



NOTICE OF ANNUAL GENERAL MEETING OF KINETIC GROWTH FUND LIMITED

Notice is hereby given that the Annual General Meeting of Kinetic Growth Fund Limited will be held at the Suva Business Centre, 221 Victoria Parade, Suva, on Friday, 23rd of October, 2020 commencing at 10:30am, to transact the following business.

The AGM will be held at the Suva Business Centre and attendees may attend in person or on-line. Attendees in person will be accommodated within social distancing guidelines and while there is a maximum number we can accommodate, based on previous AGM's, we anticipate being able to welcome all who wish to attend in person. The below options are available for the shareholders, media, and other stakeholders to participate in the Annual General Meeting.

1. In person
2. Attend on-line through Zoom
3. Proxy

Shareholders who wish to attend the Annual General Meeting on-line through Zoom, must complete and send the Pre-Registration Form attached to this notice.

If you are considering attending the Annual General Meeting in person, please note that the Company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site.

Circumstances relating to COVID-19 are changing rapidly; we will update shareholders if any of these changes impact arrangements for the Annual General Meeting.

ORDINARY BUSINESS:

1. Apologies, proxies and determination of quorum

2. Report by the Manager

To receive a report by the Manager on the affairs and performance of the Company and its investments during the financial year ended 31 December, 2019.

3. Consideration of Financial Statements

To receive and consider the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31 December, 2019 together with the reports of the Board of Directors and Auditors therein.

4. Election of Directors

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

To appoint **Mr. Erik Larson**, director of the Company, who retires by rotation pursuant to Clause 107 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

To appoint, pursuant to Article 111 of the Articles of Association of the Company, **Mr. Andy Yuen**, who was appointed as an additional Director of the company in January 2020, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

5. Auditor's appointment:

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

Pursuant to the Articles of Association of the Company, Messrs. Ernst & Young, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company, at a remuneration as may be decided by the Board with the mutual consent of the Auditors.

SPECIAL BUSINESS:

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



Griffon Emose
Company Secretary

01 October 2020

NOTES:

- 1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his / her behalf.*
- 2. The proxy need not be a member of the Company.*
- 3. A proxy form is enclosed with this notice of meeting. To be effective, the form must reach the registered office of the Company not less than 48 hours before the time for holding the meeting.*

EXPLANATORY NOTES:

This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting.

The Directors recommend Shareholders to read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

1. Apologies, proxies and determination of quorum

2. Report by the Manager

To receive a report by the Manager on the affairs and performance of the Company and its investments during the financial year ended 31 December, 2019.

3. Consideration of Financial Statements

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Questions that cannot be answered at the AGM will be addressed through a market announcement by the Company within a reasonable timeframe.

4. Election of Directors

The Board proposes that **Mr. Erik Larson** be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr. Erik Larson:

Mr. Larson joined KGF as an Independent Director in 2012. He is an associate professor of Sociology and Co-Director of Macalester's Legal Studies Program at the University of Minnesota, USA. He is an active investor in Fiji and brings extensive knowledge and experience to the board.

Mr. Andy Yuen:

Mr. Yuen joined the KGF Board on 15th January 2020. He is a Fiji Citizen based in Suva and is currently the principal director of AY Consulting, a consulting firm focused on business advisory and real estate. Recent tenures held by Mr. Yuen include being the Principal Investment Officer with FNPF, Sales Consultant with Harcourts Bluewater Real Estate (Fiji) Pte Limited, Business Analyst with Telecom Fiji Limited and Market Analyst with the South Pacific Stock Exchange Pte Limited. Furthermore, Mr. Yuen has previously held Board Memberships with the South Pacific Stock Exchange, Pacific Green Industries (Fiji) Limited and others. He brings with him vast experience built over a 2-decade career in the capital markets, finance and real estate sectors.

5. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 145 of the Articles of Association of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors Messrs. Ernst & Young, Chartered Accountants, being eligible, offer themselves for appointment.



**KINETIC
GROWTH FUND
PROXY FORM**

(Pursuant to Section 157 and 158 of Companies Act 2015)

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name _____, of _____ or failing that;

2. Name _____, of _____

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on 23rd October, 2020 at 10:30am at Suva Business Centre, 221 Victoria Parade, Suva and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

RESOLUTIONS	* OPTIONAL (MARK X)		
	FOR	AGAINST	ABSTAIN
1 Consideration of Financial Statements			
2 Election of Directors			
a.) Erik Larson			
b.) Andy Yuen			
3 Appointment of Auditors			

Signed this _____ day of _____ 20____.

Signature of Member(s): _____

Notes:

- * It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
- If a representative of the corporation is to attend the meeting, Annexure K - "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
- This Proxy Form must be received by the Company at *FNPF Boulevard, Level 2, Plaza 1, 33 Ellery Street, Suva* or Central Share Registry Pte Ltd at *Shop 1 And 11, Sabrina Building, Victoria Parade, Suva* or fax (+679) 3307241 or email address misau@kontiki.com.fj before 10:30am, Wednesday, 21st October 2020, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I / We named below, being a shareholder of the Company, wish to register my / our attendance for the Annual General Meeting through Zoom.

(Please tick only ONE box. Incomplete or incorrectly completed form will not be processed.)

☐ I wish to attend the Annual General Meeting via Zoom

I / We understand that the Company shall be entitled to reject the Pre-registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration Form.

Name(s) of Shareholder(s): _____

Name of attendee* _____

Voter identification card number / Passport Number / Company Registration Number: _____

Shareholder Identification Number: _____

Email Address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

**Where authorized representative of a company or proxy holder for a shareholder.*

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/ passport number(s) / company registration number is required for the purposes of verification.
2. By completing and submitting this form, you agree and acknowledge that the Company and/ or our service provider may collect, use and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound and / or video recordings of the Company's AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

NOTE: This duly completed Pre-registration Form must be emailed to misau@kontiki.com.fj before 10:30am, Wednesday 21st October, 2020.

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at ☐ all meetings **OR** ☐ the meeting to be held on _____ (Date)

Of

KINETIC GROWTH FUND LIMITED

Insert the name of the company holding the meeting

SIGNATURES- THIS MUST BE COMPLETED

Common Seal (if applicable)	Director	Sole Director and Sole Secretary
	<div></div>	<div></div>
	Director/ Company Secretary	Date
	<div></div>	<div>/ /</div>

Information

In order to be effective, the form must be received by Central Share Registry Pte Ltd / Kinetic Growth Fund Ltd within the time limit (if any) specified in the relevant company's Articles of Association for

receipt of Corporate Representative Appointments. The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment may be a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.