuesday, 24 November 2020will not be valid for the Meeting.

Corporate Representative

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the meeting or handed in at the meeting when registering as a corporate representative.

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held virtually on Thursday, 26 November 2020 commencing at 10:30 am (Adelaide time).

It should be read in conjunction with the accompanying Notice of Annual General Meeting.

Resolution 1 — Remuneration Report for the year ended 30 June 2020

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2020.

The Remuneration Report is contained in the Directors' Report in the 2020 Annual Report, which will be available to view online at the Company's website http://www.bestonglobalfoods.com.au/Investors/ and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2020.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the annual general meeting of the Company. Shareholders should note that the vote on Resolution 1 is not binding on the Company or the Directors.

Under the Corporations Act, a "two-strikes and re-election" process has been introduced for the non-binding Shareholder votes on the Remuneration Report of listed companies. If 25% or more of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must go up for re-election ("Spill Meeting"). As more than 25% of shareholders' votes cast on the Remuneration Report at the 2019 AGM were against the adoption of the Remuneration Report, a contingent Spill Resolution has been included in the agenda for this AGM (Resolution 4). The Spill Resolution is an ordinary resolution, requiring a simple majority of 50% or more (if required).

In the event a Spill Meeting is required, all of the Directors who were in office at the date of the Director's Report (as included in the Company's annual financial report for the financial year ending 30 June 2020) will be required to stand for re-election to continue as a Director of the Company, other than the managing director of the Company (if applicable), who is permitted to hold office without being re-elected under the ASX Listing Rules.

If this Resolution 1 receives less than 25% of validly cast votes "against" the resolution, the Spill Resolution will not be required.

The Directors recommend Shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in FAVOUR of Resolution 1.

Important information for Shareholders:

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to Resolution 1 unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chairman. You should be aware that the Chairman of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chairman as your proxy, you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 1, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the ASX Listing Rules).

Resolution 2 — Contingent Spill Resolution

The Directors unanimously recommend that Shareholders vote <u>against</u> this Resolution.

This Resolution 2 will only be put forward at the AGM if at least 25% of the shareholders votes validly cast on Resolution 1 to adopt the Remuneration Report are cast against its adoption. If fewer than 25% of Shareholders' votes validly cast are against its adoption, then there will be no "second strike" and this item will not be put to the AGM.

The Corporations Act requirement for this Resolution to be put to vote are set out above in the Explanatory Memorandum to Resolution 1.

The effect of this Resolution being passed is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this AGM (Spill Meeting) and the vacating directors will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be to put to vote resolution to appoint persons to offices vacated by the vacating directors.

In the event a Spill meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as directors of the Company at the Spill Meeting.

Shareholders appointing a proxy for this Resolution should note the voting exclusions applying to Resolution 1 apply in the same manner to this Resolution.

Resolution 3 — Re-election of Ms Petrina Coventry as a Director

In accordance with clause 59 of the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Ms Coventry will retire by rotation at the Annual General Meeting. Ms Coventry is eligible for, and has offered herself for, re-election.

Ms Coventry has spent over twenty years working in Asia, the United States and Europe in global leadership and director roles with The General Electric Company, The Coca Cola Company and Procter and Gamble. Her experience covers multiple industries including energy, technology, occupational health and safety, fast moving consumer goods and financial services. Ms Coventry has undertaken advanced vocational training, and has specific skills in, cheese manufacturing. Her work in organisational transformation, company performance and governance has led to increased involvement with governments, industry associations and consulting groups across the Asian region. Petrina is an ethicist by background and works with several universities in the area of education around governance and professional ethics. Ms Coventry is Chair of BFC's Safety & Sustainability Committee.

The Directors (excluding Ms Coventry) unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in favour of Resolution 3.

Resolution 4 — Re-election of Mr Jim Kouts as a Director

In accordance with clause 59 of the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Kouts will retire by rotation at the Annual General Meeting. Mr Kouts is eligible for, and has offered himself for, re-election.

