

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF KONTIKI FINANCE LIMITED

Notice is hereby given that the Extra-ordinary General Meeting of Kontiki Finance Limited will be held at the Suva Business Center Boardroom, 221 Victoria Parade, Suva on 30th March 2021 at 2.00pm.

Below are options available for the shareholders to participate in the Extra-ordinary General Meeting.

1. Attendance in person

If you are considering attending the EGM 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 page 3.

3. Attendance online via Zoom

Shareholders who wish to attend the EGM on-line via Zoom must complete and send the Pre-Registration Form attached to this notice on page 7.

KFL wishes to transact the following business at the Extra-ordinary General Meeting.

SPECIAL BUSINESS:

1. Approval of Directors Fees for Financial Year 2021

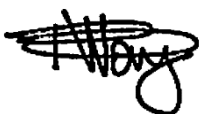
To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

To approve remuneration for all Directors to \$350,000 for FY 2021.

The proposed increase will accommodate the appointment of an additional director, which the Board believes will further enhance the Board's composition, experience, and competence.

Explanatory Notes containing information in relation to the resolution accompanying the Notice of the Meeting.

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Beatrice Wong', written over a horizontal line.

Beatrice Wong
Company Secretary

8th March 2021.

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 resolution contained in the Notice of Extra-ordinary General Meeting.

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

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

1. Approval of Director's Fees

The Board proposes that the Budget for Director's Fees be increased from \$265,000 to \$350,000 for the FY2021.

The increase is broken down as follows:

<i>Appointment of additional director:</i>	<i>\$47,000 (salary, life and medical insurance)</i>
<i>Insurance for six directors:</i>	<i><u>\$38,000</u> (life and medical)</i>
<i>Total:</i>	<i>\$85,000</i>

Note: Previously the Company was only disclosing salary and allowances for directors. For greater transparency we now disclose all remuneration for directors, life and medical insurance included.

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 Extra-ordinary General Meeting of the Company, to be held at 2pm in the Business Center Boardroom, 221 Victoria Parade, Suva on the 30th of March 2021 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
	Special Business			
1.	Approval of Director's Fees for FY 2021			

Signed this _____ day of March 2021.

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, the "Appointment of Corporate Representative" form 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 page 7 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 2.00pm, 28th March 2021, 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 all meetings **OR** the meeting to be held on

on 30th March 2021

Of

Kontiki Finance Limited

Section below to be completed by authorized persons of the body corporate:

	<i>Director</i>	<i>Sole director & Sole Secretary</i>
<i>Common Seal (if applicable)</i>		
	<i>Director /Company Secretary</i>	<i>Date</i>
		/ /

Notes:

1. 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 maybe 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 maybe 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 page 7.*



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 Extra-ordinary 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 7.)
3. Online attendees will be required to raise their hand to vote.
4. 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 2.00pm, 28th March 2021, 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.