



KINETIC GROWTH FUND

NOTICE OF ANNUAL GENERAL MEETING OF KINETIC GROWTH FUND LIMITED

Notice is hereby given that the Annual General Meeting (“AGM”) of Kinetic Growth Fund Limited will be held at Greenhouse Coworking, 33 Des Voeux Road, Suva on Monday, 17th June 2024 commencing at 10.00am, to transact the business detailed below.

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

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.

Shareholders who wish to appoint a proxy complete the Proxy 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, 2023.

- 3. Consideration of Financial Statements**

To receive and consider the audited financial statements of the Company for the financial year ended 31 December 2023, 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 as ordinary resolutions:

Re-appointment of Director Retiring by Rotation

To consider, and if thought fit, to approve the re-appointment of Mr. Jack Lowenstein, Director of the Company, who retires by rotation pursuant to Clause 107 of the Articles of Association of the Company, and being eligible, offers himself for re-election as a Director of the Company.

5. Appointment of Kelton-Nominated Directors

To consider and, if thought fit, to approve the appointment of the following new Directors:

- i. **Anthony Ah Koy**
- ii. **Carolyn Ah Koy**
- iii. **Monica Ah Koy**
- iv. **Rachel Ah Koy**

6. Appointment of Auditors

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**, 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 consent of the Auditors.

SPECIAL BUSINESS:

7. Directors Remuneration

To consider and, if thought fit, to approve the increase in Directors' remuneration in accordance with clause 79 of the Articles of Association and section 99 of the Companies Act 2015.

All other business transacted at an AGM is special business.

By order of the Board of Directors.



Griffon Emose
Company Secretary

24 May 2024

NOTES ON PROXIES:

- 1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on that member's 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 proposed 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

The Manager will make a presentation on the affairs and performance of the Company and its investments during the financial year ended 31 December 2023.

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 reports and 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

Re-Appointment of Director Retiring by Rotation

The Board proposes that Mr. Jack Lowenstein, who retires by rotation and being eligible, has offered himself for re-election, to be re-appointed as a director.

Mr. Jack Lowenstein is an Australian citizen based in Sydney. He is a seasoned investment professional with experience in the financial services industry. He has built a distinguished career in asset management, corporate governance, and sustainable investing. He co-founded Morpich Asset Management in 2012, a Sydney-based investment firm focusing on global equities with a strong commitment to sustainable and

ethical investing. Prior to this, he served as Deputy Chief Investment Officer at Hunter Hall International, one of Australia's largest ethical investment managers. He has served on several boards and advisory committees and was a founding director of KGF, bringing his expertise in finance, risk management, and corporate governance to these roles. His insights have been instrumental in guiding the strategic direction of various organizations. He is currently the chairman of two ASX listed companies: Tissue Repair Ltd and Morphic Ethical Equities Fund Ltd and is also an Investment Adviser Representative by the RBF.

5. Appointment of Kelton-Nominated Directors

KGF entered into a Sale and Purchase Agreement (“Agreement”) with Kelton Investments Pte Ltd (“Kelton”) on 22 November 2023. The transaction, which was announced to the market at that time, involves the purchase by KGF of three properties owned by Kelton in exchange for cash and KGF shares. One of the terms of the Agreement is that Kelton would nominate four persons to be directors of KGF. Details of the four nominees are provided below:

i. Anthony Ah Koy

Anthony is a Bachelor of Commerce and Master of Commerce graduate of the University of Auckland. He has been with the Kelton Group for his entire career, and has served in numerous roles including property development, general management, business development and Board positions across all of Kelton’s Asia-Pacific operations. Anthony is the Managing Director of the Kelton Group and resides in Fiji.

ii. Carolyn Ah Koy

Carolyn is a Bachelor of Arts graduate from the University of Auckland. Carolyn has held Executive and Board Director positions in the fashion and Garment manufacturing industry and in the hotel, industry including serving on the Fiji Tourism Board. Carolyn has worked with the Kelton Group for her entire career in the specific areas of hospitality, tourism, airline sales/marketing and continues her role in general management as an Executive Director in property portfolio management. She serves on Boards across the Kelton Asia Pacific operations. Carolyn has independent interests in the Restaurant and real estate industries and continues work with new business startups and development. Carolyn currently resides in Fiji.

iii. Monica Ah Koy

Monica has been involved in Airline operations, residential real estate sales and property portfolio management. Monica is an Executive Director of the Kelton Group and resides in Fiji.

iv. Rachel Ah Koy

Rachel is a well-known sports personality and South Pacific Games and Commonwealth Games athlete. Rachel is an Accounting and Finance Graduate of the University of Otago and enjoyed a long accounting career with PwC in New Zealand. She is now developing a family distribution business across Australia and New Zealand. Rachel is an Executive Director of the Kelton Group and resides in Australia.

6. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors, Messrs. Ernst & Young, in accordance with Article 98 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, being eligible, offer themselves for re-appointment.

7. Directors Remuneration

Under clause 79 of the KGF Articles of Association and section 99 of the Companies Act 2015, a Company must not pay remuneration to Directors in excess of the amount from time to time approved by the Members of the Company in a General Meeting.

The Board proposes to increase the total Directors' remuneration to \$30,000. Directors' remuneration has not been reviewed for many years and the proposed aggregate amount is well below the board remuneration levels of other listed companies. The current level of Directors' remuneration was set when Directors voluntarily recommended reducing remuneration by 50% when KGF was facing financial challenges that it has long since addressed.



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 17th June, 2024 at 10.00am at Greenhouse Coworking, 33 Des Voeux Road, 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			
Re-appointment of Directors			
Jack Lowenstein			
3 Appointment of Kelton-Nominated Directors			
i. Anthony Ah Koy			
ii. Carolyn Ah Koy			
iii. Monica Ah Koy			
iv. Rachel Ah Koy			
4 Appointment of Auditors			
5 Directors Remuneration			

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.

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. The duly completed Proxy Form must be received by the Company before 10.00am, Saturday, 15th June, 2024, 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. Proxy Forms should be delivered as follows:
 - (i) Hardcopy: *Level 2, Plaza 1, FNPF Boulevard, 33 Ellery Street, Suva* or Central Share Registry Pte Ltd at *Shop 1 And 11, Sabrina Building, Victoria Parade, Suva*
 - (ii) Email: misau@kontiki.com.fj or adivucago@kontiki.com.fj

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 and adivucago@kontiki.com.fj before 10.00am, Saturday, 15th June, 2024.

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
	Director/ Company Secretary	Date
		/ /

Information

To be effective, the form must be received by Central Share Registry Pte Ltd / Kinetic Growth Fund Ltd, 48 hours before the AGM for receipt of Corporate Representative Appointment. The original 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.