

NOTICE OF ANNUAL GENERAL MEETING OF KONTIKI FINANCE LIMITED

Notice is hereby given that the Annual General Meeting of Kontiki Finance Limited will be held at Room 3, Tanoa Plaza, Malcom Street, Suva on 28th October 2020 at 3.00pm.

Below are options available for the shareholders, media, and other stakeholders to participate in the Annual General Meeting.

1. Attendance in person

If you are considering attending the AGM in person, please note that KFL requires attendees to conform to the Government's prevailing social distancing and gathering regulations.

2. Nomination of Proxy

Shareholders who wish to nominate a proxy must complete and send the Proxy Form attached to this notice on pages 5-6.

3. Attendance online via Zoom

Shareholders who wish to attend the AGM on-line via Zoom must complete and send the Pre-Registration Form attached to this notice on page 9-10.

KFL wishes to transact the following business at the Annual General Meeting.

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 30th June 2020 together with the reports of the Board of Directors and Auditors thereon.

2. Election of Directors

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

- i) To re-appoint Griffon Emose, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.
- ii) To re-appoint Glen Craig, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

3. Appointment of Auditors

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

Pursuant to the provisions of Section 422(2) & 422(3) of the Companies Act 2015, M/s. 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 with remuneration as may be decided by the Board with the mutual consent of the auditors.

SPECIAL BUSINESS:

All other business transacted at the AGM is Special Business.

4. Approval of Directors Fees

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

To approve director's fees for all Directors totaling \$265,000 for FY 2021. The proposed budget is sufficient for a board comprising 6 members.

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

By order of the Board of Directors.



Beatrice Wong
Company Secretary

6th October 2020.

Notes:

- 1. A member who is unable to attend the meeting in person is entitled to appoint a proxy to attend the meeting and vote on their behalf.*
- 2. The proxy holder need not be a member of the company in accordance with clause 6.9 of the Articles of Association of the Company.*
- 3. To be effective, all relevant Forms must reach the registered office of the company not less than 48 hours before the time for holding the meeting.*
- 4. The attached Pre-Registration Form for Online Attendance offers Members, Proxies and Corporate Representatives the opportunity to attend the Meeting online and vote. Those wishing to attend online must fill out the attached Pre-Registration Form for Online Attendance.*

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. 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 needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. Election of Directors

The Board proposes that Griffon Emose and Glen Craig be re-appointed as Directors of the Company. The Board considers that the nominees possesses the necessary attributes to support the development of the Company.

Mr. Griffon Emose, BCom, Grad Dip App Fin & Inv., CFA

A Fiji citizen, Griffon is the Managing Director of Kontiki Capital. He was previously the Manager Public Awareness & Investor Education at the Capital Markets Development Authority and an economist at the Ministry of Finance where he served with the Economic Policy Analysis Unit and the Financial Management Reform Project. He is licensed by the RBF as an Investment Adviser Representative and serves on several other boards.

Past directorships include for the South Pacific Stock Exchange and Pleass Global. Griffon graduated with a Bachelor of Commerce from the University of Auckland, New Zealand and completed the Graduate Diploma in Applied Finance & Investment through the Securities Institute of Australia (now the Financial Services Institute of Australasia). He is a member of the CFA Institute and earned the CFA Charter in 2005.

Mr. Glen Craig MAICD

Glen is a Vanuatu citizen. He is the Managing Partner of the specialist South Pacific corporate advisory firm, Pacific Advisory. He is a Licensed Securities Dealer and holds a CSP License from the Vanuatu Securities Commission.

Glen has an extensive private sector background in Climate Finance, Policy Development, Tourism, Agriculture and Property Industry with practical hands on knowledge of the intricacies of doing business in a Pacific context. He offers a broad range of advisory and strategic services to Governments, Financial Institutions, Corporates, Regional Agencies, and Institutional Investors.

Glen has resided in Vanuatu for 16 years and sits on numerous Private and Public Boards and Committees including the current Chairperson of the Vanuatu Business Resilience Council and on the Board of the Vanuatu Surfing Association. Glen is passionate about driving development in the South Pacific through direct Investment in sustainable industries.

3. Appointment of Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with the provisions of Section 422(2) & 422(3) of the Companies Act 2015, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors, M/s. Ernst & Young Chartered Accountants, being eligible, offer themselves for appointment.

4. Approval of Director's Fees

The Board proposes that the Budget for Director's Fees be reduced from \$320,000 for FY 2020 to \$265,000 for FY 2021. The proposed budget is sufficient for a board comprising 6 members.

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) holding _____ shares of Kontiki Finance Limited, hereby appoint:

1. Name _____, of _____
or failing that;

2. Name _____, of _____

as my/our proxy to attend (either physically or online) and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held at 3pm in Room 3 of Tanoa Plaza, Malcom Street on the 28th October 2020 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements:			
2.	Re-Election of Directors:			
	– Griffon Emose			
	– Glen Craig			
3.	Appointment of Auditors			
	Special Business			
4.	Approval of Director's Fees			

Signed this _____ day of October 2020.

Signature of Member(s) _____

Notes:

1. *It is optional to put a '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.
2. 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.
3. 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.
4. Where a Proxy has been nominated by a shareholder(s), ONLY the nominated Proxy should fill out the Pre-Registration Form for Online Attendance on pages 9-10 if wishing to attend online.
5. This Proxy Form must be received by the Company at Kontiki Finance Limited, Level 5 Tappoo City Building, Thomson Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3303401 or email address company.secretary@kontikifinance.com before 3.00pm, 26th 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.

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

28th October 2020

Of

Kontiki Finance Limited

SIGNATURES- THIS MUST BE COMPLETED

	<i>Director</i>	<i>Sole director & Sole Secretary</i>
<i>Common Seal (if applicable)</i>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	<i>Director /Company Secretary</i>	<i>Date</i>
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%; text-align: center;">/ /</div>

Notes:

- To be effective, the form must be received by Kontiki Finance Limited within the time limit 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.*

2. *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.*
3. *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.*
4. *If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.*
5. *If the Corporate representative wishes to attend online, ONLY the nominated Corporate Representative should fill out the Pre-Registration Form for Online Attendance on pages 9-10.*



PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

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

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

Name(s) of Shareholder(s): _____

Shareholder Identification Number(s): _____

Name of online attendee*: _____

Email Address of online attendee: _____

Contact number for online attendee: _____

Signature of online attendee: _____

Date: _____

**Where appointed as Proxy for a Shareholder(s) or Corporate Representative of a Company or Body Corporate.*

Notes:

1. For Shareholders: Once you register your interest to attend online, we will send you a Zoom Meeting ID and invitation to your email address registered with the Central Share Registry Pte Limited.
2. For Proxies or Corporate Representatives: we will send a Zoom Meeting ID to the email address stated on the Pre-Registration Form for Online Attendance (page 9.)
3. Online attendees will be required to raise their hand to vote.
4. This duly completed Form must be received by the Company at "Kontiki Finance Limited, GPO Box 12508, Suva Fiji" or Kontiki Finance Limited, Level 5 Tappoo City Building, Thomson Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3303401 or email address company.secretary@kontikifinance.com before 3.00pm, 26th October 2020.