



HEALTH AND PLANT PROTEIN GROUP LTD

A.C.N. 010 978 800 A.B.N. 68 010 978 800

Level 28, 1 Eagle Street

Brisbane QLD 4000

ASX ANNOUNCEMENT

Notice of Annual General Meeting

Brisbane, 26 October 2023: Health and Plant Protein Group Limited (ASX: HPP) (**HPP** or the **Company**) confirms that its Annual General Meeting will be held at 11.00am (Brisbane time) on Tuesday, 28 November 2023.

In accordance with ASX Listing Rule 3.17, HPP attaches copies of the Notice of Annual General Meeting and example Proxy Form which are being sent to shareholders today.

This announcement has been authorised for release to ASX by the Board.

ENDS

Investor enquiries:

Deane Conway
Company Secretary
Health and Plant Protein Group Limited
Ph: (07) 3067 4828



Health and Plant Protein Group Limited

ACN 010 978 800

2023 Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of shareholders of HEALTH AND PLANT PROTEIN GROUP LIMITED (the "Company") will be held virtually on Tuesday, 28 November 2023 at 11.00am (Brisbane time) at <https://meetnow.global/MTU6KTN>

Note: For the purposes of the *Corporations Act 2001 (Cth)* ("Corporations Act"), the Company has determined that the voting entitlements for the purposes of the Annual General Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on Sunday, 26 November 2023. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended 30 June 2023:

The Financial Report (which includes the Consolidated Statements of Profit or Loss and Other Comprehensive Income, Financial Position and Cash Flows, and Directors' Declaration), the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following non-binding ordinary resolution under section 250R(2) of the Corporations Act:

'That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.'

Notes: (1) This resolution is advisory only and does not bind the Company or the directors.

(2) If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must stand for re-election.

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on this Resolution by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
 - (b) a Closely Related Party of a member of the Company's Key Management Personnel;
- unless:*
- (c) the person
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chair of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
 - (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

3. Resolution 2 – Re-election of Director: Mr Hugh Robertson

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

'That Mr Hugh Robertson, who retires by rotation in accordance with clause 17.5 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company.'

4. Resolution 3 – Return of capital

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

'That the issued share capital of HPP be reduced by up to A\$7.5 million in accordance with sections 256B and 256C of the Corporations Act and that capital reduction is to be effected, subject to the Board's discretion, by HPP paying each HPP Shareholder the amount of up to A\$0.061 per HPP Share on the terms and conditions set out in the Explanatory Memorandum.'

5. Resolution 4 – Equal access off-market share buy-back

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

'That for the purposes of section 257C(1) of the Corporations Act and for all other purposes, HPP Shareholders authorise and approve an off-market share buy-back of up to a total of 122,820,737 HPP Shares (representing 99.9% of HPP's issued share capital as at the date of this Notice of Meeting) on the terms and conditions set out in the Explanatory Memorandum.'

6. Resolution 5 – Share consolidation

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

'That, subject to the passing of Resolution 3 or Resolution 4 (or both), for the purposes of section 254H of the Corporations Act and for all other purposes, and with effect after completion of the Proposed Shareholder Return (or such other subsequent date that is notified to ASX by HPP) the issued share capital of HPP be consolidated on the basis that every 25 HPP Shares held by a HPP Shareholder be consolidated into 1 HPP Share and that any resulting fractions of a HPP Share be rounded up to the next whole number.'

7. Resolution 6 – Approval of grant of Options to Mr Albert Tse

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

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the grant of 15,000,000 options, with an exercise price of A\$0.06 per option and expiring 4 years from the issue date (Options), to Mr Albert Tse (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Albert Tse (or his nominee) or any of their associates, except for:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person who is excluded from voting, on the Resolution; and*
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

8. Resolution 7 – Approval of grant of Options to Mr Hugh Robertson

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

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the grant of 10,000,000 Options to Mr Hugh Robertson (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Hugh Robertson (or his nominee) or any of their associates, except for:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person who is excluded from voting, on the Resolution; and*
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

SPECIAL RESOLUTION

9. Resolution 8 – Approval of Enhanced Placement Capacity

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

'That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of such a number of shares equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), and any associate of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or*
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and*
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

10. Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

By order of the Board

Deane Conway
Company Secretary
Health and Plant Protein Group Limited
26 October 2023

Copies of the Constitution, Corporate Governance Statement and other documents are available on the Company's website or upon request from the Company Secretary of Health and Plant Protein Group Limited.

- www.hppgroup.com
- corporate@hppgroup.com

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Tuesday, 28 November 2023 at 11.00am (Brisbane time) as a virtual meeting via an online platform at <https://meetnow.global/MTU6KTN>. These explanatory notes should be read with, and form part of, the accompanying Notice of Meeting.

Shareholders and their authorised proxies, attorneys and corporate representatives may participate in the Annual General Meeting online. Shareholders will not be able to attend the Annual General Meeting in person.

To join the meeting you will need a desktop or mobile/tablet with internet access. You must log into the Annual General Meeting through your desktop or mobile/tablet with your SRN/HIN number and your password. The Meeting link is <https://meetnow.global/MTU6KTN>. Shareholders who participate in the Annual General Meeting via the online platform will be able to listen to the Annual General Meeting, cast an online vote and ask questions both online and orally through the online platform.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual HPP Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the resolutions and HPP Shareholders should seek their own financial or legal advice.

Eligibility to vote

The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the General Meeting will be as it appears in the register at 7pm (Sydney time) on Sunday, 26 November 2023. Accordingly, those persons are entitled to vote at the General Meeting.

How to vote

If you are eligible, you may vote by attending the General Meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.

Voting by proxy

To vote by proxy, please complete, sign and return the enclosed Proxy Form in accordance with the following instructions. If you require an additional Proxy Form, HPP will supply it on request. A member who is entitled to vote at the General Meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of HPP. Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by HPP at least 48 hours before the time for holding of the General Meeting or any adjourned meeting (or such lesser period the Directors permit):

- **By mail** c/- Computershare Investor Services, GPO Box 242, Melbourne, Victoria 3001.
- **Online** by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying Proxy Form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com
- **By facsimile** to 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).

Any Proxy Form received after this deadline including at the General Meeting will be treated as invalid.

A person appointed as proxy may vote or abstain from voting as he or she thinks fit except where the proxy holds a Directed Proxy Form or the proxy is required by law or HPP's constitution to vote in a certain manner or abstain from voting.

If you appoint the Chair as your proxy and have not directed him how to vote, you are expressly authorising the Chair to cast your undirected Proxy Form in favour of all of the resolutions.

Table of Contents

1.	Financial Statements and Reports	1
2.	Resolution 1 – Adoption of the Remuneration Report	1
3.	Resolution 2 – Re-election of Mr Hugh Robertson	1
3.1	<i>Background.....</i>	1
3.2	<i>Re-election of Mr Hugh Robertson.....</i>	1
4.	Resolution 3 – Return of capital	2
4.1	<i>Background to Resolutions 3 and 4</i>	2
4.2	<i>Overview of Proposed Capital Return</i>	2
4.2.1	Amount of Proposed Capital Return	2
4.2.2	HPP Shareholder approval and conditions	2
4.2.3	Rationale for the Proposed Capital Return.....	3
4.2.4	Payment details	3
4.3	<i>Legal requirements</i>	3
4.3.1	Equal reduction	3
4.3.2	Statutory requirements	3
4.4	<i>Effect of the Proposed Capital Return on HPP</i>	4
4.4.1	Effect of the Proposed Capital Return on HPP capital structure and share price	4
4.4.2	Effect of the Proposed Capital Return on key balance sheet line items	4
4.4.3	Effect of the Proposed Capital Return on HPP's ability to pay its creditors	5
4.4.4	Tax implications for HPP	5
4.5	<i>Australian tax implications for shareholders</i>	5
4.5.1	Background.....	5
4.5.2	Proposed Capital Return.....	6
4.6	<i>Board recommendation on Resolution 3</i>	6
5.	Resolution 4 – Equal access off-market share buy-back	7
5.1	<i>Overview of Proposed Share Buy-Back</i>	7
5.1.1	Proposed Share Buy-Back.....	7
5.1.2	Amount of Proposed Share Buy-Back.....	7
5.1.3	HPP Shareholder approval, legal requirements and conditions.....	7
5.1.4	Rationale for the Proposed Share Buy-Back.....	8
5.1.5	Details of the Proposed Share Buy-Back	8
5.2	<i>Effect of the Proposed Share Buy-Back on HPP</i>	11
5.2.1	Effect of the Proposed Share Buy-Back on HPP capital structure	11
5.2.2	Effect of the Proposed Share Buy-Back on key balance sheet line items.....	12
5.2.3	Effect of the Proposed Share Buy-Back on HPP's ability to pay its creditors	12
5.2.4	Effect of the Proposed Share Buy-Back on control of HPP	12
5.2.5	Tax implications for HPP	12
5.3	<i>Australian tax implications for shareholders</i>	12
5.3.1	Background.....	12
5.3.2	Proposed Share Buy-Back.....	13
5.4	<i>Board recommendation on Resolution 4</i>	14

