



BESTON GLOBAL FOOD COMPANY LIMITED

NOTICE OF 2016 ANNUAL GENERAL MEETING

ACN 603 023 383

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NOTICE IS HEREBY GIVEN that the
Annual General Meeting of Shareholders of
Beston Global Food Company Limited
will be held at the
Hilton Adelaide, Ballroom C,
Level 1, 233 Victoria Square,
Adelaide, South Australia
on
Tuesday 22 November 2016
commencing at 10.30 am
(Adelaide time / ACDT).

Ordinary Business

Financial Report

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2016.

The 2016 Annual Report will be available to view online at the Company's website <http://www.bestonglobalfoods.com.au/Investors/> and despatched to those Shareholders who have elected to receive a hard copy of the report.

Resolution 1 - Adoption of the Remuneration Report for the year ended 30 June 2016

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

That, for the purpose of Section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the period ended 30 June 2016 as set out in the Directors' Report in the 2016 Annual Report.

Voting Exclusion Statement

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

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

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

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

Resolution 2 – Re-election of Mr Stephen Gerlach as a Director

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

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

Resolution 3 – Election of Mr Ian McPhee as a Director

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

That Mr Ian McPhee, having been appointed a director of the Company on 7 April 2016, will retire at the close of the Meeting in accordance with clause 58 of the Company's Constitution and being eligible, be elected as a Director of the Company.

Resolution 4 – Election of Ms Catherine Cooper as a Director

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

That Ms Catherine Cooper, having been appointed a director of the Company on 7 September 2016, will retire at the close of the Meeting in accordance with clause 58 of the Company's Constitution and being eligible, be elected as a Director of the Company.

Resolution 5 – Approval of Share Placement

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

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company of 54,486,157 shares in the capital of the Company to Kunteng Pte Ltd on 31 August 2016 outlined in the Explanatory Memorandum is approved.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by Kunteng Pte Ltd and any of its associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
- (b) it is cast by a person who is 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.

By Order of the Board



Richard Willson
Company Secretary
Dated this 20th Day of October 2016

Voting Entitlements

The Company has determined that for the purposes of ascertaining entitlements to attend and vote at the Annual General Meeting, all shares in the Company will be taken to be held by those persons who held them as registered holders at 7.00pm (Adelaide time / ACDT) on Friday 18 November 2016.

Proxies

A Shareholder entitled to attend and vote at the meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. In order to be valid, the Proxy form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10.30am (Adelaide time / ACDT) on Sunday, 20 November 2016.

By mail: Beston Global Food Company Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand: Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Or

Link Market Services Limited
680 George Street
Sydney NSW 2000

By facsimile: +61 2 9287 0309

Any Proxy Forms received after that time will not be valid for the Meeting.

Corporate Representative

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

Explanatory Memorandum

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

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held at the Hilton Adelaide, Ballroom C, Level 1, 233 Victoria Square, Adelaide, South Australia on Tuesday 22 November 2016 commencing at 10:30 am (Adelaide time / ACDT).

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

Resolution 1 - Remuneration Report for the year ended 30 June 2016

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2016.

The Remuneration Report is contained in the Directors' Report in the 2016 Annual Report, which will be available to view online at the Company's website <http://www.bestonglobalfoods.com.au/Investors/> and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2016.

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

If 25% or more of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must go up for re-election.

At the 2015 AGM, the Company's Remuneration Report for the year ended 30 June 2015 did not receive a 'no' vote of 25% or more.

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

Important information for Shareholders:

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

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

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

Resolution 2 – Re-election of Mr Stephen Gerlach as a Director

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

Mr Gerlach is the longest serving director, having been in office since incorporation of the Company. Accordingly, Mr Gerlach will retire by rotation at the Annual General Meeting. Mr Gerlach is eligible for, and has offered himself for, re-election.

Mr Gerlach is a corporate adviser and company director. He was formerly a Partner of Finlaysons Lawyers for 23 years, and its Managing Partner from 1985 - 1991. Stephen is presently the Chancellor of Flinders University of South Australia.

He was a Director of Santos Limited for over 20 years and was its Chairman from 2001 to 2009.

