

## **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 Tanoa Plaza, corner of Malcom and Gorden Streets, Suva on 30<sup>th</sup> October 2024 at 3.00pm.

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

1. Nomination of Proxy

Shareholders who wish to nominate a proxy must complete and send the Proxy Form attached to this notice on pages 7-8.

2. 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 11-12.

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 2024 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 Barry Whiteside, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company and who was nominated by a shareholder, is re-elected as a director of the Company.
- ii) To appoint Chirk Yam, director of the Company who retires by rotation pursuant to Article 7.3 of the Articles of Association of the Company and who was nominated by a shareholder, is re-elected as a director of the Company.
- iii) To appoint, pursuant to Article 7.5 of the Articles of Association of the Company, Mark Halabe, who was nominated by a shareholder 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) and 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, with 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.

### SPECIAL BUSINESS:

#### 1. Approval of Consumer Price Index (CPI) Adjusted Directors' Fees

To consider and, if deemed appropriate, pass the following resolution as an ordinary resolution:

To approve an increase in the Directors' fees envelope from \$294,000 to \$325,000, an increase of 10.3% reflecting a cumulative adjustment over the past six years. This adjustment accounts for inflationary pressures and ensures alignment with the Consumer Price Index (CPI).

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

26<sup>th</sup> September 2024.

**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.*

**ORDINARY BUSINESS****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 need to be addressed through a market announcement by the company within a reasonable timeframe.*

## 2. Election of Directors

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Barry Whiteside was received from a shareholder. The Board proposes Barry Whiteside for your consideration and vote to be re-appointed as Independent Director of the Company.

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 and is a recipient of the Companion of the Order of Fiji.*

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

*Barry is an independent Director of Kontiki Finance Limited, having joined the Board in 2018. He has served as Chairman from 2021.*

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Chirk Yam was received from a shareholder. The Board proposes Chirk Yam for your consideration and vote to be re-appointed as Independent Director of the Company.

Chirk Yam |Director

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.*

Shareholders were sent an email reminding them of the upcoming AGM and calling for director nominations to be received by the Company Secretary. In response to this call, a nomination for Mark Halabe was received from a shareholder. The Board proposes Mark Halabe for your consideration and vote to be appointed as Independent Director of the Company.

Mr. Mark Halabe,

MF, BSc (Hons), GAICD

*Mark Halabe is a respected business leader with over 35 years of experience as Managing Director of Mark One Apparel (Fiji) Pty Limited and Halabe Investments Pty Limited. Throughout his career, he has contributed significantly to Fiji's economy, employing over 10,000 staff and generating more than FJ\$350 million in export income. His personal investments in Suva's housing development exceed FJ\$12 million.*

*Mark's contributions to industry have been recognized through numerous awards, including being named a Member of the Order of Fiji (2000) and receiving the Prime Minister's Exporter of the Year Award twice (2002, 2014). Additionally, he was awarded the Fiji 50th Anniversary Medal in 2020 for his continued service to the country's business sector.*

*Mark holds a Bachelor of Science with Honors from Leicester University, UK, and is a Graduate of the Australian Institute of Company Directors (2023). His leadership roles have extended into various organizations, including his tenure as Chairman and Council Member of the International School Suva, Director of Fiji Airports, and Director of Investment Fiji, among others.*

*Mark has also held significant roles in industry associations, such as Chairman of the Textile Clothing and Footwear Council of Fiji, President of the Fiji/Australia Business Council, and Director of the 2003 South Pacific Games. He has been a long-time advocate for business excellence, serving on the Fiji Business Excellence Awards Panel from 2012 to 2022.*

### **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 with 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.*

## **SPECIAL BUSINESS**

### **1. Approval of Consumer Price Index (CPI) Adjusted Directors' Fees**

Management proposes the approval of this resolution to ensure that Directors' fees remain fair and competitive. The proposed 10.3% increase reflects an adjustment for inflation over the past six years from \$294,000 to \$325,000, ensuring that the remuneration remains aligned with economic conditions.

Management recognizes the key role Directors play in the company's success, as well as the increasing demands on them, such as attending multiple meetings and thorough preparation. Adjusting their compensation for inflation ensures their remuneration remains fair and aligned with their responsibilities.

## 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:

a. Name \_\_\_\_\_, of \_\_\_\_\_  
or failing that;

b. 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 Tanoa Plaza, corner of Malcom and Gorden Streets, Suva on 30<sup>th</sup> October 2024 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:			
	- Barry Whiteside			
	- Chirk Yam			
	- Mark Halabe			
3.	Re-appointment of retiring Auditors			
	<b>Special Business</b>			
1.	Approval of Consumer Price Index (CPI) Adjusted Directors' Fees			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

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. Shareholders may choose how to vote for each director candidate (either to approve, reject or abstain each one). Shareholders can vote any number of abstentions or rejections. Appointment of the directors chosen by shareholders will be dependent on regulatory assessment and approval.
4. 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.
5. 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 11-12 if wishing to attend online.
6. 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, 28<sup>th</sup> October 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.



## 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

30<sup>th</sup> October 2024

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, before 3.00pm, 28<sup>th</sup> October being no later than 48 hours before the AGM, 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 11-12.



**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 11.)
3. Online attendees will be required to vote through a raise of hand or through a poll.
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, 28th October 2024.