



Notice of Annual General Meeting

Notice is hereby given that the 13th Annual General Meeting of Shareholders of the Kinetic Growth Fund will be held at the Reserve Bank of Fiji, Tower 11, Pratt Street, Suva, on Monday, the 25th of June, 2018 commencing at 10:30am for the purpose of transacting the following business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

Agenda

Item 1 – Apologies, proxies and determination of quorum

Item 2 – Minute of the previous Annual General Meeting and Matters Arising

To receive, consider and adopt the minutes of the previous Annual General meeting held 20 June, 2017 as a true record of the meeting and to consider any Matters Arising.

Item 3 – 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, 2017.

Item 4 – Financial Statements for the year ended 31 December, 2017

To consider and, if not thought fit, adopt the audited financial statements together with the report of the directors and auditors for the financial year ended 31 December, 2017.

Item 5 – Election of Directors

To consider and if thought fit, pass the following relating to the appointment of directors:

- a) Mr. Erik Larson retires by rotation in accordance with the Article 107 of KGF's Articles of Association, and being eligible, offers himself for re-election.
- b) Mr. Philip Thomas retires by rotation in accordance with the Article 107 of KGF's Articles of Association, and being eligible, offers himself for re-election.
- c) The Board as resolved in the previous AGM will continue to pursue the appointment of an additional director(s) in accordance with Article 92 of KGF's Articles of Association.

Item 6 – Appointment of Auditors

To appoint the Auditors for the 2018 financial year and authorise the Board to fix their remuneration. The Board proposes that Messrs Ernst & Young be re-appointed as Auditors.

Item 7 – Other business

To transact any other business that may be properly raised in accordance with the Articles of Association.

By order of the Board of Directors.

Griffon Emose,
Company Secretary,
01 June, 2018.



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 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:

Item 1 – Apologies, proxies and determination of quorum

Item 2 – Minute of the previous Annual General Meeting and Matters Arising

To receive, consider and adopt the minutes of the previous Annual General meeting held 20 June, 2017 as a true record of the meeting and to consider any Matters Arising.

Item 3 – 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, 2017.

Item 4 – Financial Statements for the year ended 31 December, 2017

The Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors included in the 2017 Annual Report are for the shareholders to read prior to the meeting.

As stipulated in the Articles of Association of the Company, it is a requirement that shareholders present at the AGM receive and adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors of the Company.

The Chairman of the meeting will allow reasonable opportunity for shareholders to ask relevant questions about, or make comments on these reports. Shareholders will be given reasonable opportunity to ask the Company and/or auditor questions about the conduct of the audit and the content of the Directors'/Auditors' Report. Questions that cannot be answered at the AGM will otherwise be addressed through a market announcement by the Company within a reasonable timeframe.

Item 5 – Election of Directors

The Board proposes that Mr. Erik Larson and Mr. Philipp Thomas be appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

a) Mr. Erik Larson

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

b) Mr Philipp Thomas

Mr. Thomas also joined KGF as an Independent Director in 2012. He is a Lawyer by profession with a Masters in European Community Law. He also possesses an MBA in Insurance and Financial Services from the Universities St Gallen, Nyenrode, Velrick.



Item 6 – Appointment of Auditors

The Board proposes that Messrs Ernst & Young be appointed as auditors of the Company for 2018 and that the Board be authorised to fix their remuneration.

Pursuant to Section 162 of the Companies Act, every company shall, at each Annual General Meeting, appoint an auditor(s) to hold office from the conclusion of that, until the conclusion of the next Annual General Meeting. The section also stipulates that the remuneration of the auditor(s) may be fixed by the directors of the Company upon approval from shareholders in the general meeting.

Item 7 – Other business

To transact any other business that may be properly raised in accordance with the Articles of Association.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the Company by the 22 June, 2018 (48 hours prior to AGM). Proxy forms received later than this time will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company.

The completed form of proxy may be:

- a) Mailed to G.P.O. Box 17904, Suva, Fiji; or
- b) Emailed to infodesk@kontiki.com.fj; or
- c) Faxed to +679 330 7241.



**KINETIC GROWTH
FUND**

**Form of Proxy
ANNUAL GENERAL MEETING**

I / we _____ of
_____ being
a member(s) of Kinetic Growth Fund Limited ("the Company") hereby appoint
_____ of
_____ ; or failing
this, _____ of
_____ or failing this
the Chairman of the meeting has my/our proxy to vote on my/our behalf at the 13th Annual General
Meeting of the Company to be held at the **Reserve Bank of Fiji, Tower 11, Pratt Street, Suva, on the
25th of June, 2018 commencing at 10:30am** and at any adjournment thereof.

As witness to my/our hand(s) this _____ day of _____ 2018 at
_____.



Signed in my presence by the said
person who is known to me,

Signature of member(s)

Name of member(s)

Signature of witness



Resolution	For	Against	Abstain
To adopt the Minutes of the previous Annual General Meeting held on 20 June, 2017 as correct record of the Meeting.			
To adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended 31 st December 2017.			
Re-election of Mr. Erik Larson			
Re-election of Mr. Philipp Thomas			
Appointment of Ernst & Young as auditors of the company for FY2018			
Any other business in conformity with Articles of Association			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.