

notice of annual general meeting for the year ended 30 September 2008

The twelfth annual general meeting of Pioneer Food Group Ltd will be held on Friday, 20 February 2009 at 11:00 at Lemoenkloof Guest House, Paarl to transact the following business:

1. To consider and approve the annual financial statements for the year ending 30 September 2008.
2. To authorise the remuneration of the directors.
3. To elect directors to replace those directors who retire in terms of the Company's Articles of Association.
4. To vote in respect of any other business that may be transacted.
5. To consider the following ordinary resolution and if deemed fit to approve same with or without amendment:

ORDINARY RESOLUTION NO. 1

"Resolved that, subject to the provisions of the Companies Act, 1973 (Act 61 of 1973), as amended, the authority given to the directors to allot and issue, at their discretion, the 20 million unissued shares of the Company for such purposes as they may determine, be extended until the Company's next annual general meeting."

6. To consider the following special resolutions and if deemed fit to approve same with or without amendment:

SPECIAL RESOLUTION NO. 1

That articles 28 to 31 be deleted from the Articles of Association of the Company.

REASONS

These articles deal with stock (fixed interest securities). Stock is not an instrument that is used or required by the Company and as such the provisions are unnecessary and must be deleted.

EFFECT

The effect of the adoption of the special resolution will be that the Company will not have the powers to issue stock.

SPECIAL RESOLUTION NO. 2

That article 68.1 is deleted from the Articles of Association of the Company and be replaced with the following article:

- "68.1 Subject to the provisions of the Act the number of directors shall be not less than 4 (four) and not more than 18 (eighteen). Those directors will be appointed as follows:
- 68.1.1 subject to article 83.1, 12 (twelve) persons nominated by the shareholders for appointment as directors in terms of the provisions of articles 80 and 81 and elected as such by shareholders; and
 - 68.1.2 a maximum of 4 (four) executive directors nominated by the board of directors out of management of which 1 (one) will be the Managing Director."

that article 68.2 of the Articles of Association of the Company is amended to read as follows:

- "68.2 The continuing directors may act, notwithstanding any vacancy in their number, but if and for as long as their number is reduced below the minimum number of directors required, namely 4 (four), the continuing directors may act only to:
- 68.2.1 increase the number of directors to the required minimum; or
 - 68.2.2 summon a general meeting for that purpose, provided that if there is no director able or willing to act, then any member may convene a general meeting for that purpose."

and that article 68.3 is deleted from the Articles of Association of the Company.

REASONS

Article 68.3 deals with provisions that applied with effect from the year 2003 and as such does not apply anymore and needs to be deleted.

Article 68.3 also provided for the manner in which the directors will be appointed. The amendments to article 68.1 are, in light of the deletion of article 68.3 required to make it clear that out of the 18 (eighteen) directors that the Company may have a maximum number of 12 (twelve) will be persons nominated and elected by shareholders, while 4 (four) will be executive directors who will be nominated by the board of directors. The board of directors may then in terms of the provisions of article 83.1 appoint an additional 2 (two) directors.

The reason for the amendment of article 68.2 is to expressly state that the minimum number of directors required is 4 (four).

EFFECT

The effect of the deletion of article 68.1 will be that an article that partially dealt with a past event will be deleted while the amendment to article 68.1 will expressly provide how many directors will be appointed by shareholders and how many executive directors will be appointed by the board. The effect of the amendment to article 68.2 is that the article will expressly state that the minimum number of directors required is 4 (four).

proxy

Pioneer Food Group Limited (Reg No 1996/017676/06)
 ("the Company")

Annexure to the Notice of the Annual General Meeting

I/We the undersigned (print) _____
 (name of shareholder)

of _____
 (address)

being a shareholder of the Company, do hereby appoint

_____ (name of proxy)

of _____ (address)

or failing him, the Chairman of the meeting as my/our proxy to represent me/us, to talk and to vote on my/our behalf at the Annual General Meeting of the Company to be held on 20 February 2009 at Paarl at 11:00 or at any adjournment thereof:

	In favour of	Against	Abstain from voting
1. Ordinary resolution: To approve the annual financial statements for the year ending 30 September 2008			
2. Ordinary resolution: To authorise the remuneration of the directors			
3. Ordinary resolution: To elect directors			
4. Ordinary resolution: To vote in respect of any other business that may be transacted			
5. Ordinary resolution: To place 20 million unissued shares under the control of the directors			
6. Special resolution no 1: That articles 28 to 31 of the Articles of Association be deleted			
7. Special resolution no 2: That article 68.1 of the Articles of Association be deleted and replaced, that article 68.2 be amended and that article 68.3 be deleted			
8. Special resolution no 3: That article 81.1.1 of the Articles of Association be amended			
9. Special resolution no 4: That article 81.2 of the Articles of Association be deleted			
10. Special resolution no 5: That article 81.3 of the Articles of Association be deleted and replaced and that article 82.2 be deleted			
11. Special resolution no 6: That article 82.1 of the Articles of Association be deleted and replaced			
12. Special resolution no 7: That article 84.4.2 of the Articles of Association be deleted			
13. Special resolution no 8: That article 99 of the Articles of Association be deleted and replaced			

Please indicate instructions to proxy by way of a cross in the relevant space provided.

Signed at _____ on the _____ day of _____ 2009

Signature _____

Notes:

- (1) Members entitled to attend and vote at the meeting are entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote thereat in their stead.
- (2) This proxy must be deposited with the Company Secretary not less than 24 hours before the commencement of the meeting. Postal address: The Company Secretary, Pioneer Food Group Ltd, PO Box 20, Huguenot, 7645.