

**TasFoods Limited ACN 084 800 902**

24 December 2015

**By ASX Online**

ASX Market Announcements Office  
Australian Securities Exchange  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**TasFoods Limited (Company)  
Documentation sent to Shareholders**

The Company hereby provides a copy of a letter from the Chairman and an updated replacement proxy form for the general meeting to be held on 29 January 2016 that will be dispatched to shareholders.

**ENDS**

**TasFoods Limited ACN 084 800 902**  
(formerly OnCard International Limited)

23 December 2015

Dear shareholder

As announced to ASX on 16 December 2015, the general meeting of TasFoods Limited (**Company**) which was scheduled to be held on 18 December 2015 has been postponed to 29 January 2016 at 10:00 am (Melbourne time). The venue is unchanged and the meeting will be held at the offices of Norton Gledhill, Level 23, 459 Collins Street, Melbourne, Victoria, 3000.

The directors decided to postpone the meeting due to the Company's continuing litigation against Tasmanian Land Company Limited (**TLC**), The Van Diemen's Land Company (**VDL**) and others in relation to the Company's agreement to acquire the VDL business assets.

In consequence of the change of date of the meeting:

1. those persons who are registered as the holders of shares in the Company as at 7:00 pm (Melbourne time) on Wednesday 27 January 2016 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting; and
2. to be valid, proxy forms for the meeting must be received (together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority) at the Company's registered office or by its share registrar, Advanced Share Registry Limited, by no later than 10:00 am (Melbourne time) on Wednesday 27 January 2016.

Accompanying this letter is an updated replacement proxy form for the general meeting for you to use if you have not yet voted by proxy for this meeting but wish to do so.

By way of update about the litigation, during a recent further hearing in the Supreme Court of Victoria, Moon Lake Investments Pty Ltd (**Moon Lake**), the other party that entered into a later sale agreement to acquire the same VDL business assets, gave an undertaking that it will not proceed to complete that acquisition without first giving 5 business' days written notice to the Company (amongst others). The Moon Lake sale agreement is subject to Foreign Investment Review Board approval which may be given on or before 29 January 2016.

Accordingly, in the event that Moon Lake were to give 5 business days' notice, the Company will have an opportunity to seek urgently to convene the Court of Appeal of the Supreme Court of Victoria to hear an application for interlocutory relief to restrain completion of the Moon Lake acquisition, pending the hearing and determination of the Company's application for leave to appeal (and the appeal, if leave be granted) against orders previously made by the Supreme Court in this matter.

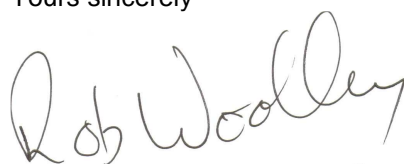
The Company continues to prepare its application for leave to appeal which is scheduled for hearing on 5 February 2016 and for the trial which is scheduled to commence on 22 February 2016.

Finally, the Company has recently received notice that Wilson HTM Corporate Finance Ltd and PAC Partners Pty Limited (**Underwriters**), the underwriters for the capital raising to help fund the consideration payable for the VDL business assets, have terminated their underwriting agreement with the Company.

The Underwriters have terminated in essence due to the wrongful repudiation of the VDL sale agreement by TLC, which has resulted in the ongoing litigation. The Underwriters have indicated to the Company that they are very willing to consider new underwriting arrangements in the event more certainty returns to the transaction.

In the meantime, the Company will explore alternative capital raising arrangements for the VDL business assets acquisition.

Yours sincerely

A handwritten signature in black ink that reads "Rob Woolley". The signature is written in a cursive style with a long, sweeping underline that extends to the right.

**Rob Woolley**  
Chairman

# TASFOODS LIMITED

ACN 084 800 902

## Lodge your vote:



### By Mail:

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
Facsimile: +61 (0) 8 9262 3723

For Online Vote  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

## For all enquiries call:

Telephone: +61 (0) 8 9389 8033  
Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies by 10:00 am (Melbourne time) on 27 January 2016 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009 or by hand delivery, post or facsimile to the registered office of the Company (see Notice of Meeting for address and facsimile details).
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00 pm (Melbourne time) on 27 January 2016 will be entitled to attend and vote at the Meeting.
8. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
9. This proxy should be read in conjunction with the accompanying documentation provided by the Company.
10. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

**Turn over to complete the form →**



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- Update your holding details
- Reprint various documents online

# TASFOODS LIMITED

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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.

## Form of Proxy

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of TasFoods Limited hereby appoint

the Chairman  
of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or, failing the person(s) named or if no person is named, the Chairman of the Meeting to represent all of my/our voting rights, as my/our proxy to vote, and otherwise to act generally, on my/our behalf at the Meeting. The Chairman of the Meeting intends to vote undirected proxies held by the Chairman in favour of each resolution below, to the extent permitted.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit.

**Important notice for undirected proxies:** If the Chairman of the Meeting is to be your proxy and you do not mark any of the boxes opposite a resolution, you hereby authorise and direct the Chairman to exercise your voting rights in relation to that resolution as the Chairman may decide, even if the Chairman has an interest in the outcome of the resolution or the resolution is connected directly or indirectly with the remuneration of a key management personnel member and votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

### STEP 2 Items of Business



**PLEASE NOTE:** If you wish to direct your proxy how to vote, please indicate by marking the appropriate box below. Otherwise, the proxy may vote as he/she thinks fit, to the extent permitted.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

	FOR	AGAINST	ABSTAIN
Resolution 1 (approval of acquisition of The Van Diemen's Land Company and significant change to activities)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (issue of shares to fund acquisition)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 (issue of shares to Rob Woolley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (issue of shares to Hugh Robertson)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 (issue of shares to Roger McBain)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 (issue of shares to Tony Robinson)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 (issue of shares to Tom Woolley)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion.

### SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date