



# **NOTICE OF ANNUAL GENERAL MEETING**

**RETAIL FOOD GROUP LIMITED  
ACN 106 840 082**

# NOTICE OF ANNUAL GENERAL MEETING

## RETAIL FOOD GROUP LIMITED

### ACN 106 840 082

**Date:** 27 November 2009

**Time:** 1.30pm (Queensland time)

**Place:** Grand Ballroom 4  
Sheraton Mirage Resort & Spa  
Seaworld Drive  
Main Beach Qld 4217

Notice is given that the Annual General Meeting of Retail Food Group Limited ('the Company') will be held at 1.30pm (Queensland time) on the 27<sup>th</sup> of November 2009 at the Grand Ballroom 4, Sheraton Mirage Resort & Spa, Seaworld Drive, Main Beach Qld 4217.

Agenda Items:

**1. Financial Statements and Reports:**

To receive and consider the financial statements of the Company, together with the Directors' and Auditors' reports, for the financial year ended 30 June 2009.

**2. Remuneration Report:**

To consider, and if in favour, pass the following resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the financial year ended 30 June 2009 be adopted by the Company'.

This resolution will be decided as if it were an ordinary resolution. However, under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company

**3. Election and Re-election of Directors:**

To consider, and if in favour, pass the following resolutions as ordinary resolutions:

'That, Mr John Cowley who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company.'

'That, Mr Nigel Norman Nixon, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company.'


**4. Approval of a previous issue of Ordinary Shares:**

To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the issue of 1,727,579 ordinary shares on 12 October 2009, issued pursuant to the DRP Shortfall Placement, particulars of which are provided in the Explanatory Memorandum.’

Dated 26 October 2009.

By order of the Board



**Anthony Mark Connors**  
Legal Counsel & Company Secretary  
Retail Food Group Limited

**Voting exclusion statement**

The Company will disregard any votes cast on Resolution 4 by any party who participated in the issue and their associates.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy voting form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**NOTES:**

1. Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that, for the purpose of the Annual General Meeting ('AGM'), all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 7.00pm (Sydney time) on the 25<sup>th</sup> of November 2009. Accordingly, those persons are entitled to attend and vote at the AGM.

2. Eligible members are encouraged to attend the AGM. If unable to attend, members may appoint a proxy to attend and vote for them. A proxy need not be a member of the Company.

If members are entitled to cast two or more votes, they may nominate two persons to vote on their behalf at the AGM.

If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of the member's votes. Fractions of votes will be disregarded. If no number or proportion is specified, each proxy may exercise half the member's votes.

A Proxy Form and reply paid envelope have been included for members with this Notice of Meeting. Proxy voting instructions are provided on the Proxy Form.

Members who wish to direct a proxy how to vote on a resolution must place a mark (ie a cross 'X') in the appropriate box on the Proxy Form.

3. Proxy Forms must be completed and respectively returned by post, facsimile or delivery to the Company:

- a) via PO Box 1549, Southport Qld 4215;
- b) via (07) 5591 9021; or
- c) at 26 Railway Street, Southport Qld 4215;

or its share registry, Computershare Investor Services Pty Ltd:

- a) via GPO Box 242, Melbourne Vic 3001;
- b) via 1800 783 447; or
- c) Level 19, 307 Queen Street, Brisbane Qld 4000.

on or before 1.30pm (Qld time) on the 25<sup>th</sup> of November 2009.

4. Any revocations of proxies must be received (at the addresses or in the manner noted at Note 3 above) before commencement of the AGM, or at the registration desk in the Grand Terrace, Sheraton Mirage Resort & Spa, Seaworld Drive, Main Beach Qld 4217 from 12.30pm to 1.30pm (Qld time) on the 27<sup>th</sup> of November 2009.
5. Any Proxy Form, or revocation thereof, received after the deadlines indicated above will be treated as invalid.
6. If a member has appointed an attorney to attend and vote at the meeting, or if a Proxy Form is signed by an attorney, the power of attorney (or a

certified copy of it) must be received by the Company or its share registry (at the addresses or in the manner noted at Note 3 above) by 1.30pm (Qld time) on the 25<sup>th</sup> of November 2009.

7. If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person must be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the law and the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.
8. A proxy may decide whether to vote on any motion except where required by law or the Constitution to abstain in their capacity as proxy. If a proxy is directed to vote on an agenda item, he or she may vote only in accordance with the direction. If a proxy is not directed how to vote on an agenda item, he or she may vote as the proxy thinks fit.
9. If a member appoints the chairman of the meeting as the member's proxy and does not specify how the chairman is to vote on an item of business, the chairman will vote, as proxy for that member, in favour of that item on a poll.
10. Members entitled to vote at the AGM may submit written questions to the Company's auditor provided such questions are relevant to the content of the auditor's report or the conduct of the audit of the Company's annual financial report to be laid before the AGM. Written questions for the auditor must be submitted no later than the fifth (5<sup>th</sup>) business day before the 27<sup>th</sup> of November 2009.

**EXPLANATORY NOTES REGARDING AGENDA ITEMS:**

These explanatory notes have been prepared to assist shareholders with their consideration of the resolutions to be put to the AGM to be held on 27 November 2009. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting:

**1. Financial Statements and Reports:**

Section 317 of the Corporations Act 2001 (Cth) requires that the Company's annual financial report, the Directors' report and auditors' report be laid before the AGM. Whilst shareholders may ask questions about the reports, there will be no formal resolution put to the meeting concerning these matters.

An electronic copy of the Company's Annual Report (incorporating the Company's financial reports together with the Directors' and the Auditors' Reports) may be accessed via the following website address:

<http://www.rfg.com.au/rfg/pdfs/RFGL%20Annual%20Report%20FY2009.pdf>

Alternatively, shareholders can contact the Company Secretary on 07 5591 3242 and request a copy be forwarded to them by mail.