Mr Kouts has served as a senior executive and director in major companies in the energy, financial service and business tourism industries and has also held various senior positions in the public sector. Through his various roles, Jim has gained strong commercial and contract negotiation skills and has a sound grasp of governance, strategy and strategy implementation. These skills, together with his insight of air freight logistics into Asia, will be valuable on the Board. Mr Kouts is Chair of BFC's Remuneration and Nomination Committee.

The Directors (excluding Mr Kouts) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote undirected proxies in favour of Resolution 4.

Resolution 5 – Election of non-Board endorsed external nominee as a Director

As announced on 8 October 2020, the Company received a Notice under section 249N of the Corporations Act by a shareholder, Kunteng Pte Ltd, holding at least 5% of the votes that may be cast at a general meeting. The Notice proposes a resolution to appoint Mr Yuan Ma as a director of the Company at the next general meeting of the Company. The Company has determined this Resolution 5 is sufficient to address the section 249N Notice.

Accordingly, this Resolution 5 incorporates the nomination received by Mr Yuan Ma, an external non-Board endorsed candidate offering himself for election in accordance with clause 60 of the Company Constitution, and the section 249N Notice received from Kunteng Pte Ltd.

As Mr Ma's nomination was received shortly before this Notice of Meeting was finalised and Mr Ma is not a candidate endorsed by the Board, the Company has not had the opportunity to undertake its usual background checks in relation to Mr Ma or to independently verify the following information provided by Mr Ma.

A copy of Mr Ma's *Curriculum Vitae* and supporting statement is attached to this Explanatory Memorandum as Annexure A.

Kunteng has also exercised its rights under section 249P of the Corporations Act to provide a statement concerning this Resolution 5 to the Company Shareholders. That supporting statement is also attached to this Explanatory Memorandum as Annexure A.

Board appointment factors for consideration

The Company has a well-defined Board succession and renewal planning process to identify and nominate potential new directors to the Board in a professional manner, as well as maintaining the current diverse balance of experience across different industries it currently possesses. The Board reviews potential new directors considered suitable for appointment and assesses them against a range of criteria including skills, experience, knowledge, personal qualities, ability to exercise independent judgement and diversity required to discharge the Board's duties.

The Board ultimately makes the selections of the preferred candidates for positions of Director, if required to be filled. For example, Resolution 3 of this Notice for the re-election of Ms Petrina Coventry as a director ensures the Board has significant expertise in a range of industries, including energy, technology and occupational health and safety. Ms Coventry has undertaken advanced vocational training, and has specific skills in, cheese manufacturing. Further, Resolution 4 of this Notice for the re-election of Mr Jim Kouts ensures the Board has a diverse range of perspectives, given Mr Kouts' position as a director in various companies in the energy, financial service and business tourism sectors, as well as his experience in the public sector.

The Board is comprised of highly experienced senior business leaders from different backgrounds who collectively possess the skills, experience, tenure and diversity considered necessary to appropriately govern an ASX-listed organisation in the food production industry.

Board Recommendation

As indicated above, the Board has not had the opportunity to review or verify the information provided by Mr Ma or to assess his capabilities within the context of the Board's Skills Matrix. Accordingly, the Board makes no recommendation to Shareholders in relation to Resolution 5.

Resolution 6 — Approval of 7.1A additional 10% placement capacity

(a) Purpose of resolution

The purpose of this resolution is to authorise the Directors to issue a further 10% of the Company's issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1. This effectively gives Directors a 25% placement capacity, less that part of its placement capacity not available under Listing Rule 7.1.

(b) General information

Listing Rule 7.1A enables an "eligible entity" to issue Equity Securities of up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the entity's 15% placement capacity under Listing Rule 7.1. An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c)(iii) below).

(c) Description of Listing Rule 7.1A

(i) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(ii) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company, and issued for a cash consideration, per security, which is not less than 75% of the volume weighted average market price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before,

- a) The date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- b) If the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.

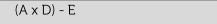
The Company, as at the date of the Notice, has on issue one class of Equity Securities, namely ordinary fully paid shares (Shares) (ASX Code: BFC).

