



# Notice of Annual Meeting of Shareholders 2016

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2016 Annual Meeting of Tegel Group Holdings Limited (**Tegel**), Tegel's first Annual Meeting as a listed company. The Annual Meeting is to be held at Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Remuera, Auckland on **Wednesday 19 October 2016 commencing at 9.30am** (New Zealand time).

At the Annual Meeting, Phil Hand, Chief Executive Officer and I will present on Tegel's performance during the year ended 24 April 2016 and on our future growth plans. You will have the opportunity to ask any questions you may have about Tegel and its performance.

As part of the formal business of the Annual Meeting, Mr Tang Kok Yew and Mr Brett Sutton are required under applicable NZX listing rules to retire by rotation as the longest-standing directors of Tegel, and will stand for re-election at the Annual Meeting. Details of their respective backgrounds are set out in the Explanatory Notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports their re-election. Additionally, shareholders will be asked to authorise the directors to fix the auditor's remuneration. The Board recommends that you vote in favour of all resolutions.

If you cannot attend the Annual Meeting, I encourage you to complete and lodge the enclosed Proxy Form in accordance with the instructions on the back of the Proxy Form so that it reaches our share registrar, Computershare Investor Services Limited, 48 hours in advance of the start of the Annual Meeting. Alternatively, you can appoint your proxy online by following the instructions on the enclosed Proxy Form. A webcast of the Annual Meeting will be made available for those shareholders who cannot attend the meeting at [www.tegel.co.nz/investors](http://www.tegel.co.nz/investors).

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed Proxy Form with you to assist with your registration.

You are invited to join the Board and senior management to sample some of our tasty products at the conclusion of the Annual Meeting. I look forward to seeing you then.

Thank you for your support.

Yours sincerely

**James Ogden**

**Chairman**

27 September 2016



# Notice of Annual Meeting of Shareholders 2016

Notice is hereby given that the Annual Meeting of shareholders of Tegel Group Holdings Limited (**Tegel**) will be held at Ellerslie Event Centre, Ellerslie Racecourse, 80 Ascot Avenue, Remuera, Auckland on **Wednesday 19 October 2016 commencing at 9.30am** (New Zealand time).

Items of business

- A Chairman's Address
- B Chief Executive Officer's Address
- C Ordinary Resolutions
- D Shareholder Questions

Shareholders will be asked to consider, and if thought fit, pass the following ordinary resolutions:

1. That the directors are authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the 2017 financial year.
2. That Mr Tang Kok Yew be re-elected as a director of Tegel Group Holdings Limited.
3. That Mr Brett Sutton be re-elected as a director of Tegel Group Holdings Limited.

See explanatory notes on each of these resolutions below.

**By Order of the Tegel Group Holdings Limited Board.**

**James Ogden**

**Chairman**

27 September 2016



# Explanatory Notes

## **Resolution 1: Auditor's Remuneration**

PricewaterhouseCoopers are currently Tegel's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2017 financial year. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor.

## **Resolution 2: Re-election of Mr Tang Kok Yew as a Director**

Mr Tang was appointed as a director by the shareholders of Tegel on 21 July 2011. In accordance with the applicable NZX listing rules, Mr Tang retires by rotation and offers himself for re election as a director of Tegel at the meeting. The Board unanimously supports Mr Tang's re-election and considers that he qualifies as a non-independent, non-executive director under the applicable NZX listing rules.

### **Mr Tang Kok Yew**

#### **Non-independent, Non-Executive Director**

KY Tang is the founding Chairman and Managing Partner of Affinity Equity Partners, the largest shareholder in Tegel Group Holdings Limited. KY brings a unique perspective to the Board with his wealth of business experience gained during more than 40 years in senior commercial roles across Asia, Australia and NZ. In Asia, a key growth market for Tegel, KY has wide business experience and an extensive contact network, having served on company Boards across the region as well as previously being CEO, Hong Kong for the UBS Group and Asia Regional Head of Investment Banking for UBS Investment Bank. KY also brings significant corporate history to the Board, having been a Board member and chairman of Tegel over five years of Affinity's ownership, during which a number of transformational business initiatives were undertaken to expand the company into new products and regions.

## **Resolution 3: Re-election of Mr Brett Sutton as a Director**

Mr Sutton was appointed as a director by the shareholders of Tegel on 23 December 2010. In accordance with the applicable NZX listing rules, Brett retires by rotation and offers himself for re election as a director of Tegel at the meeting. The Board unanimously supports Brett's re election and considers that he qualifies as a non-independent, non-executive director under the applicable NZX listing rules.

### **Mr Brett Sutton**

#### **Non-independent, Non-Executive Director**

Mr Sutton is a Partner at Affinity Equity Partners, which he joined in 2004. In addition to Tegel, he is a director of Live Entertainment Holdings Pty Ltd and Velocity Frequent Flyer Pty Ltd. Mr Sutton is a Qualified Chartered Accountant in Australia and holds a Bachelor of Commerce degree in Accounting and Finance.

Mr Sutton is a member of the Audit and Risk and the Governance and Remuneration Committees of the Board.



# Important Information

## **Voting**

Voting entitlements for the Annual Meeting will be determined as at 5.00pm (New Zealand time) on Monday 17 October 2016. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

## **Proxies and Corporate Representatives**

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. A proxy need not be a shareholder of Tegel. If you wish to give your proxy discretion then you should mark the appropriate boxes on the form to grant your proxy that discretion. The Chairman of the meeting and any other director appointed as your proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not tick any box for a particular resolution, then your proxy may vote as they choose.

The completed Proxy Form must be received by Tegel's share registrar, Computershare Investor Services Limited, no later than 9.30am on Monday 17 October 2016 (48 hours before the start of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Please refer to the instructions on the enclosed Proxy Form as to the ways in which the Proxy Form can be returned to Computershare, including instructions on how to appoint your proxy and, if desired, to provide voting instructions to your proxy.

## **Ordinary Resolution**

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## **More Information**

If you have any questions, or for more information, please contact Computershare at [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz) or Tegel's Company Secretary, at [investorrelations@tegel.co.nz](mailto:investorrelations@tegel.co.nz)