**2. Remuneration Report:**

The Corporations Act 2001 (Cth) requires that the Company's Remuneration Report (forming part of the Directors' Report and contained in the Company's Annual Report) be put to vote by shareholders at the AGM.

The vote on the proposed resolution is advisory only and will not bind the Directors or the Company.

*The Board recommends that shareholders vote in favour of this resolution.*

### 3. Election and Re-election of Directors:

#### **John Thomas Cowley:**

Rule 16.1 of the Company's Constitution requires that one third (or the nearest number thereto but not less than one third) of the Directors, other than the managing director, must retire from office. Pursuant to Rule 16.2 of the Company's Constitution, the director/s who must retire is that director/s who has been in office longest since last being elected.

Directors retiring by rotation are eligible for re-election under Rule 16.2 of the Company's Constitution.

John Thomas Cowley is required by rotation to retire, however, offers himself for re-election.

Mr Cowley is a Non-Executive Director and Chairman of the Company's Board. He was appointed to the Board on 13 October 2004.

Mr Cowley has had a career in media spanning more than 40 years which includes being responsible for some of the largest newspapers in the world including, in London, *The News of the World*, *The Sun*, *The Sunday Times* and *The Times*. He retired as a director of News Limited in 2001.

During his media career Mr Cowley was Chief Executive Officer of Queensland Newspapers, a founding staff member of *The Australian* and established the world's first daily newspaper for the blind in Hong Kong in 1989. Mr Cowley has also served as Chairman of the Gold Coast Indy 300 and Royal Women's Hospital Children's Research Foundation and has been made a Member of the Order of Australia (General Division).

*The Board (with Mr Cowley abstaining) recommends that shareholders vote to re-elect Mr Cowley at the Company's Annual General Meeting.*

#### **Nigel Norman Nixon:**

Rule 16.1 of the Company's Constitution requires that one third (or the nearest number thereto but not less than one third) of the Directors, other than the managing director, must retire from office. Pursuant to Rule 16.2 of the Company's Constitution, the director/s who must retire is that director/s who has been in office longest since last being elected.

Directors retiring by rotation are eligible for re-election under Rule 16.2 of the Company's Constitution.

Nigel Norman Nixon is required by rotation to retire, however, offers himself for re-election.

Mr Nixon is an executive director and corporate counsel of Retail Food Group Limited. He was appointed to the Board on 29 November 2003 and re-elected at the Company's AGMs of 29 November 2006 and 27 November 2008 following retirement by rotation.

Mr Nixon is a solicitor of the Supreme Court of Queensland and the Australian Capital Territory and has a Masters of Laws from the Queensland University of Technology.

In August 1995 Mr Nixon jointly acquired the Donut King master franchise for South East Queensland and Northern NSW and was involved in the master franchise business for some seven years before joining Retail Food Group in August 2002.

Prior to his involvement in the Donut King System, Mr Nixon jointly operated the Lenards Poultry master franchise for South East Queensland for approximately 16 months.

Since 1996, Mr Nixon has owned and managed in conjunction with family members some eleven Donut King outlets at various times.

*The Board (with Mr Nixon abstaining) recommends that shareholders vote to re-elect Mr Nixon at the Company's Annual General Meeting.*

### 4. Issue of Ordinary Shares:

Prior to the Annual General Meeting, 1,727,579 ordinary shares were issued pursuant to a DRP Shortfall Placement announced to the market on 5 October 2009.

Prior shareholder approval of the issue was not necessary.

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in this resolution did not exceed the 15% threshold for the purpose of Listing Rule 7.1. Listing Rule 7.4 provides that where a Company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity and enabling it to issue further securities up to that limit. The purpose of the resolution is for shareholders to approve, pursuant to Listing Rule 7.4, the issue of 1,727,579 Ordinary Shares to sophisticated and professional investors on 12 October 2009 which counted toward the Company's 15% limit under Listing Rule 7.1. The Company seeks approval of

the issue to preserve its ability to issue shares under the 15% limit in Listing Rule 7.1 throughout the coming 12 months.

Particulars of the placement are as follows:

- a) the issue price for the shares was \$2.51 (being consistent with the DRP price applicable to the Company's final dividend for the financial year ending 30 June 2009);
- b) the shares were placed with Australian Executor Trustees NSW Ltd, UBS Nominees Pty Ltd, ANZ Nominees Limited, Citicorp Nominees Pty Limited and National Nominees Limited;
- c) the shares rank equally in all respects with, and have identical terms to, the other existing ordinary shares on issue;
- d) the purpose of the issue was a Dividend Reinvestment Plan (DRP) shortfall placement and the funds raised will be used as part of capital management initiatives;
- e) the shares were issued on 12 October 2009 following settlement of the placement on 9 October 2009.

000001 000 RFG  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

## For all enquiries call:

(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 1.30pm (Queensland time) Wednesday 25 November 2009

### 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 as they choose. 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

**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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- ☒ Review your securityholding
- ☒ Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**

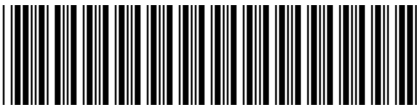


**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

☐

**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 Retail Food 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, as the proxy sees fit) at the Annual General Meeting of Retail Food Group Limited to be held at Grand Ballroom 4, Sheraton Mirage Resort & Spa, Seaworld Drive, Main Beach Qld 4217 on Friday, 27 November 2009 at 1.30pm (Queensland time) and at any adjournment of that meeting.

## 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
2	Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3A	Re-elect Mr John Cowley as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3B	Re-elect Mr Nigel Norman Nixon as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of a previous issue of Ordinary Shares pursuant to the DRP Shortfall Placement	<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.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_