Mr Gerlach has been Chairman of agricultural company Elders Australia Limited and its listed holding company, Futuris Corporation Limited (now known as Elders Limited).

Mr Gerlach was a Director of the Australian and International wine company Southcorp Holdings Ltd from 1994 - 2005.

He was also formerly Chairman of Riverland Water, Challenger Listed Investment Ltd, Amdel Ltd, Equatorial Mining Ltd, and a Director of AMP Australia and a number of other listed and unlisted public companies.

Mr Gerlach is a director of Beston Pacific Asset Management Pty Ltd.

Mr Gerlach is Chairman of Adelaide Capital Partners Pty Ltd and Gerlach Asset Development Pty Ltd. He has also been involved in many State and National Not-for-Profit organisations and Professional Associations as a Director including, Foodbank SA (Chairman), Foodbank Australia Ltd, the Australian Cancer Research Foundation, the General Sir John Monash Scholarship Foundation, the Psychosis Australia Fund, and the Australian Red Cross Society (SA Division) (Chairman).

The Directors (excluding Mr Gerlach) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Mr Ian McPhee as a Director

Clause 58 of the Company's Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election.

Mr McPhee served as the Auditor General of Australia until June 2015. He holds a Bachelor of Business (Accountancy) degree and a Bachelor of Arts (Computing Studies) degree.

Mr McPhee is a Fellow of CPA Australia and a Fellow of Chartered Accountants Australia and New Zealand.

He is currently a Member of the International Ethics Standards Board for Accountants and an Adjunct Professor at the College of Business and Economics, Australian National University.

Mr McPhee is the former Deputy Chair of the Australian Accounting Standards Board.

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

Resolution 4 – Election of Ms Catherine Cooper as a Director

Clause 58 of the Company's Constitution requires that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election.

Ms Cooper holds a Bachelor of Laws Degree (LLB) and a Graduate Diploma in Legal Practice (GDLP).

Ms Cooper has extensive experience at both management level and at Board level in a wide range of companies and instrumentalities in the agribusiness sector in Australia, including, previously:

- Senior executive management positions with Fosters Brewing Group, Elders Limited and Futuris Corporation Ltd;
- Chair of SA Fisheries Council;
- Chair of SA Dairy Regulator;
- Directorships at SA Water Corporation, National Agrifoods Skills Council and the National Quarantine Export Advisory Council,

and currently:

- Commissioner, Australian Fisheries Management Authority;
- Chair, Fleurieu Waste Management Authority;
- Director, Australian Egg Corporation Limited.

Ms Cooper has enjoyed significant recognition as an industry leader in her field and was a finalist in both the 1997 and 1998 Telstra Business Woman's Awards. Her experience and expertise in stakeholder engagement across a broad range of industries in the agribusiness sector spans both the public sector and the private sector and has included a strong focus on compliance, risk management and regulatory environments.

She was involved in the establishment of the Elders Rural Bank and has played a key advisory role in the development of food businesses in Australia, and the balancing of complex food safety and health issues against international marketing opportunities.

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

Resolution 5 – Approval of Share Placement

Background to Resolution 5

On 31 August 2016, the Company made a placement of 64,051,111 shares (**Placement Shares**) to a Singapore company, Kunteng Pte Ltd, which is a wholly owned subsidiary of the China based private company, Dalian Hairunlai Group (**DHG**).

The placement was made utilising the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A as follows:

- 54,486,157 of the Placement Shares (representing 14.99% of the total number of Equity Securities on issue 12 months before the issue date) were issued without Shareholder approval under ASX Listing Rule 7.1; and
- 9,564,954 of the Placement Shares (representing 2.63% of the total number of Equity Securities on issue 12 months before the issue date) were issued with Shareholder approval under Rule 7.1A. At the 2015 AGM, the Company obtained Shareholder approval under ASX Listing Rule 7.1A.

ASX Listing Rules 7.1 and 7.1A

Generally, under ASX Listing Rule 7.1, a company may, in any 12 month period, issue without the prior approval of Shareholders, new securities of up to 15% of the number of shares on issue 12 months before the date of the issue of the new securities.