(iii) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period that commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following,

- a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained,
- b) The time and date of the entity's next annual general meeting,
- c) The time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under ASX listing rule 11.1.2 or 11.2,

a number of Equity Securities calculated in accordance with the following formula:



A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus, the number of partly paid shares that became fully paid in the 12 months;
- c) plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

d) less the number of fully paid shares cancelled in the 12 months. Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

- (i) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:
 - a) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
- (ii) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1. There is a risk that:
 - a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table 1 shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A (2) as at the date of this Notice.

- (iii) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
 - a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
 - b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

- (iv) The Company may seek to issue the Equity Securities to fund an acquisition of new assets or other investments (including expense associated with such acquisition), expand operational capacity, and/or general working capital.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A (4) and 3.10.5A upon issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - b) the effect of the issue of the Equity Securities on the control of the Company;
 - c) the financial situation and solvency of the Company; and
 - d) advice from corporate, financial and broking advisers (if applicable). The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
 - e) No Equity Securities have been issued under Listing Rule 7.1A.
- (vi) The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of this Resolution will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

(vii) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Table 1

Table 1 shows the dilution of existing shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A (2) as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

		Dilution			
Variable A as per ASX Listing Rule 7.1A		\$0.05 50% decrease in issue price	\$0.10 issue price	\$0.20 100% increase in issue price	
Current Variable A	10% Voting Dilution	60,251,407 shares	60,251,407 shares	60,251,407 shares	
602,514,074 shares	Funds Raised	\$3,012,570	\$6,025,141	\$12,043,081	
DUM IIICIEASE III	10% Voting Dilution	90,377,111 shares	90,377,111 shares	90,377,111 shares	
	Funds Raised	\$4,518,856	\$9,037,711	\$18,075,422	
TOOM HICHEASE III	10% Voting Dilution	120,502,815 shares	120,502,815 shares	120,502,815 shares	
	Funds Raised	\$6,025,141	\$12,050,282	\$24,100,563	

^{*}The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

- 1. The current Shares on issue are the Shares on issue as at 602,514,074.
- 2. The issue price set out above is the closing price of the Shares on the ASX on 12 October 2020.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- 4. No Shares are issued following the exercise of any options or conversion of any Performance Rights or Founder's Rights before the date of the issue of the Equity Securities.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to vote undirected proxies in favour of Resolution 6.

GLOSSARY

In this Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

"ASX" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires).

"ASX Listing Rules" means the ASX Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

"Board" means the Board of Directors from time to time.

"Closely Related Party" of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company; or
- (e) a company that the member controls.

"Company" means Beston Global Food Company Limited (ACN 603 023 383).

"Constitution" means the constitution of the Company from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Directors" means the Directors of the Company from time to time and "Director" means any one of them.

"Explanatory Memorandum" means this explanatory memorandum.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise).

"Shareholder" means a holder of Shares in the Company.

ANNEXURE A Supporting Statement

KUNTENG PTE. LTD. Company Registration No: 201614155C

10 October 2020

Richard Willson
Company Secretary
Beston Global Food Company Limited
Level 9
420 King William Street
Adelaide South Australia 5000

Executed by Kunteng Pte Ltd by authority of

Dear Sir

REQUEST FOR DISTRIBUTION OF STATEMENT TO MEMBERS PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT 2001 (CTH)

Reference is made to the notice given by the undersigned to Beston Global Food Company Limited ACN 603 023 383 (the **Company**) on 6 October 2020 under section 249N of the *Corporations Act 2001* (Cth) (the **249N Notice**).

The undersigned is a member of the Company holding at least 5% of the votes that may be cast on the resolution referred to in the 249N Notice.

Pursuant to section 249P of the Corporations Act, the undersigned hereby requests the Company to give to all of its members a copy of the enclosed statement in support of those of the resolutions referred to in the Notices that are proposed to be moved at the next general meeting of the Company.