6.	Resolution 5 – Share consolidation.....	14
6.1	<i>Overview of Share Consolidation</i>	<i>14</i>
6.1.1	Background.....	14
6.1.2	Timing	14
6.1.3	Reasons for the Consolidation.....	14
6.1.4	Effect of the Share Consolidation.....	15
6.1.5	Capital structure	15
6.1.6	Rounding.....	15
6.1.7	Tax implications for HPP Shareholders.....	15
6.1.8	Other material information	16
6.2	<i>Board recommendation on Resolution 5</i>	<i>16</i>
7.	Resolutions 6 and 7 – Approval of grant of Options to Mr Albert Tse and Mr Hugh Robertson	16
7.1	<i>Overview</i>	<i>16</i>
7.2	<i>ASX Listing Rule 10.11.....</i>	<i>16</i>
7.3	<i>Information required by ASX Listing Rule 10.13.....</i>	<i>17</i>
7.4	<i>Corporations Act</i>	<i>17</i>
7.5	<i>Further information on the Options.....</i>	<i>18</i>
8.	Resolution 8 – Approval of Enhanced Placement Capacity.....	20
8.1	<i>ASX Listing Rule 7.1A</i>	<i>20</i>
8.2	<i>Calculation of the Enhanced Placement Capacity.....</i>	<i>20</i>
8.3	<i>Minimum Issue Price.....</i>	<i>21</i>
8.4	<i>Enhanced Placement Period</i>	<i>21</i>
8.5	<i>Dilution of existing shareholders</i>	<i>21</i>
8.6	<i>Other specific information required by ASX Listing Rule 7.3A.....</i>	<i>22</i>
9.	Notes	24
	Annexure A – Terms of the Options	26

1. Financial statements and reports

The Health and Plant Protein Group Limited Annual Report 2023 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting. Note this item of ordinary business is for discussion only and is not a resolution.

There is no requirement for shareholders to approve these reports. However, the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

2. Resolution 1 – Adoption of the Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and senior executives (**Remuneration Report**) be put to the vote of shareholders for adoption. The Remuneration Report of the Company for the financial year ended 30 June 2023 is set out in the Company's 2023 Annual Report. Following consideration of the Remuneration Report, the Chair will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to this Resolution. The Chair of the Meeting intends to vote all Undirected Proxy Forms in favour of this Resolution.

As the Directors have a personal interest in Resolution 1, they make no recommendation as to how shareholders should vote on the Resolution.

3. Resolution 2 – Re-election of Mr Hugh Robertson

3.1 Background

Clause 17.5(b) of the Company's Constitution states that an election of Directors shall take place each year. Clause 17.5(b)(iii) of the Company's Constitution states that the Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time the Director has been in office shall be computed from their last election.

3.2 Re-election of Mr Hugh Robertson

Mr Hugh Robertson retires by rotation in accordance with clause 17.5(b)(iii) of the Company's Constitution and, being eligible for re-election, offers himself for re-election.

Mr Robertson was appointed to the Board in addition to the existing Directors on 19 July 2022 and his election was confirmed at the 2022 Annual General Meeting in accordance with the Company's Constitution.

Mr Robertson has over 15 years of advisory and board experience across a range of industries including FMCG, Food and Agriculture, Technology and Financial and Professional Services. He is currently a Director, Corporate Finance at Bell Potter Securities Ltd and supports emerging private and ASX listed companies in raising capital, strategy as well as mergers and acquisitions.

Mr Robertson holds a Bachelor of Agricultural Science and Business from La Trobe University.

Mr Robertson is considered by the Board to be an independent director.

The Directors (with Mr Robertson abstaining) recommend that shareholders vote in favour of this Resolution.

4. Resolution 3 – Return of capital

4.1 Background to Resolutions 3 and 4

On 18 April 2023 HPP completed the sale of its wholly-owned subsidiary, HPP America Inc, which was the US-based holding company of MacFarms, LLC, owner of HPP's Kapua Orchard and macadamia nut business (the "**Disposal of the Macadamia Division**"), to Hawaiian Host, LLC and its related parties ("**HHG**"). On 1 August 2023, HPP announced that it had agreed with HHG to pay US\$430,000 (approximately A\$650,000) as the final working capital adjustment.

At completion, approximately US\$3.9 million of the purchase price was deposited in escrow pending an assessment of US withholding tax payable by HPP on the sale by the US Internal Revenue Service ("**IRS**"). HPP has not yet received the IRS' withholding tax assessment and does not expect to receive it until H2 of the FY24 financial year due to administrative processing times currently being experienced by the IRS. HPP intends to return a portion of the net proceeds of the Disposal of the Macadamia Division to HPP Shareholders, but cannot be certain of the quantum or timing because this depends on the resolution of the US withholding tax, the release of the escrowed monies to HPP and the timing of that release, and the prevailing USD:AUD exchange rates.

The exact method of returning the proceeds to HPP Shareholders also remains under consideration by the HPP Board. It is likely however to be undertaken by way of an equal return of capital ("**Proposed Capital Return**"), an equal access off-market share buy-back ("**Proposed Share Buy-Back**") or a combination of both, (the "**Proposed Shareholder Return**"). Shareholder approval is required for each of these corporate actions. Accordingly, in anticipation, HPP is seeking approval from HPP Shareholders for the Proposed Capital Return (Resolution 3) and the Proposed Share Buy-Back (Resolution 4).

The exact method of the Proposed Shareholder Return will be determined by the HPP Board in the best interests of HPP Shareholders having regard to all the circumstances, including the specific rationale for each method set out in Sections 4.2.3 (Rationale for the Proposed Capital Return) and 5.1.4 (Rationale for the Proposed Share Buy-Back).

4.2 Overview of Proposed Capital Return

4.2.1 Amount of Proposed Capital Return

Subject to the return of escrowed monies net of taxes and costs, and depending on the timing of that return and the prevailing USD:AUD exchange rates, HPP estimates that the total gross funds available for the Proposed Capital Return (before consideration of any surplus funds which HPP may wish to retain) will be between approximately A\$6.5 million and A\$7.5 million (equivalent to approximately A\$0.053 and A\$0.061 per share if there is no change in the number of issued shares prior to the record date).

The exact amount of the Proposed Capital Return (if any) will be determined by the HPP Board at the time having regard to all the circumstances. When deciding on the quantum of the Proposed Capital Return, HPP may at the Board's discretion consider reserving an amount (eg. around A\$1.5 million cash) to cover its capital requirements over the near term as it seeks to identify potential opportunities to create further shareholder value, including by way of acquisitions, equity investments or strategic combination opportunities. If the HPP Board decides to reserve cash to cover these requirements, it will reduce the funds available for the Proposed Capital Return.

If the Proposed Capital Return proceeds, it is expected that the Proposed Capital Return will be made to all HPP Shareholders pro rata to the number of HPP Shares which they hold on a record date to be determined.

4.2.2 HPP Shareholder approval and conditions

The Proposed Capital Return will be effected in accordance with sections 256B and 256C of the Corporations Act. The Corporations Act requires HPP to obtain the approval of HPP Shareholders by ordinary resolution before making the Proposed Capital Return.

If HPP Shareholders do not approve this Resolution 3, HPP will retain the net proceeds and consider alternative ways to return the net proceeds to HPP Shareholders, at the discretion of the HPP Board.

The HPP Board reserves the right not to proceed with the Proposed Capital Return at any time before the expected date of the Proposed Shareholder Return, as outlined above.

4.2.3 Rationale for the Proposed Capital Return

The purpose of the Proposed Capital Return is to provide HPP Shareholders with the opportunity to realise some or all of their investment in HPP, using the proceeds from the Disposal of the Macadamia Division, subject to the payment of HPP's tax and creditor obligations and retention of sufficient cash to cover HPP's capital requirements over the near term.

The primary advantage in approving the Proposed Capital Return is that it will enable HPP to repatriate capital which is in excess of its anticipated requirements to HPP Shareholders.

A disadvantage of the Proposed Capital Return is that, following its implementation HPP will have a significantly reduced capital base from which to operate. However, the HPP Directors are of the opinion that the capital base immediately following the Proposed Capital Return HPP will have sufficient funds to meet its requirements, particularly because HPP is currently a listed vehicle without any debts or liabilities.

4.2.4 Payment details

If the Proposed Capital Return proceeds, funds are expected to be distributed via electronic transfer to entitled HPP Shareholders, being registered holders of HPP Shares at the record date. Any fraction of a cent payable to any HPP Shareholder in respect of that HPP Shareholder's aggregate holding of HPP Shares will be rounded up to the nearest whole cent.

