

# SOUTHERN CHARTER FINANCIAL GROUP LIMITED

## NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2023 annual meeting of shareholders of Southern Charter Financial Group Limited (**SNC**) will be held online on Thursday 28 September 2023 at 2:00 pm NZT (**Meeting**).

### VIRTUAL SHAREHOLDER MEETING

To participate in the meeting online please use the following link to SNC's virtual meeting Zoom platform:

<https://us02web.zoom.us/j/81196607133?pwd=UWV1Nk41d3h0UjllMVN2Z0ZqaTN6UT09>

Meeting ID: 811 9660 7133

Passcode: 795306

Shareholders are encouraged to vote via their proxy form before the meeting.

### AGENDA

- A Chairman's introduction
- B Presentation to shareholders
- C Shareholder discussion
- D **Resolutions:** to consider and, if thought fit, to pass the following ordinary resolutions:
  - 1 **Election of Kuan Chong Ng:** that Kuan Chong Ng, who was appointed as a Director by the Board during the year, be elected as a director of SNC.
  - 2 **Re-election of John Cilliers:** that John Cilliers, who retires in accordance with NZX Listing Rule 2.7.1, and being eligible for re-election, be re-elected as a director of SNC.
  - 3 **Auditors:** that the Board is authorised to fix BDO Auckland's fees and expenses as the auditor of SNC.

### Other Business

To consider any other matter that may be properly brought before the meeting.

### Proxies

Any shareholder of SNC who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of SNC. The Chair of the Meeting and any of the Directors are prepared to act as proxy. Where they are appointed as discretionary proxy, they intend to vote in favour of all of the Resolutions.

To appoint a proxy you should complete and sign the enclosed Proxy Form and either return it by delivery, mail, or email to the share registrar of SNC:

**By delivery:**

Southern Charter Financial Group Limited  
c/- Link Market Services Limited  
Level 30, PwC Tower  
15 Customs Street West  
Auckland

**By mail:**

Southern Charter Financial Group Limited  
c/- Link Market Services Limited  
PO Box 91976  
Auckland 1142

**By email:** [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com) (please put the words "Southern Charter Financial Group Limited Proxy Form" in the subject line for easy identification)

You may also lodge your proxy online at <https://investorcentre.linkgroup.nz/voting/SNC>. You will require your CSN/Holder Number and FIN to complete your proxy appointment. A shareholder will be taken to have signed the Proxy Form by lodging it in accordance with the instructions on the website.

The completed Proxy Form must be received by Link Market Services no later than 48 hours before the meeting, being 2:00 pm on Tuesday 26 September 2023. Online proxy appointments must also be completed by this time. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those shareholders' names at that time may be voted at the meeting.

### **Ordinary Resolutions**

Resolutions 1, 2 and 3 are ordinary resolutions. An ordinary resolution is passed by a simple majority of votes of those shareholders entitled to vote and are voting on the resolutions in person or by proxy.

There are no voting restrictions applicable to the resolutions.

## **EXPLANATORY NOTES**

### **Resolution 1: Election of Kuan Chong Ng**

Kuan Chong Ng (“KC”), who was appointed as a Director by the Board during the year, offers himself for election. The Board does not consider Mr Ng to be an Independent Director.

KC has a bachelor’s degree in Finance from Northwest Missouri State University (USA) and an MBA from the University of South Alabama (USA). KC has a wealth of experience in the information technology sector. He’s experience extends to work on establishing a personal computing production plant in Juarez, Mexico in 1998 and setting up logistically strategic warehouses in City of Industry CA, USA and Frankfurt, Germany. KC subsequently worked in collaboration with the Cambodia Ministry of Education, Youth and Sports with World Education to help establish computer labs in 317 public schools using NComputing solution concepts, which became the blueprint for Cambodia computing learning for students. The NComputing concept was replicated in Laos and later in Myanmar.

KC currently holds an advisory and consulting role for myITworks Sdn Bhd for the APAC expansion market segment.

KC is not an independent director as he is an advisor and personal assistant to Chang Ku EE, the Chairman of the Board and majority shareholder of SNC.

The Board unanimously recommends that shareholders vote in favour of Mr Ng’s election as Director.

### **Resolution 2: Re-election of John Cilliers**

John Cilliers retires by rotation in accordance with the Company’s constitution. Being eligible, John offers himself for re-election at the Annual Meeting. The Board considers Mr Cilliers to be an Independent Director.

John is an experienced company executive and director in both public and private companies and is a member of Chartered Accountants Australia and New Zealand. Current directorships include NZX listed Ascension Capital Limited. John previously held executive finance roles in Pulse Energy, The Lines Company and The National Institute of Water and Atmospheric Research. His experience includes financial management, corporate governance and company secretarial services, preparation of statutory financial reports and managing implementation of systems to support business growth.

The Board unanimously recommends that shareholders vote in favour of Mr Cilliers’s re-election as Director.

### **Resolution 3: Auditors**

BDO is automatically reappointed as auditor under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.