30. 計分 Signature of director

Yongsheng SUN 孙永胜

Yi ZHUANG 庄芝

Name of director (print)

MEMBER'S STATEMENT PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT 2001 (CTH)

As at 10 October 2020, Kunteng Pty Ltd (**Kunteng**) beneficially owns 10.63% of Beston Global Food Company Limited (**BFC** or the **Company**).

Kunteng gives the following statement in connection with the annual general meeting of BFC to be held on or around 26 November 2020 (the **AGM**) and seeks your support in the forthcoming AGM by voting **FOR** the election of Mr Yuan Ma as a director of BFC.

1 Concerns with the performance of BFC

Kunteng is a long-term shareholder of BFC, but it has become increasingly concerned with the performance and the commercial viability of BFC.

Globally, Australia has an outstanding reputation of natural healthy premium food production. Implementation of the Australia-China Free Trade Agreement has substantially boosted the bilateral trade between Australia and China. A rapidly growing number of middle class families in China and their strong desire for natural premium food, coupled with strong purchasing power, are creating an enormous opportunity in this market.

BFC is well positioned to participate and reap the benefits of this forecast long-term trend, however there are a number of short to medium term challenges that BFC must overcome to obtain these benefits.

During the last five financial years, BFC has suffered consecutive losses and negative cashflows. Meanwhile, the primary focus of the business has zoomed in on the processing and production of dairy products and management turnover has been implemented to meet the Company's developing requirements. However, the Company appears to be under significant pressure to achieve a critical scale quickly.

Specifically, Kunteng understands that BFC is facing a number of challenges, including that:

Dairy processing is a mature industry with numerous big existing players.
 At the level of 130ML annualised milk intake, BFC only takes about 1.5% of Australian annual milk production, which is far from a critical scale to reach the needed operating margins.

- Given 500ML milk supply is available in South Australia annually, it does not appear feasible to reach high usage of BFC plant's capacity without costly interstate freight costs (margin erosion) being incurred.
- Lactoferrin extraction looks to be a more profitable opportunity, but is
 unable to address immediate positive cashflow needs and is subject to
 future competitions and supply-demand relationship in the market, and
 requirements such as milk supply to expand to ensure production
 reaches the necessary scale.

The existence of a diverse, engaged and active board of directors to manage the business of BFC is critical to ensuring that the Company meets these challenges and delivers positive results for its shareholders.

2 Composition of the board must be refreshed in this critical time in BFC's history

The 12 months of FY2020/21 are crucial to ensuring BFC's long term viability as BFC has been suffering losses and negative cashflows for the last five consecutive financial years. These consecutive losses have caused a significant erosion on shareholder value over the same period.

Mr R Sexton and Mr S Gerlach are BFC's founding Directors and have remained on the board since 2014. No new director has been appointed, elected or removed since September 2016.

Given there has been a distinct lack of fresh appointees on the BFC board for the last five years, it is clear that the addition of 'new blood' will be beneficial to the Company and its shareholders and, is most likely, long overdue.

In particular, new directors with fresh perspectives and new skillsets supported by substantial shareholders are firmly committed to shareholder value, and more likely to challenge orthodoxy and raise previously unasked questions, rather than established members.

In the prevailing circumstances, Kunteng considers that it is highly desirable, and certainly in the best interests of all BFC shareholders, that this process occur as soon as possible, commencing with the election of Kunteng's representative, Mr Yuan Ma, at the upcoming AGM.

3 New directors are needed for the benefit of all shareholders

The proposed new director, Mr Ma, has extensive relevant experience in senior executive roles in private and public companies in China. He will offer

fresh perspectives and diverse new skillsets to the Board, which will substantially benefit BFC as it continues to expand its business presence and build brand recognition in China.

The Chinese market has always been the unpolished diamond on the crown of BFC's global vision, and more importantly the most significant propelling force to raise market capitalisation and restore shareholder value for the Company.