To ensure HPP Shareholders receive their entitlement to the Proposed Capital Return or any future dividend or distribution promptly, HPP encourages HPP Shareholders to check and update their banking instructions <https://www.computershare.com.au/easyupdate/hpp>. If HPP's share registry does not have the correct banking details for HPP Shareholders, any payment may not be received.

4.3 Legal requirements

4.3.1 Equal reduction

The Proposed Capital Return constitutes an equal reduction of HPP's share capital for the purposes of the Corporations Act. This is because it relates only to ordinary shares, it applies to each holder of ordinary shares in proportion to the number of shares they hold as at the record date, and the terms of the reduction are the same for each holder of ordinary shares.

4.3.2 Statutory requirements

(a) Fair and reasonable

Section 256B(1)(a) of the Corporations Act provides that a capital reduction must be fair and reasonable to a company's shareholders as a whole.

The HPP Directors are of the opinion that the Proposed Capital Return is fair and reasonable to all HPP Shareholders as it would apply to all HPP Shareholders on the record date equally, in proportion to the number of HPP Shares they hold as at that date.

(b) Company's ability to pay creditors

Section 256B(1)(b) of the Corporations Act provides that a capital reduction must not materially prejudice a company's ability to pay its creditors. As the Proposed Capital Return will only occur after US withholding tax obligations, repayment of HPP's creditors and transaction costs, the HPP Directors are satisfied that HPP's ability pay its creditors will not be materially prejudiced by the Proposed Capital Return. The HPP Directors have also satisfied themselves as to the solvency of HPP following the Proposed Capital Return.

Please refer to Section 4.4.3 below for further information regarding the impact of the Proposed Capital Return on HPP's ability to pay its creditors.

(c) Shareholder approval

Resolution 3 will be passed as an ordinary resolution for the purposes of section 256C(1) of the Corporations Act if more than 50% of the votes cast by HPP Shareholders present and eligible to vote at the General Meeting (whether in person, by proxy, by attorney or, in the case of a corporate HPP Shareholder, by a corporate representative) are in favour of it.

4.4 Effect of the Proposed Capital Return on HPP

4.4.1 Effect of the Proposed Capital Return on HPP capital structure and share price

As at the date of this Notice of Meeting, HPP has 122,820,738 fully paid ordinary shares on issue and paid-up share capital of approximately A\$60.6 million.

Following implementation of the Proposed Shareholder Return, HPP's share capital is estimated to reduce, at most, by an amount between approximately A\$6.5 million and A\$7.5 million.

Pursuant to ASX Listing Rule 7.20, HPP advises that no HPP Shares will be cancelled in connection with the Proposed Capital Return and no fractional entitlements will arise as a result of the Proposed Capital Return. The Proposed Capital Return will not impact the number of HPP Shares held by each of the HPP Shareholders, nor will it impact any HPP Shareholder's voting power in HPP.

4.4.2 Effect of the Proposed Capital Return on key balance sheet line items

The pro-forma statement indicating the key balance sheet line items of HPP as at 30 June 2023, adjusted for the Proposed Capital Return and other assumptions noted below, is provided to assist HPP Shareholders to understand the effect of the Proposed Capital Return, relative to HPP's most recently disclosed financial accounts.

The pro-forma statement has been extracted (in summary form) from the Annual Report of HPP dated 1 September 2023 for the 12-month period ended 30 June 2023, which has been audited by HPP's auditors, Ernst & Young, and lodged with ASX. The pro-forma statement has not been audited or reviewed.

The pro-forma statement is presented in abbreviated form and it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial reports prepared in accordance with the Corporations Act. The pro-forma statement is intended to be illustrative only and will not reflect the actual position and balance of HPP as at the completion of the Proposed Capital Return.

	FY23 Statutory Balance Sheet (audited) \$'000	FY23 Pro-Forma Balance Sheet (unaudited) \$'000 ¹
Current Assets ²	8,557	2,057
Non-Current Assets	-	-
TOTAL ASSETS	8,557	2,057
Current Liabilities	1,270	1,270
Non-Current Liabilities	-	-
TOTAL LIABILITIES	1,270	1,270
NET ASSETS	7,287	787
TOTAL EQUITY	7,287	787

Notes

1. The pro-forma statement assumes that completion of the Proposed Capital Return has occurred on 30 June 2023, with A\$6.5 million being returned to HPP Shareholders.
2. Current Assets include US\$3.9 million which is held in escrow subject to completion of IRS review on taxes owing. Accordingly, HPP's level of Current Assets is subject to prevailing USD:AUD exchange rates.

4.4.3 Effect of the Proposed Capital Return on HPP's ability to pay its creditors

HPP has assessed the impact of the Proposed Capital Return on its ability to pay its creditors. That review concluded that the payment to HPP Shareholders of an amount equal to the estimated Proposed Capital Return would not materially prejudice HPP's ability to pay its creditors and HPP will have sufficient cash reserves to pay its creditors (including current and reasonably foreseeable claimants) following payment of the Proposed Capital Return.

4.4.4 Tax implications for HPP

No adverse tax consequences are expected to arise for HPP from implementing the Proposed Capital Return.

4.5 Australian tax implications for shareholders

4.5.1 Background

The commentary below is general in nature and not intended to be comprehensive. It is based on HPP's interpretation of Australian income tax law currently in force at the date of this Notice of Meeting.

It only addresses Australian income tax considerations and is only relevant to the taxation position of HPP Shareholders who hold their HPP Shares on capital account. It does not apply to HPP Shareholders who hold their HPP Shares on revenue account or as trading stock.

The taxation implications for HPP Shareholders will depend on their particular circumstances. HPP Shareholders should seek independent professional tax advice in relation to their tax position based on their particular circumstances, including under the laws of the country where they are resident for tax purposes.

This summary does not constitute financial product advice as defined in the Corporations Act and is confined to taxation issues and is only one of the matters HPP Shareholders need to consider when making a decision about their investments. HPP Shareholders should consider taking advice from a licensed adviser, before making a decision about their investments.

This section should be read in conjunction with the entire Notice of Meeting and Explanatory Memorandum.

4.5.2 Proposed Capital Return

For HPP Shareholders who are a resident of Australia for Australian tax purposes and who hold their HPP Shares on capital account for Australian tax purposes, then:

- (a) no part of the Proposed Capital Return should be treated as a dividend for income tax purposes;
- (b) the cost base of each HPP Share will be reduced by the amount of the Proposed Capital Return for the purpose of calculating any capital gain or loss on the ultimate disposal of the HPP Share; and
- (c) an immediate capital gain will arise for HPP Shareholders to the extent that the costs base of the HPP Shares is less the amount of the Proposed Shareholder Return. A CGT discount may be applied against the capital gain (after reduction of total capital gains by capital losses) where the HPP Shareholder is an individual, complying superannuation entity or trustee, the HPP Shares have been held for at least 12 months and certain other requirements have been met.

For HPP Shareholders who are not a resident for Australian tax purposes and who hold their HPP Shares on capital account for Australian tax purposes, then no assessable Australian capital gain or loss should arise as a consequence of the Proposed Capital Return. Non-resident HPP Shareholders should seek advice in relation to the specific tax consequences arising from the Proposed Capital Return under the laws of their country of residence.

In the absence of a specific tax ruling, there is a risk that the ATO may determine a tax treatment for the Proposed Capital Return that is not in accordance with the commentary above. In particular, the ATO could make a determination to apply dividend integrity measures deeming all or part of the Proposed Capital Return to be an unfranked dividend in the hands of HPP Shareholders. In this situation, the following tax consequences could arise to HPP Shareholders:

- (a) for HPP Shareholders who are a resident of Australia for Australian tax purposes, the deemed unfranked dividend should be included in assessable income; and
- (b) for HPP Shareholders who are not a resident for Australian tax purposes, the deemed unfranked dividend should be subject to dividend withholding of up to 30%.

HPP notes that it has not applied to the ATO for a class ruling to confirm the Australian tax consequence of the Proposed Capital Return for HPP Shareholders who hold their HPP Shares on capital account for Australian tax purposes. Therefore, the information provided above is general in nature only. HPP Shareholders should seek independent professional tax advice in relation to their tax position based on their particular circumstances.

4.6 Board recommendation on Resolution 3

The HPP Board unanimously recommends that HPP Shareholders approve the Proposed Capital Return by voting in favour of Resolution 3.

Each HPP Director intends to vote all HPP Shares held or controlled by that HPP Director in favour of the Proposed Capital Return.

The HPP Board recommends that all HPP Shareholders read and carefully consider all the material set out in this Explanatory Memorandum before deciding how they will vote.

