



NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2022 annual meeting of shareholders of Cooks Coffee Company Limited (the **Company**) will be held on Tuesday, 27 September 2022 starting at 3:00pm at Link Market Services Offices PwC Tower, Level 30, 15 Customs Street West, Auckland. Shareholder registration opens at 2:30pm.

Agenda

- A. The Chairman's introduction.
- B. Presentation to shareholders.
- C. Shareholder discussion.
- D. Resolutions.

Resolutions

To consider and, if thought fit, to pass the following Ordinary Resolutions:

- 1 **Re-election of Paul Elliott:** that Paul Elliott, who retires in accordance with NZX Listing Rule 2.7.1, and being eligible for re-election, be re-elected as a director of the Company.
- 2 **Re-election of Peihuan Wang:** that Peihuan Wang, who retires in accordance with NZX Listing Rule 2.7.1, and being eligible for re-election, be re-elected as a director of the Company.
- 3 **Re-election of Qiang Kui:** that Qiang Kui, who retires in accordance with NZX Listing Rule 2.7.1, and being eligible for re-election, be re-elected as a director of the Company.
- 4 **Confirm appointment of Michael Ambrose:** that the appointment of Michael Ambrose as a director of the Company by unanimous resolution of the Board be confirmed in accordance with clause 17.5 of the Company's Constitution.
- 5 **Auditors:** that the Board is authorised to fix the auditor's remuneration.

Other Business

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

Proxies

Any shareholder of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company. The Chairman of the meeting can be appointed as a proxy. Where the Chairman is appointed as a discretionary proxy, he intends to vote in favour of all Resolutions.

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

By delivery:

Cooks Coffee Company Limited
C/- Link Market Services Limited
PwC Tower Level 30
15 Customs Street West
Auckland 1010

By mail:

Cooks Coffee Company Limited
C/- Link Market Services Limited
PO Box 91976
Auckland 1142

By Email: meetings@linkmarketservices.com (please put "Cooks Proxy Form" as the subject of the email for easy identification)

Alternatively, to appoint your proxy and vote online please go to the Link Market Services website at <https://investorcentre.linkmarketservices.co.nz/voting/CCC> 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 no later than 48 hours before the meeting, being 3:00pm on Sunday, 25 September 2022. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those holders' names at that time may be voted at the meeting.

Ordinary Resolutions

All of the resolutions being put to the 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 1: Re-election of Paul Elliott

Paul Elliott has extensive experience as CEO and CFO of major New Zealand corporates, including Metlifecare, Zespri, Pacific Retail Group and, more recently, Asset Finance Limited, a regional non-bank deposit taker. He has served as a director of both publicly-listed and privately held companies and is a chartered member of the New Zealand Institute of Directors.

For the past nine years he has been a partner in a boutique corporate finance business, Time Capital NZ. During that time, he has acted as advisor in a number of business acquisitions and turnaround assignments and has managed due diligence projects on behalf of several mergers. He continues to provide advisory services to New Zealand corporates and several high-net-worth individuals as a partner in Time Capital.

The Board recommends that shareholders vote in favour of Mr Elliott's re-election as Director

Resolution 2: Re-election of Peihuan Wang

Peihuan Wang is currently the Chairman and General Manager of Shandong Jiajiayue Investment Holdings Co. Limited and Vice President of the China Chain Store and Franchise Association.

Mr Wang also currently sits on the board of New Zealand company Weihai Station Limited, which runs farming operations and was granted consent from the overseas investment office to buy 595 hectares of land situated southwest of Auckland.

Mr Wang has been the recipient of a number of awards in China including 'the National Quality Excellent Manager', 'Person of the Year - Chinese Chain Industry', 'Person of the Year - Chinese Retail Industry', and 'Weihai City Mayor's Quality Award'.

Mr Wang is of Chinese nationality and resides in the Shandong Province. He brings a wealth of knowledge to the Board. JJY operates more than 800 supermarkets in China and employs more than 30,000 staff.

The Board recommends that shareholders vote in favour of Mr Wang's re-election as Director

Resolution 1: Re-election of Qiang Kui

Qiang Kui retires due to having held office for three years and, being eligible, offers himself for re-election as a Director. The Board does not consider Mr Kui to be an Independent Director.

Mr Kui joined Yunnan Health & Tourism Group Ltd (**YHT**) in 2015 as a budget specialist, specialising in overseas investment management. Mr Kui is currently the Chief Financial Officer of Caiyun International

Investment Limited, Director and Chief Financial Officer of YMCI's Australian operations, and is in charge of supervising the accounting, financial, compliance and reporting policies of YHT's overseas investment projects.

Mr Kui has a Bachelor's degree in E-Commerce, a Masters in Accountancy and has experience working as a financial and budget controller and in financial and taxation management. Mr Kui has provided financial services for companies such as Dalian Neusoft and Huawei.

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

Resolution 4: Confirmation of appointment of Michael Ambrose

Michael is an experienced Company Director, business consultant & Chartered Accountant with a broad range of governance, financial, general management, strategic & IPO skills.

Michael was the creator & founding Director of Arvida Group Ltd. This Public Company was listed in 2014 and is comprised of 32 Retirement Villages and Aged Care facilities.

He is also:

- The Chairman and independent Director of Manchester Unity Friendly Society
- A Director of Fiordland Lobster Company & related Companies
- Chairman of the international board of KitGarra International Limited, a meat & chicken trading company which has its head office in Brazil
- Chairman of the Board of Deep Creek Fruits LP, a start-up Cherry operation that acquired 140 hectares of land in Central Otago which has now been planted & irrigated following the initial capital raise from 37 investors totalling \$16.1 million.
- Chairman of the Board of Chateau Hotel Marlborough Ltd,
- Chairman of Senior Move Managers Limited, which provides a complete relocation service to seniors moving house or into Retirement Villages or individual homes.
- Secretary/Treasurer and active participant with the Trustees of Manchester Unity Welfare Trust Board.

By unanimous resolution the Board appointed Michael Ambrose as a director of the Company with effect from 29 November 2021, in accordance with clause 17.5 of the Company's Constitution and the Board unanimously recommends that the Board appointment be confirmed by shareholders

Resolution 5: Auditors

William Buck is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.