

## **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 the Suva Business Center Boardroom, 221 Victoria Parade, Suva on 1<sup>st</sup> December 2021 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 6-7.

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 10-11.

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 2021 together with the reports of the Board of Directors and Auditors thereon.

**2. Election of Directors**

To consider, and if thought fit, pass the following resolutions as ordinary resolutions:

- i) To appoint Litia Niumataiwalu, 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 appoint Barry Whiteside, 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.

## **2. Election of Directors - Continued**

- iii) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Cecil Browne, who was appointed as an additional director of the Company on 1<sup>st</sup> January 2021, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.
- iv) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Chirk Yam, who was appointed as an additional director of the Company on 31<sup>st</sup> March 2021, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

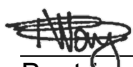
## **3. Re-appointment of retiring Auditors**

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

The Board proposes to re-appoint the retiring Auditors pursuant to the provisions of Section 422(2) & 422(3) of the Companies Act 2015, 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 M/s. Ernst & Young, Chartered Accountants, being eligible, offer themselves for appointment.

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.



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Beatrice Wong  
Company Secretary

25th October 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 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 Litia Niumataiwalu be re-appointed as Director of the Company. The Board considers that the nominee possesses the necessary attributes to support the development of the Company.*

*Mrs. Litia Niumataiwalu, MCom, BBus, DipBank*

*Litia is a Fiji citizen, with over 18 years of experience in the banking and finance sector in Fiji. Since leaving the banking industry, she has been holding advisory roles with various non-profitable organisations both in Fiji and the Region whilst also managing family inter-related businesses*

*Litia graduated with a Master of Commerce (Banking & Finance) from the University of Sydney and Bachelor of Business (Banking & Finance) from the University of South Australia. She also completed a Diploma in Banking from the University of the South Pacific in Fiji.*

*The Board proposes that Barry Whiteside be re-appointed as Director of the Company. The Board considers that the nominee possesses the necessary attributes to support the development of the Company.*

*Mr. Barry Whiteside, CF, MA, BA, FAICD*

*A Fiji citizen, Barry served as Governor of the Reserve Bank of Fiji from May 2011 to May 2017 and prior to that as Deputy Governor from October 2009. He has a career spanning just over 40 years across all core areas of the Central Bank including Economics/Research, Financial Markets, Financial Institutions Supervision and Currency and Corporate Services.*

*As Governor, he was a member of the National Anti-Money Laundering Council, National MSME Taskforce and Fiji Institute of Bankers Council. He chaired several key external and internal committees including the Macroeconomic Policy Committee, National Capital Markets Taskforce, National Financial Inclusion Taskforce, National Secured Transactions Taskforce, the RBF Board, and various policy committees of the Reserve Bank including Financial Systems Development, Financial Institutions, Financial Markets, Currency & Corporate Services and Economics.*

*Barry graduated with a Bachelor of Arts (Economics/Administration) from the University of the South Pacific and a Master of Arts (Economics) from Simon Fraser University in Vancouver, Canada. He is a Fellow of the Australian Institute of Company Directors.*

*He currently serves as a Director with the Pacific Catastrophe Risk Insurance Company, Tower Insurance (Fiji) Ltd, South Pacific Insurance Company (Fiji) Ltd and as a Director/Trustee of the JP Bayly Trust.*

*The Board proposes that Cecil Browne be appointed as Director of the Company. The Board considers that the nominee possesses the necessary attributes to support the development of the Company.*

*Mr. Cecil Browne*

*A Fiji citizen, Cecil has had a career spanning 47 years in the Banking industry with more than half of them in executive roles.*

*He retired as Bank of the South Pacific Fiji GM Corporate in November 2019 where he worked for 10 years. At BSP he held various positions including GM Retail Banking, GM Corporate Commercial SME and Treasury, GM Corporate and International and GM Corporate and Treasury.*

*Prior to working at BSP he worked at ANZ Banking Group Ltd for 25 years, rising in the ranks from Branch Manager to Deputy GM ANZ Fiji and Head of Corporate Banking.*

*The Board proposes Chirk Yam be appointed as Director of the Company. The Board considers that the nominee possesses the necessary attributes to support the development of the Company.*

*Chirk Yam, BCom, CA (ANZ), CA (Fiji), MAICD*

*A Fiji citizen, Chirk is a graduate of the University of Auckland. His career spanned 37 years in the Chartered Accountancy profession commencing in PricewaterhouseCooper's predecessor firm of Coopers & Lybrand in Auckland, New Zealand before transferring to Fiji. He retired as a Senior Partner of PricewaterhouseCoopers in December 2015.*

*Over his career he has overseen liquidations, receiverships, IPOs, business start-ups and insurance claims, while providing consultancy advice on mergers & acquisitions to a broad cross section of clients in the retail, manufacturing and financial sectors of the economy. He was one of the initial representatives licensed by the RBF as an Investment Adviser. Chirk's other areas of expertise is in audit and taxation.*

### **3. Re-appointment of retiring 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.*

## 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 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 the Suva Business Center Boardroom, 221 Victoria Parade, Suva on 1<sup>st</sup> December 2021 at 3pm 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
	<b>Ordinary Business</b>			
1.	Consideration of Financial Statements:			
2.	Election of Directors:			
	– Litia Niumataiwalu			
	– Barry Whiteside			
	– Cecil Browne			
	– Chirk Yam			
3.	Appointment of Auditors			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 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 - "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 10-11 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](mailto:company.secretary@kontikifinance.com) before 3.00pm, 29<sup>th</sup> November 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 at ☐ all meetings **OR** ☐ the meeting to be held on

1<sup>st</sup> December 2021

Of

Kontiki Finance Limited

SIGNATURES- THIS MUST BE COMPLETED

*Director*

*Sole director & Sole Secretary*

*Common Seal  
(if applicable)*

*Director /Company Secretary*

*Date*

/ /

### 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 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 10-11.

## 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 10.)
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](mailto:company.secretary@kontikifinance.com) before 3.00pm, 29th November 2021.