Other than as set out in this Notice of Meeting (including in this Explanatory Memorandum) and information previously disclosed to HPP Shareholders by HPP, there is no information known to the HPP Directors as at the date of this Notice of Meeting which could reasonably be material to HPP Shareholders in relation to their decision on how to vote on Resolution 3.

5. Resolution 4 – Equal access off-market share buy-back

5.1 Overview of Proposed Share Buy-Back

5.1.1 Proposed Share Buy-Back

If the Proposed Share Buy-Back proceeds, it will be an equal access, off-market share buy-back.

Under a buy-back, a company buys back its own shares from its shareholders who elect to participate in the buy-back offer. Any shares bought back must then be cancelled in accordance with the Corporations Act, with the result that the total number of the company's shares on issue is reduced by the number of shares bought back from participating shareholders.

An equal access scheme is a type of buy-back, under which the relevant company seeks to buy-back shares where shareholders have an equal opportunity to participate in proportion to their shareholdings.

Section 257B of the Corporations Act prescribes that, in an equal access scheme:

- (a) the offers under the equal access scheme must relate only to ordinary shares;
- (b) the offers must be made to every person who holds ordinary shares to buy-back the same percentage of their ordinary shares;
- (c) all of those persons must have a reasonable opportunity to accept offers made to them;
- (d) buy-back agreements must not be entered into until a specified time for acceptances of offers has closed; and
- (e) the terms of the offers must be the same.

The buy-back proposed by the Company is an equal access scheme for the purposes of the Corporations Act.

5.1.2 Amount of Proposed Share Buy-Back

Subject to the return of escrowed monies net of taxes and costs, and depending on the timing of that return and prevailing USD:AUD exchange rates, HPP estimates that the total gross funds available for the Proposed Share Buy-Back (before consideration of any surplus funds which HPP may wish to retain) will be, at most, between approximately A\$6.5 million and A\$7.5 million.

The exact aggregate amount and buy-back offer price of the Proposed Share Buy-Back (if any) will be determined by the HPP Board having regard to all the circumstances. When deciding on the aggregate quantum of the Proposed Share Buy-Back, HPP may at the Board's discretion consider reserving an amount (eg. around A\$1.5 million cash) to cover its capital requirements over the near term as it seeks to identify potential opportunities to create further shareholder value, including by way of acquisitions, equity investments or strategic combination opportunities. If the HPP Board decides to reserve cash to cover these requirements, it will reduce the funds available for the Proposed Share Buy-Back.

5.1.3 HPP Shareholder approval, legal requirements and conditions

The Corporations Act allows a company to buy-back up to 10% of the minimum number of shares on issue at any time during the last 12 months without seeking approval of its shareholders. If a company wishes to buy-back a greater number of shares by way of an equal access buy-back, it must seek shareholder approval.

Section 257C(1) requires that the terms of the buy-back agreement be approved by an ordinary resolution passed at a general meeting of the company before the agreement is entered into or the agreement must be conditional on obtaining such an approval.

Accordingly, Resolution 4 has been proposed for this purpose and will be approved if more than 50% of the total number of votes that are validly cast on Resolution 4 are in favour of it.

It is important to note that a HPP Shareholder who votes in favour of Resolution 4 does not have to participate in the Proposed Share Buy-Back. Participation in the Proposed Share Buy-Back is voluntary and at the discretion of HPP Shareholders.

Section 257A(a) of the Corporations Act provides that a buy-back must not materially prejudice a company's ability to pay its creditors. As the Proposed Share Buy-Back will only occur after US withholding tax obligations, repayment of HPP's creditors and transaction costs, the HPP Directors are satisfied that HPP's ability pay its creditors will not be materially prejudiced by the Proposed Share Buy-Back. The HPP Directors have also satisfied themselves as to the solvency of HPP following the Proposed Share Buy-Back.

Please refer to Section 5.2.3 below for further information regarding the impact of the Proposed Share Buy-Back on HPP's ability to pay its creditors. The HPP Board reserves the right not to proceed with the Proposed Share Buy-Back at any time.

5.1.4 Rationale for the Proposed Share Buy-Back

The purpose of the Proposed Share Buy-Back is to provide HPP Shareholders with the opportunity to realise some or all of their investment in HPP, using the proceeds from the Disposal of the Macadamia Division, subject to the payment of HPP's tax and creditor obligations and retention of sufficient cash to cover HPP's capital requirements over the near term. The potential reasons to vote in favour or against the Proposed Share Buy-Back are set out in Section 5.1.5(i) and (j) below.

5.1.5 Details of the Proposed Share Buy-Back

The relevant features of the Proposed Share Buy-Back (should it proceed) are as follows:

(a) Number of HPP Shares to be bought back

The maximum number of HPP Shares that HPP will buy-back off-market will be 122,820,737 HPP Shares (representing approximately 99.9% of HPP's issued share capital as at the date of this Notice of Meeting). The final size of the Proposed Share Buy-Back will depend on the level of participation by HPP Shareholders.

(b) Number of HPP Shares currently on issue

122,820,738 HPP Shares as at the date of this Notice.

(c) Current HPP Share price

Trading in HPP Shares has been suspended since close of business on Monday, 28 August 2023. To provide an indication of the recent market price of HPP's Shares, the closing price on that date was A\$0.042. The highest and lowest closing prices for HPP's Shares on the ASX during the previous three months (from Monday, 29 May 2023) were A\$0.060 and A\$0.039 respectively.

(d) Proposed Share Buy-Back offer price

The aggregate amount and offer price under the Proposed Share Buy-Back will depend on the net proceeds of the Disposal of the Macadamia Division after resolution of US withholding tax obligations and the timing of such resolution, repayment of HPP's creditors and transaction costs, prevailing USD:AUD exchange rates, and the exercise of the HPP Board's discretion as to the exact quantum of the final Proposed Share Buy-back described below.

The last traded share price of the Company is 4.2 cents (A\$0.042). HPP estimates that the funds available for the Proposed Share Buy-Back could be, at most, between approximately A\$6.5 million and A\$7.5 million.

Accordingly, HPP is seeking shareholder approval to complete the Proposed Share Buy-Back with an offer price between A\$0.042 and A\$0.061 per HPP Share (Buy-Back Price).

The exact buy-back price (if any) will be determined by the HPP Board and announced to the market, having regard to (without limitation) fluctuations in the exchange rate and the precise amount of cash available to be distributed to HPP Shareholders and HPP's financial position following return of the escrowed monies net of cost and taxes.

(e) Options available to HPP Shareholders

If the Proposed Share Buy-Back is approved, HPP will invite HPP Shareholders to sell some or all of their HPP Shares back to HPP at the buy-back price. All HPP Shares bought back under the Proposed Share Buy-Back would be cancelled. Participation in the Proposed Share Buy-Back is completely voluntary and HPP Shareholders can elect whether to sell some, all or none of their HPP Shares under the Proposed Share Buy-Back.

A HPP Shareholder who does not wish to participate in the Proposed Share Buy-Back does not need to do anything. If a HPP Shareholder does not participate in the Proposed Share Buy-Back the number of HPP Shares that they hold will remain the same but their percentage shareholding in HPP will increase if other HPP Shareholders elect to participate in the Proposed Share Buy-Back.

Trading in HPP Shares has been suspended since close of business on Monday, 28 August 2023. If trading in HPP Shares resumes prior to completion of the Proposed Share Buy-Back, HPP Shareholders may sell their HPP Shares on-market, unless and until they make an application under the Proposed Share Buy-Back. It is possible that HPP Shares may trade on-market above or below the buy-back price from time to time.

HPP Shareholders should consult their own tax advisor for specific taxation advice in connection with participation in the Proposed Share Buy-Back in order to assess the impact on their own particular circumstances. Further details of the Proposed Share Buy-Back procedure are set out below.

(f) Proposed Share Buy-Back procedure

In the event that Resolution 4 is approved at the General Meeting, and the HPP Board determines to proceed with the Proposed Share Buy-Back, HPP's current intention is to implement the Proposed Share Buy-Back as follows:

- (i) HPP Shareholders who hold HPP Shares on the record date for the Proposed Share Buy-Back will be sent an offer information booklet, which will include a personalised application form to participate. These documents will be despatched to HPP Shareholders, on which date the buy-back offer will open.
- (ii) The Proposed Share Buy-Back will be open to HPP Shareholders for at least 12 Business Days, subject to any extension (which will be announced to ASX).
- (iii) At any time during the offer period, a HPP Shareholder will be able to submit an their personalised application form to accept the Proposed Share Buy-Back in respect of some or all of their HPP Shares.
- (iv) Trustees or nominees who hold a parcel of HPP Shares on account of more than one beneficial holder will be able to accept the Proposed Share Buy- Back in whole or in part on behalf of some or all underlying beneficial holders on whose behalf they hold HPP Shares. Arrangements relating to instructions between registered HPP Shareholders and underlying beneficiaries on whose behalf HPP

Shares are held are matters to be determined between the relevant trustee/nominees and beneficiaries.

