



Chow Group Limited  
c/o CGML Limited  
Level 4, 89 Courtenay Place  
PO Box 19123 Wellington

NZX and media announcement

28 August 2017

### **2017 Notice of Annual Meeting of Shareholders**

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Chow Group Limited (**CGL** or the **Company**) will be held at the offices of Chow Group at Shed 19, Princess Wharf, 137 Quay Street, Auckland on Thursday, 21 September 2017, commencing at 10:30 am.

#### **Business**

The business of the Annual Meeting will be:

- 1. Chairman's introduction**
- 2. Annual report**

To receive and consider the Company's 2017 Annual Report containing the financial statements and the auditor's report for the year ended 31 March 2017.

#### **3. Resolutions**

##### **3.1. Re-Election of Director – John Chow**

To consider, and if thought fit, to re-elect John Chow as a director of the Company by passing the following ordinary resolution:

"That John Chow be re-elected as a director of the Company."

*See the Explanatory Notes and his biographical notes in the Company's last Annual Report.*

##### **3.2. Auditor's Remuneration**

To record that the Company's auditors Staples Rodway are automatically reappointed as auditors pursuant to section 207T of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution:

"That the directors be authorised to fix the remuneration of the auditors of the Company for the ensuing year."

#### **4. Other Business**

To consider any other matter that may properly be brought before the Meeting.



## Proxies

Any shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of him or her. Such proxy need not be a shareholder of the Company. The Chairman of the Company is prepared to act as proxy.

To appoint a proxy you should complete and sign the enclosed Proxy Form and return it by delivery, mail or fax to the share registrar of the Company:

### By delivery:

Chow Group Limited  
C/- Link Market Services Limited  
Level 11, Deloitte House  
80 Queen Street  
Auckland 1010

**By Facsimile:** +64 9 375 5990

### By mail:

Chow Group Limited  
C/- Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

Alternatively, to appoint your proxy and vote online please go to the Link Market Services website at <https://investorcentre.linkmarketservices.co.nz/voting/CGI> and follow the instructions. You will be required to enter your holder number and FIN for security purposes. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by Link Market Services Limited on behalf of the Company no later than 10:30am (New Zealand time) on Tuesday 19 September 2017; online proxy appointments must also be completed by this time.

## Voting Entitlements

Voting entitlements of the Meeting will be determined with reference to the Company share register as at 5.00pm on Tuesday 19 September 2017 (**Record Date**). Accordingly, only those persons who are registered shareholders of the Company on the Record Date will be entitled to vote at the Meeting and the only voting rights which may be exercised at the Meeting by the same registered shareholders are those attaching to shares which are registered as at the Record Date.

## Ordinary Resolutions

All of the resolutions set out in this Notice of Meeting are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of those holders of securities of the Company which carry votes, are entitled to vote and are voting on the resolutions in person or by proxy.

## Explanatory Notes

### Resolution One: Re-Election of John Chow

John Chow is currently a director of the Company and retires by rotation in accordance with NZX Alternative Market Listing Rule ('Listing Rule') 3.2.6. Mr Chow, being eligible, offers himself for re-election.

Listing Rule 3.2.6 requires a specified number of the Company's directors to retire from office on a rotational basis each year at the Company's Annual Meeting.

The retiring directors are eligible for re-election at that same Annual Meeting and those required to retire are



those who have been longest in office since they were last elected or deemed elected.

John is an entrepreneur who has overcome enormous odds to become successful. It has been a testament to his hard work that he has moved from family owned Chinese takeaway bar owner to owner of \$200m commercial property and business portfolio.

John's transition from small business owner to becoming a corporate entity and rich-lister has taken effort, a clear understanding of where he wants to go and the fearlessness to move the goalposts in his favour.

Recently John has agreed with Pullman to operate the Rotorua Hotel owned by the Chows that will be opened late 2018 and is also keeping busy with Stonewood Homes and the Chows finance company, Inno Capital.

The Board unanimously recommends that shareholders vote in favour of Ross's re-election as Director.

**Resolution Two: Auditors**

StaplesRodway are the existing auditor of the Company. StaplesRodway are automatically reappointed as auditor under section 207 of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor for the current financial year.

ENDS