



## **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 Monday, 30<sup>th</sup> May, 2022 commencing at 10.30am, to transact the business detailed below.

The following options are available for shareholders, media and other stakeholders to participate in the Annual General Meeting:

1. Attend in-person
2. Attend on-line through Zoom
3. Attend via 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.

### **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, 2021.

#### **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, 2021, 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 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.

**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, 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.



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Griffon Emose  
**Company Secretary**

09 May, 2022

## **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:**

These Explanatory Notes are 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 that Shareholders read the Explanatory Notes 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 2021.

### **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, who retires by rotation and being eligible, has offered himself for re-election, be re-appointed as a director.

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 Programme at the University of Minnesota, USA. He is an active investor in Fiji and brings extensive knowledge and experience to the Board.

## **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 re-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 30<sup>th</sup> May, 2022 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			
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](mailto:misau@kontiki.com.fj) before 10:30am, Saturday, 28<sup>th</sup> May 2022, 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](mailto:misau@kontiki.com.fj) before 10:30am, Saturday 28<sup>th</sup>, May 2022.

# 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**

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

## 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.