- (v) HPP will only accept and process application forms lodged by registered HPP Shareholders and will not engage in correspondence with underlying beneficial owners.
- (vi) Notwithstanding the submission of an application form prior to the closing date of the buy-back offer, no agreement to buy-back HPP Shares under the Proposed Share Buy-Back will be formed and applications are conditional in all respects until the time at which the offer closes.
- (vii) All HPP Shares for which a valid application form has been received and accepted by HPP before the closing date of the buy-back offer will be cancelled within 5 Business Days of the closing date of the buy-back offer.
- (viii) Proceeds of the Proposed Share Buy-Back would be distributed to participating HPP Shareholders on, or as soon as practicable after, the date which is 5 Business Days of the closing date of the buy-back offer.

The procedure set out above represents HPP's current intention only and is subject to change as determined by the HPP Board.

(g) Time frame

HPP will announce to ASX a timetable for the Proposed Share Buy-Back in the event that Resolution 4 is approved at the Meeting, and the HPP Board determines to proceed with the Proposed Share Buy-Back.

(h) Cancellation of buy-back shares

Section 257H of the Corporations Act requires that a company must not dispose of the shares it buys back, and that immediately after the registration of the transfer of bought-back shares to the company, the shares are cancelled. HPP Shares purchased by HPP under the Proposed Share Buy-Back are proposed to be cancelled within 5 Business Days of the closing date of the buy-back offer.

(i) Reasons to vote in favour of the Proposed Share Buy-Back

Reasons to vote in favour of the Proposed Share Buy-Back include:

- (i) HPP Shareholders have the opportunity to exit all or part of their investment in HPP for a set cash price, providing greater certainty of value to HPP Shareholders, compared to alternative options available;
- (ii) HPP Shareholders who sell all of their HPP Shares will avoid ongoing exposure to the risks associated with an investment in HPP, including no guarantee that HPP will be able to execute on its post Proposed Transaction strategy of identifying potential opportunities to create further shareholder value (including by way of acquisitions, equity investments or strategic combination opportunities), lack of diversification, potentially illiquid investment, equity price risks and general economic risks;
- (iii) all HPP Shareholders will have an equal opportunity to participate and also have flexibility to tailor the level of their participation to suit their individual circumstances;
- (iv) participating HPP Shareholders will not have to pay brokerage or appoint a stockbroker to sell their HPP Shares pursuant to the Proposed Share Buy-Back;
- (v) the Proposed Share Buy-Back should enable HPP Shareholders to sell a significant volume of HPP Shares which may otherwise be difficult to do via the ASX as the Company's shares are currently suspended from trading on ASX; and

- (vi) implementation of an off-market buy-back is simple, cost effective and promotes a more efficient capital structure.

(j) Reasons why you may choose to vote against the Proposed Share Buy-Back

Reasons to vote against the Proposed Share Buy-Back include:

- (i) participating HPP Shareholders will have their HPP Shares bought back and cancelled and, if they hold no HPP Shares, they will cease to have any rights as a member of HPP, which includes losing the rights to participate in the future financial performance of HPP;
- (ii) there will be a reduction in available cash levels of up to, at most, approximately A\$7.5 million and thus HPP's ability to use that cash for other purposes, including for HPP's ability to seek potential opportunities to create further shareholder value, including by way of acquisitions, equity investments or strategic combination opportunities will also be reduced. HPP will also incur some expenses relating to printing, mailing and share registry costs, however, these expenses are not considered material;
- (iii) the Proposed Share Buy-Back would, if approved and to the extent that HPP Shareholders participate in it, result in the cancellation of HPP Shares and therefore impact on the control of HPP. If there is significant participation in the Proposed Share Buy-Back, this will lead to an increase in the voting power of any substantial HPP Shareholders who elect not to participate in the Proposed Share Buy-Back. The potential effect of the Proposed Share Buy-Back on the control of HPP is set out in Section 5.2.4; and
- (v) participating in the Proposed Share Buy-Back may trigger taxation consequences for HPP Shareholders, such as the realisation of a capital gain or a capital loss.

(k) Intentions of major Shareholders and effect on control

As at the date of this Notice of Meeting, HPP's major shareholders have not confirmed their intentions or otherwise to participate in the Proposed Share Buy-Back or the extent of any potential participation. Consequently, it is not possible for HPP to definitively determine the control outcomes of the Proposed Share Buy-Back. The potential control impact of the Proposed Share Buy-Back depending on the level of participation of HPP Shareholders is set out in Section 5.2.4 below.

5.2 Effect of the Proposed Share Buy-Back on HPP

5.2.1 Effect of the Proposed Share Buy-Back on HPP capital structure

As at the date of this Notice of Meeting, HPP has 122,820,738 fully paid ordinary shares on issue and paid-up share capital of approximately A\$60.6 million.

If the Proposed Share Buy-Back proceeds, HPP will, under the Proposed Share Buy-Back, offer to buy-back up to 122,820,737 HPP Shares (representing approximately 99.9% of HPP's issued share capital as at the date of this Notice of Meeting). HPP Shares that are bought back will be cancelled.

The Proposed Share Buy-Back may therefore reduce the number of HPP Shares on issue from 122,820,738 to a minimum of 1 HPP Share. However, the precise number of HPP Shares which are cancelled as part of the Proposed Share Buy-Back will depend on the level of HPP Shareholder participation.

5.2.2 Effect of the Proposed Share Buy-Back on key balance sheet line items

The pro forma consolidated balance sheet of HPP for the year ended 30 June 2023 is set out in Section 4.4.2 and shows the potential effect of the Proposed Shareholder Return on HPP's historical financial position as at the dates of those statements.

5.2.3 Effect of the Proposed Share Buy-Back on HPP's ability to pay its creditors

HPP has assessed the impact of the Proposed Share Buy-Back on its ability to pay its creditors. That review concluded that the payment to HPP Shareholders of an amount equal to the maximum amount payable under the Proposed Share Buy-Back would not materially prejudice HPP's ability to pay its creditors and HPP will have sufficient cash reserves to pay its creditors (including current and reasonably foreseeable claimants) following completion of the Proposed Share Buy-Back.

5.2.4 Effect of the Proposed Share Buy-Back on control of HPP

HPP's Shareholders with voting power of 5% or more, according to notices filed by them, are set out in the table below, along with their respective HPP Shareholdings and voting power prior to the Proposed Share Buy-Back as at the date of this Notice of Meeting.

The table below illustrates the potential shareholding and voting power of each of these substantial HPP Shareholders after completion of the Proposed Share Buy-Back, based on different levels of participation by HPP Shareholders and assuming in each case that the substantial HPP Shareholders do not participate.

Substantial Shareholder	Before Proposed Share Buy-Back		After Proposed Share Buy-Back					
			50% participation*		75% participation*		100% participation*	
	HPP Shares	Voting Power	HPP Shares	Voting Power	HPP Shares	Voting Power	HPP Shares	Voting Power
AMD	42,844,007	34.9%	42,844,007	46.8%	42,844,007	56.4%	42,844,007	71.1%
John Cheadle	17,428,785	14.2%	17,428,785	19.0%	17,428,785	23.0%	17,428,785	28.9%
Total	122,820,738	100%	91,551,765	100%	75,912,279	100%	60,272,792	100%

* excluding participation by the substantial HPP Shareholders listed in the table.

5.2.5 Tax implications for HPP

No adverse tax consequences are expected to arise for HPP from implementing the Proposed Share Buy-Back.

5.3 Australian tax implications for shareholders

5.3.1 Background

The commentary below is general in nature and not intended to be comprehensive. It is based on HPP's interpretation of Australian income tax law currently in force at the date of this Notice of Meeting.

It only addresses Australian income tax considerations and is only relevant to the taxation position of HPP Shareholders who hold their HPP Shares on capital account. It does not apply to HPP Shareholders who hold their HPP Shares on revenue account or as trading stock.

The taxation implications for HPP Shareholders will depend on their particular circumstances. HPP Shareholders should seek independent professional tax advice in relation to their tax position based on their particular circumstances, including under the laws of the country where they are resident for tax purposes.

This summary does not constitute financial product advice as defined in the Corporations Act and is confined to taxation issues and is only one of the matters HPP Shareholders need to consider when making a decision about their investments. HPP Shareholders should consider taking advice from a licensed adviser, before making a decision about their investments.

This section should be read in conjunction with the entire Notice of Meeting and Explanatory Memorandum.

5.3.2 Proposed Share Buy-Back

It is proposed that the funds dispersed under the Proposed Share Buy-Back will be debited against the share capital of HPP, and no amount will be debited against the retained earnings of HPP. As such, no component of the funds received by participating HPP Shareholders under the Proposed Share Buy-Back should be treated as a dividend from HPP. In addition, no franking credits are to be attached to the funds dispersed under the Proposed Share Buy-Back to participating HPP Shareholders.