Kunteng considers that Mr Ma's experience, contacts, knowledge and relationships in China will provide a fresh perspective and resource that is not currently available to the BFC Board. For this reason, the election of Mr Ma to the BFC board will likely assist the Company in making the most of the opportunities that the Chinese market represents for BFC.

For the reasons set out above, Kunteng considers that the election of Mr Ma as a director of BFC at the upcoming AGM is in the best interests of all BFC shareholders and recommends that shareholders vote <u>FOR</u> the election of Mr Yuan Ma at the AGM.

Kunteng, through Mr Ma, looks forward to working with the current directors and the management team to drive value for the benefit of all BFC shareholders as the Company continues to advance its business and implement its new direction.

If any shareholder of BFC has any questions regarding the nomination of Mr Ma or any of the matters set out in this statement, please contact us at contact@kunteng-sq.com.

Yours sincerely,

Name of director (print)

Yi ZHUANG 庄艺

CV of Mr Yuan Ma



Yuan Ma Vice President

Dalian Hairunlai Group Co. Ltd. (DHG), Dalian, China

Yuan MA has been in investment and finance area since 2011 and have diverse working experiences in both public (CCB) and private (DHG) companies, in both China and other countries (Sweden, Australia), and also in both entity enterprises (LHNP, DHG) and financial institution (CCB).

He has been managing the Group's investment portfolio of more than 20 investee companies, most of which are listed companies in Shanghai, Shenzhen, or Hong Kong Stock Exchange in China, covering sectors of foods, power equipment, property services, internet media, telecommunication and etc.

Yuan Ma has a combination of experiences in both investment banking and corporate management. During his years in DHG, he has been expanding his professional area into industrial investment. This diversified portfolio includes investee companies in which the Group has controlling interests and also companies in growing stage.

He has also been actively involved in food industry and fast-moving consumer goods (FMCG) sector throughout his career.

Careers

Dalian Hairunlai Group Co. Ltd. (DHG) Vice President & Investment Manager	Dalian, China 2016 –			
China Construction Bank Ltd. (CCB), Dalian Branch Corporate Client Manager	Dalian, China 2011 – 2016			
Liaoning Hongyanhe Nuclear Power Company Ltd. (LHNP) Assistant Engineer	Dalian, China 2010 – 2011			
Center for European Law and Economics, Atrion Research AB Research Assistant	Stockholm, Sweden 2009 – 2010			
Educations				
Kungliga Tekniska Högskolan (Royal Institute of Technology) Master of Science in Nuclear Energy Engineering	Stockholm, Sweden 2008 – 2010			
Nanjing University Bachelor of Science in <i>Theoretical Physics</i>	Nanjing, China 2004 – 2008			

Personal Details

Date of Birth: 06 Aug 1985 Nationality: Chinese

Marital Status: Married with two children

Languages: Chinese as mother tongue, English, Japanese and Swedish

ACN 603 023 383

	LODGE YOUR VOTE
	ONLINE www.linkmarketservices.com.au
	BY MAIL Beston Global Food Company Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
Ť	BY HAND Link Market Services Limited

1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000

Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Beston Global Food Company Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am (Adelaide time) on Thursday, 26 November 2020 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://agmlive.link/BFC20 (refer to the Virtual Guide and Notice of Annual General Meeting and Explanatory Notes).

Important for Resolutions 1 & 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 2, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of Items 1, 3, 4, 5 and 6 and against Item 2.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an \boxtimes

Resolutions		Chairman	For	Against	Abstain*
1	Adoption of the Remuneration Report for the year ended 30	FOR			
3	Re-election of Ms Petrina Coventry as a Director	FOR			
4	Re-election of Mr Jim Kouts as a Director	FOR			
5	Election of non-Board endorsed external nominee as Director	FOR			
6	Approval of 7.1A additional placement capacity	FOR			

THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL AVAILABLE PROXIES AGAINST RESOLUTION 2

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS - PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am (Adelaide time) on Tuesday 24 November 2020, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Beston Global Food Company Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12 680 George Street Sydney NSW 2000

^{*} During business hours (Monday to Friday, 9:00am-5:00pm)