



Our Ref: PJK:20171087
Writer: Peter Kumnick
Your Ref:

k2 law Pty Ltd
A.B.N. 54 138 610 821

5 September 2017

Details
Level 18
50 Cavill Avenue
PO Box 91
Surfers Paradise 4217

Attention: ASX Market Announcements
Australian Securities Exchange

p 07 5538 8300
f 07 5538 3672
www.k2law.com.au

BY FACSIMILE 1300 135 638

Dear Sir/Madam

**FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER
RETAIL FOOD GROUP LIMITED – ANTHONY ALFORD**

We act for Anthony Alford.

We **enclose** a Form 604 Notice of change of interests of substantial holder which relates to Retail Food Group Limited.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Peter Kumnick', written over a horizontal line.

Peter Kumnick
Solicitor | K2 Law

Email: peter@k2law.com.au

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Retail Food Group Limited

ACN/ARSN 106 840 802

1. Details of substantial holder (1)

Name Anthony Alford (and the persons and entities set out in Annexure B)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

04/09/17

The previous notice was given to the company on

17/05/16

The previous notice was dated

17/05/16

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁶⁾
Ordinary	20,981,758	12.72%	16,904,527	9.56%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
	Refer Annexure C

Signature

print name	Anthony James Alford	capacity	
sign here		date	05/09/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Retail Food Group Limited
ACN 106 840 802

ANNEXURE A

This is the annexure marked A of 2 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 4 September 2017.

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
25.05.18	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	\$5.2800 per share	587,765 ordinary shares	- 587,765
25.05.18	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	\$5.2800 per share	758,235 ordinary shares	-758,235
31.08.17	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	\$4.7018 per share	111,079 ordinary shares	- 111,079
01.09.17	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	\$5.0005 per share	88,921 ordinary shares	- 88,921
04.09.17	Anthony James Alford	Ordinary shares sold on market by entity in which Anthony Alford is deemed to maintain a relevant interest	\$5.0113 per share	50,000 ordinary shares	- 50,000
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Saga Investments Pty Ltd as trustee for the CGFH (C3) Trust. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Saga Investments Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	380,915 ordinary shares	-380,915
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Saga Investments Pty Ltd as trustee for the WSS Trust No 4. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Saga Investments Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	334,598 ordinary shares	-334,598
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Emsaga Super Fund Pty Ltd as trustee for the Emsaga Superannuation Fund. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Emsaga Super Fund Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	99,854 ordinary shares	-99,854
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Susan Aalders. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Susan Aalders; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	11,734 ordinary shares	-11,734
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Bexlie Holdings (Old) Pty Ltd as trustee for the Bexlie Holdings Trust. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Bexlie Holdings (Old) Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	737,365 ordinary shares	-737,365
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Darlo Pty Ltd as trustee for the Darlo Choice Trust. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Darlo Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	178,950 ordinary shares	-178,950

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Anthony James Alford

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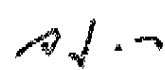
Retail Food Group Limited
ACN 106 840 802**ANNEXURE A**

This is the annexure marked A of 2 pages referred to in the Form 604 Notice of change of interests of substantial holder dated 4 September 2017.

05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Cakyto Holdings Pty Ltd as trustee for the CGFH (CS) Trust. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Cakyto Holdings Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	405,254 ordinary shares	-405,254
05.09.17	Anthony James Alford	Anthony Alford is not or has ceased to be an associate of Cakyto Holdings Pty Ltd as trustee for the CGFH (CB) Trust. Anthony Alford has no power: (a) to exercise, or control the exercise of, a right to vote any securities held by Cakyto Holdings Pty Ltd; (b) to dispose of, or control the exercise of the power to dispose of, those securities.	N/A	332,561 ordinary shares	-332,561

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 Anthony James Alford

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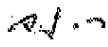
Retail Food Group Limited
ACN 106 840 802**ANNEXURE B**

This is the annexure marked B of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 4 September 2017.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Persons Votes
Anthony Alford	Alfords Holdings (Qld) Pty Ltd ACN 010 829 722	C.G.F.H. Holdings Pty Ltd ACN 061 797 653	Anthony Alford has a relevant interest in the shares held by Alfords Holdings (Qld) Pty Ltd as agent for C.G.F.H. Holdings Pty Ltd as trustee for the C.G.F.H. Holdings Trust by virtue of section 608(2) of the Corporations Act.	6,637,309 ordinary shares	6,637,309
Anthony Alford	Anthony Alford	Anthony Alford	Anthony Alford holds securities as trustee for The Anthony James Alford Child Maintenance Trust. He has a relevant interest by virtue of section 608(1) of the Corporations Act.	194,853 ordinary shares	194,853
Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd ACN 116 962 380	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C4) Trust by virtue of section 608(2) of the Corporations Act.	184,122 ordinary shares	184,122
Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C7) Trust by virtue of section 608(2) of the Corporations Act.	141,850 ordinary shares	141,850
Anthony Alford	FTT Holdings Pty Ltd ACN 116 962 380	FTT Holdings Pty Ltd	Anthony Alford has a relevant interest in the shares held by FTT Holdings Pty Ltd as trustee for The CGFH (C8) Trust by virtue of section 608(2) of the Corporations Act.	141,850 ordinary shares	141,850
Anthony Alford	CSF Investments (Qld) Pty Ltd ACN 144 991 873	CSF Investments (Qld) Pty Ltd ACN 144 991 873	Anthony Alford has a relevant interest in the shares held by CSF Investments (Qld) Pty Ltd as trustee for The Cranot Superannuation Fund by virtue of section 608(2) of the Corporations Act.	969,556 ordinary shares	969,556
Anthony Alford	CGFH (C2) Pty Ltd ACN 120 437 229	CGFH (C2) Pty Ltd ACN 120 437 229	Anthony Alford has a relevant interest in the shares held by CGFH (C2) Pty Ltd as trustee for The CGFH (C2) Trust by virtue of section 608(2) of the Corporations Act.	8,634,987 ordinary shares	8,634,987

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 Anthony James Alford

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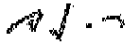
Retail Food Group Limited
ACN 106 840 802**ANNEXURE C**

This is the annexure marked C of 1 page referred to in the Form 604 Notice of change of interests of substantial holder dated 4 September 2017.

Name	Address
Anthony Alford	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
Alfords Holdings (Qld) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
FTT Holdings Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
CSF Investments (Qld) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230
CGFH (C2) Pty Ltd	c/- PO Box 3515 Robina Town Centre, Robina Qld 4230

5 September 2017

Date


Anthony James Alford

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional Information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none"> 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides 2 show the corporation name and A.C.N or ARBN 3 number the pages consecutively 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 5 identify the annexure with a mark such as A, B, C, etc 6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i> 7 sign and date the annexure. <p>The annexure must be signed by the same person(s) who signed the form.</p>

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.