If HPP proceeds on the basis that the funds dispersed under the Proposed Share Buy-Back are entirely debited against the share capital of HPP, the following taxation consequences will result for HPP Shareholders who are a resident of Australia for Australian tax purposes and who hold their HPP Shares on capital account for Australian tax purposes:

- (a) no funds dispersed as part of the Proposed Share Buy-Back should be treated as a dividend for income tax purposes;
- (b) provided that the HPP Shares are held on capital account, HPP Shareholders would realise either a capital gain or loss when CGT event A1 is triggered upon disposing of their HPP Shares;
- (c) this capital gain or loss will arise as at the date that the contract to dispose the HPP Shares is entered into by each HPP Shareholder, rather than when the funds paid under the Proposed Share Buy-Back are actually received by the HPP Shareholder;
- (d) the funds dispersed under the Proposed Share Buy-Back should only consist of the capital component, and the capital component of the funds received by each HPP Shareholder under the Proposed Share Buy-Back will be the proceeds for CGT purposes;
- (e) a capital gain will be the excess of the capital proceeds received on disposal over the cost base or reduced cost base of the HPP Shares, and a capital loss will be the excess of the cost base or reduced cost base of the HPP Shares over the proceeds received on disposal; and
- (f) a CGT discount may be applied against the capital gain (after reduction of total capital gains by capital losses) where the HPP Shareholder is an individual, complying superannuation entity or trustee, the HPP Shares have been held for at least 12 months and certain other requirements have been met.

For HPP Shareholders who are not a resident for Australian tax purposes and who hold their HPP Shares on capital account for Australian tax purposes, then no assessable Australian capital gain or loss should arise as a consequence of the Proposed Share Buy-Back. Non-resident HPP Shareholders should seek advice in relation to the specific tax consequences arising from the Proposed Share Buy-Back under the laws of their country of residence.

For HPP Shareholders who do not participate in the Proposed Share Buy-Back, there would be no disposal of HPP Shares and, accordingly, no adverse tax consequences are expected to arise.

HPP notes that it has not applied to the ATO for a class ruling to confirm the Australian tax consequence of the Proposed Share Buy-Back for HPP Shareholders who hold their HPP Shares on capital account for Australian tax purposes. Therefore, the information provided above is general in nature only. HPP Shareholders should seek independent professional tax advice in relation to their tax position based on their particular circumstances.

HPP notes that the Federal Government has introduced the Treasury Laws Amendment (Off-Market Share Buy-Backs) Bill 2022 to align the tax treatment of off-market share buy-backs and on-market share buy backs. If implemented as proposed, the legislation will have retroactive effect from 25 October 2022 and will therefore to apply to the Proposed Share Buy-Back. HPP does not consider that the proposed legislation will affect the commentary provided to HPP Shareholders in this section.

5.4 Board recommendation on Resolution 4

The HPP Board unanimously recommends that HPP Shareholders approve the Proposed Share Buy-Back by voting in favour of Resolution 4.

Each HPP Director intends to vote all HPP Shares held or controlled by that HPP Director in favour of the Proposed Share Buy-Back.

The HPP Board recommends that all HPP Shareholders read and carefully consider all the material set out in this Explanatory Memorandum before deciding how they will vote.

Other than as set out in this Notice of Meeting (including in this Explanatory Memorandum) and information previously disclosed to HPP Shareholders by HPP, there is no information known to the HPP Directors as at the date of this Notice of Meeting which could reasonably be material to HPP Shareholders in relation to their decision on how to vote on Resolution 4.

6. Resolution 5 – Share consolidation

6.1 Overview of Share Consolidation

6.1.1 Background

Resolution 5 seeks HPP Shareholder approval for HPP to consolidate its issued share capital through the conversion of every 25 HPP Shares into 1 HPP Share (Share Consolidation).

Under section 254H of the Corporations Act, a company may convert all or any of its shares into a smaller or larger number of shares if the conversion is approved by an ordinary resolution of shareholders at a general meeting.

This section of the Explanatory Memorandum provides the information provided by ASX Listing Rule 7.20 to be provided to HPP Shareholders in relation to the Share Consolidation.

6.1.2 Timing

If the Share Consolidation is approved, it is anticipated that the Share Consolidation will take effect after completion of the payment to HPP Shareholders of the Proposed Shareholder Return (or such other subsequent date as notified by HPP to the ASX).

6.1.3 Reasons for the Consolidation

HPP currently has 122,820,738 HPP Shares on issue. For a company of HPP's size, this is a relatively large number of shares to have on issue and subjects HPP to a number of disadvantages, including:

- (a) that HPP has a far greater number of shares on issue than comparable companies, meaning that its share price is lower for reasons other than valuation;
- (b) reduced flexibility following completion of the Disposal of the Macadamia Division in seeking potential opportunities to create shareholder value, particularly if such opportunities involve issuing new securities at a discount to the trading price of HPP Shares (noting that HPP Shares are currently suspended from trading on ASX);
- (c) negative perceptions associated with a low share price; and

(d) administrative inconvenience.

The HPP Board believes that the Share Consolidation would assist in eliminating or mitigating these disadvantages and result in a more appropriate and effective capital structure for HPP and a share price more appealing to a wider range of investors.

6.1.4 Effect of the Share Consolidation

If the Share Consolidation is approved by HPP Shareholders, the number of HPP Shares on issue will be reduced from 122,820,738 to 4,912,830 (subject to fractional rounding).

As the Share Consolidation applies equally to all HPP Shareholders, individual shareholdings will be reduced in the same ratio as the total number of HPP Shares (subject only to the rounding of fractions). It follows that the Share Consolidation will have no material effect on the percentage interest of each individual HPP Shareholder.

If, for example, a shareholder currently has 1,000,000 shares, representing approximately 0.81% of all HPP Shares, then if the Share Consolidation is approved and implemented, the shareholder will have 40,000 HPP Shares following the Share Consolidation, still representing the same 0.81% of all HPP Shares. Similarly, the aggregate value of each HPP Shareholder's holding (and HPP's market capitalisation) should not materially change as a result of the Share Consolidation alone (assuming no other market movement or impacts occur). However, the price per share can be expected to increase to reflect the reduced number of shares on issue.

6.1.5 Capital structure

The pro-forma capital structure of HPP on completion of the Share Consolidation based on the number of securities on issue at the date of this Notice of Meeting is that the 122,820,738 Shares pre-consolidation would consolidate to become 4,912,830 Shares (subject to rounding).

6.1.6 Rounding

Where the consolidation of a HPP Shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the nearest whole number of shares. If HPP reasonably believes that a HPP Shareholder has been a party to the division of a shareholding in an attempt to obtain an advantage from this treatment of fractions, HPP may take appropriate action, having regard as appropriate to the terms of the HPP's constitution and the ASX Listing Rules. In particular, HPP reserves the right to disregard the division of the shareholder for the purposes of dealing with fractions so as to round up any fraction to the nearest whole number of shares that would have been received but for the division.

6.1.7 Tax implications for HPP Shareholders

HPP Shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither HPP nor any of its officers, employees or advisors assumes any liability or responsibility for advising shareholders about the tax consequences for them from the Share Consolidation.

The Share Consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each HPP Shareholder as a result of the Share Consolidation. Accordingly, no capital gains tax event is expected to occur as a result of the Share Consolidation and therefore there should be no taxation implications arising for HPP's Shareholders.

6.1.8 Other material information

Other than as set out in this Notice of Meeting (including in this Explanatory Memorandum) and information previously disclosed to HPP Shareholders by HPP, there is no information known to the HPP Directors as at the date of this Notice of Meeting which could reasonably be material to HPP Shareholders in relation to their decision on how to vote on Resolution 5.

6.2 Board recommendation on Resolution 5

The HPP Board unanimously recommends that HPP Shareholders approve the Share Consolidation by voting in favour of Resolution 5.

Each HPP Director intends to vote all HPP Shares held or controlled by that HPP Director in favour of the Share Consolidation.

The HPP Board recommends that all HPP Shareholders read and carefully consider all the material set out in this Explanatory Memorandum before deciding how they will vote.

7. Resolutions 6 and 7 – Approval of grant of Options to Mr Albert Tse and Mr Hugh Robertson

7.1 Overview

Resolution 6 seeks Shareholder approval to grant 15,000,000 Options to Mr Albert Tse. Resolution 7 seeks Shareholder approval to grant 10,000,000 Options to Mr Hugh Robertson.

Each Option has an exercise price of A\$0.06 and will expire 4 years from the date it is issued, which will be within 1 month from the day Shareholder approval is granted under this Resolution. The Options will not be exercisable within the first 12 months of being issued. If not exercised, the Options will lapse on the date it expires. The full terms of the options are set out in Annexure A of this Notice of Meeting.

