

SOUTHERN CHARTER FINANCIAL GROUP LIMITED

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 2022 annual meeting of shareholders of Southern Charter Financial Group Limited (**SNC**) will be held online on Thursday 29 September 2022 at 2:00pm 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/85234062447?pwd=OUQ1R2FNQ3NodXM3b2s0ak5wZ1NFZz09>

Meeting ID: 852 3406 2447

Passcode: 949544

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 Bruce Dunlop:** that Bruce Dunlop, who was appointed as a Director by the Board during the year, be elected as a director of SNC.
 - 2 **Re-election of Chang Ku EE:** that Chang Ku EE, 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 (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.linkmarketservices.co.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 2:00pm on Tuesday 27 September 2022. 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.

EXPLANATORY NOTES

Resolution 1: Election of Bruce William Dunlop

Bruce Dunlop, who was appointed as a Director by the Board during the year, offers himself for election. The Board considers Mr Dunlop to be an Independent Director.

Bruce Dunlop worked in New Zealand Customs for several years before taking on executive and management positions in the manufacturing and plastics industries, including the role of Executive Director of the Plastics Institute of New Zealand (now Plastics New Zealand).

Other responsibilities occurring through the Plastics Institute included appointments as Chairman of the Flexible Packaging Association of NZ, Chairman of the Standards Association of NZ Sectional Committee on Plastics, director of the NZ Product Number Assn of NZ (introduced bar coding systems to NZ) and membership of the EMA Trade & Foreign Policy Committee.

In 1986 he was appointed Commercial Manager of UEB Packaging Ltd, holding this role for three years then Business Development Manager of Modus Project Management Ltd.

In 1989 Bruce was again retained by Plastics New Zealand to manage key international trade issues affecting both the industry and individual member companies, and he continues in this role today.

He has a broad knowledge of a range of manufacturing industries, but particularly the plastics sector, and dealing with parliamentarians and government officials.

He has attended key NZ Institute of Directors courses and is experienced in preparation of written submissions for international trade initiatives and appraisal for financial/commercial viability.

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

Resolution 2: Re-election of Chang Ku EE

Chang Ku EE, who was appointed as a Director by the Board, retires from office and, being eligible, offers himself for re-election. The Board does not consider Mr EE to be an Independent Director.

Mr EE is a successful entrepreneur and has been involved in establishing and operating a range of companies.

Mr EE has ownership interests and currently holds senior executive and company director roles in Elitesoft Asia Group, OD Group of companies and Youth Lite International. Mr EE's former directorships include Bionic Sciences and Big Spec Optometry.

Mr EE has been conferred a Dato' Sri by the Sultan of Pahang. Dato' Sri is the highest state title conferred on individuals who has contributed greatly to the nation or state of Malaysia.

The Board unanimously recommends that shareholders vote in favour of Mr EE'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.