In addition to this 15% placement capacity, the Company obtained Shareholder approval under ASX Listing Rule 7.1A at the 2015 AGM to issue Equity Securities of up to a further 10% of its issued share capital through placements over a 12 month period after the AGM.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that an issue by a company of securities made without Shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue did not breach ASX Listing Rule 7.1 when it was made and the Company's Shareholders subsequently approve it.

The issue of the 54,486,157 Placement Shares to DHG under ASX Listing Rule 7.1 did not breach ASX Listing Rule 7.1 and has not previously been approved by Shareholders. The Company now seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

Effect of Resolution 5

The effect of passing Resolution 5 will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity under Listing Rule 7.1 would be the same as if the Placement Shares had not been issued.

This will allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

By ratifying the issue of 54,486,157 of the Placement Shares to DHG, the Company will be able to raise more capital by the issue of more securities without the delay involved in getting Shareholder approval. By taking this course, the Company will be well placed to readily take advantages of opportunities as they arise.

If Resolution 5 is not passed by Shareholders, when calculating the number of securities that the Company can issue under ASX Listing Rule 7.1 in the 12 months after 31 August 2016 (the date of issue to DHG), the Company would need to deduct 54,486,157 of the Placement Shares.

Specific information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information about the issue to DHG to be given to the Company's Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4.

- a) *Number of securities issued:* 54,486,157 shares in the Company were issued without Shareholder approval under ASX Listing Rule 7.1.

(An additional 9,564,954 shares were issued with Shareholder approval under Rule 7.1A, for which approval is not being sought under Resolution 5).

- b) *Issue price:* The shares were issued at \$0.45 per share.

- c) *Terms of issue:* The securities issued were fully paid ordinary shares in the Company. The shares were issued on the same terms as the Company's other fully paid ordinary shares, except that no dividend was payable for the 2015-16 financial year in respect of the shares.

- d) *Use of funds raised:* The net proceeds from the issue of the shares to DHG will be used to further develop facilities in the Company's dairy, health and seafood businesses.

These include:

- development of high value-add dairy nutrition products (including for the "Kids Nutrition" range of products, announced by BFC on 22 August 2016);
- construction of a new Mozzarella cheese plant at Murray Bridge, South Australia, capable of producing 5000 tonnes a year for export;
- enhancement of the Company's production facilities at Jervois, South Australia (which houses the company's milk powder, lactoferrin and e-commerce fulfilment activities);
- development of a soft cheese plant at Murray Bridge to produce European style soft cheese including the integration of a Cheese training facility in partnership with the TAFE Artisan Cheese Academy; and
- acquisition of additional seafood quota and assets in line with the buildout of the seafood division.

- e) *Voting exclusion statement:* A voting exclusion statement is included in the Notice.

The Board considers that the ratification of the issue of the Placement Shares and the refresh of the 15% capacity under Listing Rule 7.1 is beneficial to the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1 in the 12 months after 31 August 2016 (without further Shareholder approval), should it be required.

As a general rule, it is the intention of the Board of BFC to undertake any requirements for additional capital in the future by way of a rights issue through which all shareholders would be invited to subscribe for additional capital.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to vote all undirected proxies in favour of Resolution 5.

GLOSSARY

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

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

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

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

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

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

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

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

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

"**Equity Securities**" has the meaning given to that term in the ASX Listing Rules.

"**Explanatory Memorandum**" means this explanatory memorandum.

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

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

"**Related party**" has the meaning given to that term in Section 228 of the Corporations Act.

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

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

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules.

"**VWAP**" means Volume Weighted Average Price of the Company's ASX-listed Shares trading under the code BFC.

BESTON  **N**
GLOBAL FOOD COMPANY

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

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

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



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PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Adelaide time) on Tuesday, 22 November 2016 at the Hilton Adelaide, Ballroom C, Level 1, 233 Victoria Square, Adelaide, South Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report for the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Stephen Gerlach as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Mr Ian McPhee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Ms Catherine Cooper as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Adelaide time) on Sunday, 20 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**