The Options are designed to remunerate and reward Mr Tse and Mr Robertson if, following the Proposed Shareholder Return, the Company acquires a business or assets and successfully recommences trading on ASX at a share price which is higher than the A\$0.06 exercise price.

7.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of ASX Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so; and
- (d) an Associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Tse and Mr Robertson are Directors of the Company, they are each persons in a position of influence for the purposes of ASX Listing Rule 10.11. The proposed grant does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

If approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed grant of Options to Mr Tse and Mr Robertson.

If this Resolution is not passed, the Company will not be able to proceed with the proposed grant and may have to consider other less cash-effective forms of compensation to remunerate Mr Tse and Mr Robertson for their services.

7.3 Information required by ASX Listing Rule 10.13

The following information in relation to the proposed grant of the Options to is provided for the purposes of ASX Listing Rule 10.13:

- (a) The names of the persons to whom the Options will be granted are:
 - (i) Mr Albert Tse (or his nominee) – Director and Executive Chair; and
 - (ii) Mr Hugh Robertson (or his nominee) – Non-Executive Director.
- (b) As current Directors, they fall under ASX Listing Rule 10.11.1 as related parties of the Company.
- (c) The number of Options to be granted is:
 - (i) Mr Albert Tse (or his nominee) – 15,000,000 Options; and
 - (ii) Mr Hugh Robertson (or his nominee) – 10,000,000 Options.
- (d) The full terms of the Options are set out in Annexure A of this Notice.
- (e) The Options will be granted within 1 month of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (f) The Options will be granted for nil cash consideration.
- (g) Funds will not be raised from the grant of the Options as the Options are being granted for nil consideration. The purpose of the grant of the Options is to remunerate and reward Mr Tse and Mr Robertson if, following the Proposed Shareholder Return, the Company acquires a business or assets and successfully recommences trading on ASX at a share price which is higher than the A\$0.06 exercise price. Any funds raised on exercise of the Options will be used by the Company to execute on its post Proposed Transaction strategy of identifying potential opportunities to create further shareholder value (including by way of acquisitions, equity investments or strategic combination opportunities) and for general working capital.
- (h) Each of the Directors' current remuneration packages is as follows, prior to Shareholder approval (if any) of the issue of Options:
 - (i) Mr Albert Tse – A\$141,525 (inclusive of superannuation); and
 - (ii) Mr Hugh Robertson – A\$48,612 (inclusive of superannuation).
- (i) The Options are not being granted under an agreement.

7.4 Corporations Act

For a public company to give a financial benefit to a related party of the public company, the public company must obtain the approval of the public company's members and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Options to the Mr Tse and Mr Robertson will constitute giving a financial benefit to related parties of the Company by virtue of each participant being a Director. However, Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of Options is considered

to be reasonable remuneration and on reasonable arms' length terms (or more favourable to the Company) and accordingly falls within the exceptions to the requirement for shareholder approval.

7.5 Further information on the Options

- (a) The number of options to be issued to Mr Tse and Mr Robertson has been determined upon a consideration of:
- (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; and
 - (ii) the current remuneration of Mr Tse and Mr Robertson.
- (b) If the Options proposed to be granted to Mr Tse and Mr Robertson are exercised, a total of 25,000,000 Shares would be issued. This will increase the number of shares on issue from 122,820,738 (being the total number of shares on issue as at the date of this Notice) to 147,820,738 (assuming that no other shares are issued or bought-back) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 20.35%, comprising 12.21% by Mr Tse and 8.14% by Mr Robertson.

- (c) As of the date of this Notice of Meeting, the related parties' existing interest in the Company is as follows:

Holder	Mr A Tse	Mr H Robertson
Securities	50,000 Fully Paid Ordinary Shares directly held	-
Existing interest (undiluted) ¹	0.04%	-

Note 1: calculated on the basis that the Company's share capital is 122,820,738 Shares.

- (d) The impact of the issue of Options to the related parties' potential interest in the Company can be summarised as follows.

Recipient	Mr A Tse	Mr H Robertson
Securities (after Options are issued)	50,000 Fully Paid Ordinary Shares directly held, and 15,000,000 Unlisted Options held directly or indirectly	10,000,000 Unlisted Options held directly or indirectly
Potential interest (undiluted) ¹	0.04%	-
Potential interest (fully diluted) ²	12.25%	8.14%

Note 1: calculated on the basis that the Company's share capital is 122,820,738 Shares.

Note 2: calculated on the basis that the Company's share capital is 147,820,738 Shares.

- (e) The fully diluted potential interest calculation is based on the assumption that all Securities and convertible Securities on issue (including those proposed to be issued under this Notice of Meeting) have been converted and/or exercised. Accordingly, this percentage should be treated with caution as there is no certainty that this will occur.
- (f) The Options are not proposed to be quoted on ASX, accordingly, they have no easily identifiable market value. However, as the Options could be exercised into Shares, the Options may have a present value at the date of their issue.
- (g) The Company has valued the Options based on the Black-Scholes Option Valuation Model, which is a commonly used and recognised model for valuing options on the grant date as they would be priced in an arm's length transaction between knowledgeable and willing counterparties.
- (h) The fair value of each Option is estimated at 0.79 cents (A\$0.0079), based on the following key inputs:

- (i) 25,000,000 unlisted Options will be issued for nil consideration with an expiry date set 4 years after issuance;
 - (ii) each Option is exercisable into one ordinary Share at any time after 12 months up to and including the expiry date (so an American vanilla valuation model is applicable);
 - (iii) the unexpired Options have no vesting conditions after the first 12 months besides the Optionholder remaining in continuous service to the Company up to and including the exercise date; and
 - (iv) the exercise price is 6 cents (A\$0.06), compared to the last closing price of HPP's Shares of 4.2 cents (A\$0.042);
- (i) The trading history of the shares on ASX in the twelve (12) months before the date of this Notice is set out below (noting that HPP Shares are currently suspended from trading on ASX):

HPP shares	Price	Date
Highest	0.078	13 and 14 Dec 2022
Lowest	0.039	21 Aug 2023
Last	0.042	25 Oct 2023

- (j) Based on the inputs, the Options have been valued as follows:

Recipient	Mr A Tse	Mr H Robertson
Number of Options	15,000,000 Unlisted Options held directly or indirectly	10,000,000 Unlisted Options held directly or indirectly
Estimated total value	A\$118,500	A\$79,000

The Board is not aware of any other information that would be reasonably required by shareholders to allow them to make a decision whether it is in the best interest of the Company to pass Resolutions 6 and 7.

8. Resolution 8 – Approval of Enhanced Placement Capacity

8.1 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue shares up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's ordinary 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A as it has a market capitalisation of less than A\$300 million and is not included in the S&P/ASX 300 Index.

Resolution 8 seeks shareholder approval for the Company to have Enhanced Placement Capacity to issue equity securities without shareholder approval. Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders virtually attending the meeting and eligible to vote (in person online, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 8 will be to allow the Company to issue shares under the Enhanced Placement Capacity pursuant to ASX Listing Rule 7.1A during the Enhanced Placement Period (defined below) without shareholder approval in addition to the Company's ordinary 15% placement capacity under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to issue shares under the Enhanced Placement Capacity pursuant to ASX Listing Rule 7.1A and will remain subject to the Company's ordinary 15% placement capacity limit on issuing shares without shareholder approval set out in ASX Listing Rule 7.1.

8.2 Calculation of the Enhanced Placement Capacity

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

ASX Listing Rule 7.1A.2 provides that eligible entities that have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$(A \times D) - E$

- (a) **A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:
- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17,
 - (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9, where:
 - A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - B) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
 - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16, where:
 - A) the agreement was entered into before the commencement of the relevant period; or
 - B) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
 - (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or 7.4,
 - (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period,

(vi) less the number of fully paid ordinary securities cancelled in the relevant period;

(Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% Placement Capacity)

- (b) **D** is 10%;
- (c) **E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4; and
- (d) 'relevant period' has the same meaning as in ASX Listing Rule 7.1. In the case of the Company the relevant period is the 12 month period immediately preceding the date of the issue or agreement.

8.3 Minimum Issue Price

The shares issued under the Enhanced Placement Capacity must be in an existing quoted class of equity securities issued for cash consideration per share which is not less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

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

8.4 Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, 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 (which is expected to be 28 November 2023);
- (b) the time and date of the Company's next Annual General Meeting; or
- (c) the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Enhanced Placement Period).

8.5 Dilution of existing shareholders

Dilution risks

If Resolution 8 is approved by shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

Economic risks

There is a risk that the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting. The shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date. If shares are issued at a discount to the net tangible asset value per share (**NTA**) there may be a negative impact on **NTA**.

Potential dilution of existing ordinary shareholders

The below table 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 ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting. The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		2.1c 50% decrease in issue price	4.2c issue price	8.4c 100% increase in issue price
Current Variable A 122,820,738	10% voting dilution Funds raised	12,282,074 A\$257,923.55	12,282,074 A\$515,847.10	12,282,074 A\$1,031,694.20
50% increase in Variable A 184,231,107	10% voting dilution Funds raised	18,423,111 A\$386,885.32	18,423,111 A\$773,770.65	18,423,111 A\$1,547,541.30
100% increase in Variable A 245,641,476	10% voting dilution Funds raised	24,564,148 A\$515,847.10	24,564,148 A\$1,031,694.20	24,564,148 A\$2,063,388.40

The table has been prepared based on the following assumptions:

- The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the Enhanced Placement Capacity.
- The table shows only the effect of issues of shares under ASX Listing Rule 7.1A, not under the Company's ordinary 15% placement capacity under ASX Listing Rule 7.1.
- The issue price is A\$0.042, being the closing price of the Company's shares on ASX on 28 August 2023, being the last trading day before the Company's shares were suspended from trading on ASX.
- The number of shares on issue is 122,820,738 being the number of shares on issue as at 25 October 2023.

8.6 Other specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the Enhanced Placement Capacity:

- The Company may issue shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, for example, funds raised may be applied towards the Company's future acquisitions, working capital and capital investment.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including rights issues or other issues in which existing security holders can participate;
 - the effect of the issue of the shares on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- (d) The Company obtained shareholder approval under ASX Listing Rule 7.1A at the Company's last Annual General Meeting held on 11 November 2022.
- (e) The Company has not issued any equity securities under ASX Listing Rule 7.1A during the previous 12 months.
- (f) A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

9. Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) Sunday, 26 November 2023. Accordingly, those persons are entitled to vote at the Annual General Meeting.
- 2 If a member is eligible to vote at this meeting:
 - (a) The member may appoint any person as his or her proxy to vote for the member at the meeting.
 - (b) A proxy need not be a member of the Company.
 - (c) A member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
- 3 It is not necessary to fill in the name of the person appointed as proxy unless it is desired to appoint some person other than the Chair.
- 4 Where only one proxy is to be appointed complete the proxy form attached.
- 5 If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each and return it to Computershare Investor Services at the address below.
- 6 The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with the Corporations Act and its Constitution.
- 7 Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 48 hours before the time appointed for holding the Annual General Meeting.
- 8 If you desire your proxy/proxies to vote in a certain way, place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution, your proxy/proxies may vote as he/she/they think fit.
- 9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except where the proxy holds a Directed Proxy Form or is required by law or the Company's constitution to vote in a certain manner or abstain from voting.
- 10 Note 9 does not apply if the Chair of the meeting is appointed as proxy and his appointment expressly authorises the Chair to exercise the proxy even if the resolution is a Remuneration Resolution.
- 11 The Chair intends to vote all Undirected Proxy Forms **in favour** of all Resolutions, including Remuneration Resolutions. If you appoint the Chair as your proxy and have not directed him how to vote, you are expressly authorising the Chair to cast your Undirected Proxy Form in accordance with this intention.
- 12 Proxies must be received by our Share Registry, Computershare Investor Services, at least 48 hours before the time of the holding of the Annual General Meeting (or such lesser period as the Directors may permit). Any proxy form received after this deadline will be treated as invalid. Proxies can be:
 - (a) delivered by post to the Share Registry of Health and Plant Protein Group Limited, Computershare Investor Services, GPO Box 242, Melbourne, Victoria 3001;
 - (b) sent by fax to the Share Registry of Health and Plant Protein Group Limited, Computershare Investor Services on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
 - (c) online by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.
- 13 As members are asked to participate virtually in the Annual General Meeting, each resolution will be conducted by a poll. The Company considers voting by poll to be in the interests of members as a whole and ensures the views of as many members as possible are represented at the Annual General Meeting.
- 14 The following definitions apply in this document:

Annual General Meeting or AGM or Meeting means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Annual Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 1 September 2023.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the financial market operated by ASX Limited.

ASX Listing Rules means the official listing rules of ASX as amended from time to time.

Board or HPP Board means the board of Directors of the Company from time to time.

Brisbane time means Australian Eastern Standard Time (AEST) as observed in Brisbane, Queensland.

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

Company or **HPP** means Health and Plant Protein Group Limited (ACN 010 978 800).

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

Directed Proxy Form means a proxy form, which specifies how the proxy is to vote.

Directors or **HPP Directors** means the directors of the Company from time to time.

Disposal of the Macadamia Division has the meaning given to that term in Section 4.1.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice of Meeting.

HHG means Hawaiian Host, LLC and its related parties.

IRS means US Internal Revenue Service.

Key Management Personnel or **KMP** of the Company means the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly from time to time. The Company's Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2023.

Notice of Meeting means the notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.

Option means an option to acquire a Share on the terms set out in Annexure A.

Optionholder means the holder of an Option.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.

Proposed Capital Return means an equal reduction of capital and return to HPP Shareholders of HPP's share capital the subject of Resolution 3 and in the form described in the Explanatory Memorandum.

Proposed Share Buy-Back means an equal access, off-market share buy-back offer to HPP Shareholders the subject of Resolution 4 and in the form described in the Explanatory Memorandum.

Proposed Shareholder Return means a return of capital to HPP Shareholders by way of the Proposed Capital Return or Proposed Share Buy-Back (or both) as the context requires.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 1 in this Notice of Meeting.

Undirected Proxy Form means a proxy form, which does not specify how the proxy is to vote.

Annexure A – Terms of the Options

- 1 Each Option gives the Optionholder the right to subscribe for 1 (one) Share upon:
 - (a) the exercise of the Option in accordance with these terms; and
 - (b) the payment of the Exercise Price (defined below).
- 2 The Options will expire at 5:00pm (Brisbane time) on the 4th (fourth) anniversary of the date of issue of the Options (**Expiry Date**).
- 3 The Options will not be exercisable within the first 12 months of issuance.
- 4 Any Option not exercised before the Expiry Date will automatically lapse at 5:00pm (Brisbane time) on the Expiry Date.
- 5 Each Option is exercisable at 6 cents (A\$0.06) (**Exercise Price**) payable in full on exercise of that Option.
- 6 An Optionholder may exercise all or some of the Options held by that Optionholder. If an Optionholder exercises fewer than all of the remaining Options held by that Optionholder, multiples of 100,000 Options must be exercised on each occasion.
- 7 If an Optionholder exercises fewer than all of the remaining Options held by that Optionholder, the Company will cancel the Optionholder's holding statement and issue or cause to be issued a new holding statement for the balance of the Options held by that Optionholder.
- 8 Options may only be exercised by an Optionholder by lodging with the Company:
 - (a) a signed written notice of exercise of Options specifying the number of Options being exercised;
 - (b) the holding statement for the Options; and
 - (c) an electronic funds transfer notice for the Exercise Price for the number of Options being exercised,where (a) - (c) collectively comprise an **Exercise Notice**.
- 9 An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- 10 Within 10 Business Days of receipt of the Exercise Notice and the full amount of the Exercise Price in cleared funds, the Company will allot the number of Shares to the Optionholder in respect of the number of Options specified in the Exercise Notice.
- 11 Subject to the Corporations Act and the ASX Listing Rules, the Options are freely transferrable.
- 12 All Shares allotted upon the exercise of the Options will, upon issuance, rank pari passu in all respects with other Shares.
- 13 The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 5 Business Days after the date of allotment of those Shares, subject to the Corporations Act and the ASX Listing Rules.
- 14 If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
- 15 In the event the Company proceeds with a bonus issue of Securities to Shareholders after the date of the Options, the number of Securities over which an Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
- 16 An Optionholder may participate in new issues of securities to holders of Shares only if, and to the extent that, an Option has been exercised and a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.
- 17 The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.



Health and Plant Protein Group Limited
ABN 68 010 978 800

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

HPP

MR SAM SAMPLE
FLAT 123
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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Health and Plant Protein Group Limited Annual General Meeting

The Health and Plant Protein Group Limited Annual General Meeting will be held on Tuesday, 28 November 2023 at 11.00am (Brisbane time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11.00am (Brisbane time) Sunday, 26 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MTU6KTN>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Health and Plant Protein Group Limited
ABN 68 010 978 800

HPP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Brisbane time) on Sunday, 26 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
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☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Health and Plant Protein Group Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Health and Plant Protein Group Limited to be held virtually at <https://meetnow.global/MTU6KTN> on Tuesday, 28 November 2023 at 11.00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director: Mr Hugh Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Return of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Equal access off-market share buy-back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Share consolidation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of grant of Options to Mr Albert Tse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of grant of Options to Mr Hugh Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
Resolution 8 Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically