

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

31 JULY 2018

**Mykco Limited (the Company) gives you notice that the Annual Meeting of shareholders will be held at Raffles Room, Stamford Plaza Auckland, 22-26 Albert Street, Auckland, 1010 commencing at 2.15pm on 31 July 2018\*.**

**\*The Annual Meeting will start at the later of 2.15pm or the conclusion of the Special Meeting which commences at 1.00pm on the same day at the same venue.**

<b>The Contents of this Notice of Meeting</b>	<b>Page</b>
1. Chairman's Introduction	2
2. Apologies	2
3. Chairman's address	2
4. Receive Annual Report	2
5. Resolution 1: Auditors	2
6. Resolution 2: Re-election of Director Brent Douglas King	2
7. Resolution 2: Election of Director Simon John McArley	2
8. Resolution 4: Election of Director Graeme Iain Brown	2
9. Directors' Recommendation	3
10. Voting Details	3
11. Explanatory Notes	4 - 5
12. Glossary	6
13. Admission Card/Proxy Form/Voting Paper	Attached

The Explanatory Notes which accompany this Notice of Meeting set out the details of the transactions which are the subject of the resolutions and the approval required for each resolution by the shareholders of the Company pursuant to the constitution of the Company, the Companies Act 1993 (*Companies Act*) and the NZAX Listing Rules.

All capitalised terms used in this Notice of Meeting are defined in the Glossary of definitions at the end of this Notice of Meeting.

The business of the meeting will be:

### **Chairman's Introduction**

### **Apologies**

### **Chairman's Address**

### **Receive Annual Report**

To receive and consider the annual report of the Company year ended 31 March 2018, including the financial statements for that year and the directors' and auditor's reports to the shareholders.

### **Resolution 1: Auditors**

To record that the Company's Auditors, Staples Rodway Auckland, are automatically reappointed as auditors pursuant to section 207T of the Companies Act 1993 and to consider, and if thought fit, to pass the following ordinary resolution:

*"That the directors of the Company be authorised to fix the fees and expenses of the auditors of the Company for the financial year ending 31 March 2019."*

### **Resolution 2: Re-election of Director**

To consider and, if thought fit, to pass the following ordinary resolution:

*"That Brent Douglas King, who retires by rotation in accordance with NZAX Listing Rule 3.2.6 and is eligible for re-election, be elected as a director of the Company."*

### **Resolution 3: Election of Director**

To consider and, if thought fit, to pass the following ordinary resolution:

*"That Simon John McArley, who has been appointed as director since the last annual meeting retires in accordance with NZAX Listing Rule 3.2.3 and being eligible, be elected as a director of the Company."*

### **Resolution 4: Election of Director**

To consider and, if thought fit, to pass the following ordinary resolution:

*"That Graeme Iain Brown, who has been appointed as director since the last annual meeting retires in accordance with NZAX Listing Rule 3.2.3 and being eligible, be elected as a director of the Company."*

## **Explanatory Notes**

Explanatory notes on the Resolutions are set out below.

## **Directors' Recommendation**

The Directors unanimously recommend that you vote in favour of Resolutions 1 to 4.

## **Voting Details**

### ***Ordinary Resolution***

Resolutions 1 to 4 are ordinary resolutions. An ordinary resolution means a resolution passed by a simple majority of votes of shareholders of the Company entitled to vote and voting.

### ***Proxies and Representatives***

Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in their place. A proxy may vote at the meeting and at any adjournment thereof and on any resolution to amend any of the resolutions, on any resolution so amended and on any other resolution proposed at the meeting (or any adjournment). A proxy need not be a shareholder of the Company. The Chairman of the Meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. If the shareholders appoint the Chairman of the Meeting as their proxy, and do not direct him how he is to vote, then the Chairman of the Meeting intends to vote any discretionary proxies that he receives in favour of the Resolutions. A body corporate shareholder may appoint a representative to attend the meeting on its behalf. A proxy form is enclosed with this notice.

If you wish to vote by proxy you must complete the attached form and produce it to the Company by delivering it to the Company's Share Registrar, Computershare Investor Services Ltd, Level 2, 159 Hurstmere Road, Takapuna, Auckland or by posting it to The Share Registrar, Mykco Limited, c/o Computershare Investor Services Ltd, Private Bag 92119, Auckland 1142, New Zealand in each case, so as to be received no later than 48 hours before the meeting is due to begin (i.e. before 2pm on 29 July 2018).

Postal voting is not available.

By order of the Board



**Brent D King**  
**Chairman**

## **EXPLANATORY NOTES**

### **1. AUDITORS (Resolution 1)**

Staples Rodway Auckland is automatically reappointed as auditors under section 207T of the Companies Act 1993. Resolution 1 authorises the Board to fix the fees and expenses of the auditors for the financial year ending 31 March 2019.

### **2. RE-ELECTION OF DIRECTOR (Resolution 2)**

NZAX Listing Rule 3.2.6 (with which the Company must comply) requires that at every annual meeting, at least one third of the Directors and being those who have been longest in office since their last election, shall retire from office.

The Company currently has five directors. One of those directors (Brent Douglas King) retires by rotation, and being eligible for re-election, has offered himself for re-election. Brent Douglas King is an Independent Director.

#### **BRENT DOUGLAS KING, BCom, CA, CMA, RFA**

Brent was the founder and managing director of Dorchester Pacific Limited, and its subsidiary Dorchester Finance Limited, until he resigned in 2006. During his tenure he built that company from zero to over \$480m in assets and returns of 20% per annum for over 10 years. Dorchester Pacific Limited was a public issuer with a registered prospectus for more than fifteen years. During that time Dorchester Pacific Limited and other companies Brent was a director of registered in excess of 100 prospectuses/disclosure documents. After leaving Dorchester Pacific Limited Brent founded the investment company, Viking Capital Limited, which was listed on the NZAX in 2006. Viking Capital Limited undertook a number of investments but after sustaining losses sold its remaining business assets in 2012, resulting in it becoming a listed shell that subsequently became a vehicle for a back door listing in 2015. Mr King is a current director of Corporate Holdings Limited, General Finance Limited, Investment Research Group Limited (IRG), Equity Investment Advisers Limited and King Capital & Investment Corporation Limited. IRG is both an NZAX sponsor and an NXT advisor. Mr King has also held directorships with a number of private companies.

### **3. ELECTION OF DIRECTOR (Resolutions 3 and 4)**

Clause 16.6 of the Company's Constitution permits a Director to be appointed by ordinary resolution of the shareholders of the Company.

Mr McArley and Brown have been appointed as directors since the last Annual Meeting and retire in accordance with NZAX Listing Rule 3.2.3 and being eligible for re-election, has offered himself for re-election election in accordance with clause 16.6 of the Company's Constitution.

## **SIMON JOHN MCARLEY LLB(Hons)**

Simon graduated from Victoria University, Wellington in 1984 with an LLB (Hons). Simon is a lawyer by training who specialises in corporate governance and risk.

After almost 20 years in private practice with Kensington Swan, specialising in banking and securities law, Simon took up regulatory positions with NZX as acting Head of Regulation and the (then) Securities Commission as acting Director Primary Markets. Simon went on to join the Serious Fraud Office (SFO) as General Manager Capital Markets and Corporate Fraud in 2011 where he had responsibility for the successful investigation and prosecution of finance sector fraud uncovered by the GFC. After 12 months as acting Director of the SFO, Simon left the SFO in late 2013 and has since been consulting with government and private sector entities on governance and risk management issues. Simon has also held governance positions with commercial and not for profit entities.

Simon is a Chartered member of the Institute of Directors and a member of the New Zealand Law Society,

Simon is also a keen sailor and has extensive coastal and blue water experience.

## **GRAEME IAIN BROWN BCom**

Graeme is a graduate of the University of Otago where he obtained a Bachelor of Commerce. He has over 20 years' experience in the Malaysian plantation industry. He has been the Managing Director of Keresia Plantations Sdn. Bhd. since 1997. Keresia Plantations is one of just a few RSP0 certified plantations in Sarawak. Graeme also founded Keresia Mill Sdn. Bhd. in 2005, which has been a pioneer in the successful implementation of advanced milling technologies for FFB processing. Graeme was also a co-founder in 2007 and joint Chief Executive Officer of Asian Plantations Limited, which was sold to a Malaysian corporation for RM1.2 billion in 2015. Graeme has been an Executive Director of Sarawakiana Realty Sdn. Bhd., a property company, since 1996, and Malesiana Tropicals Sdn. Bhd., a tissue culture company, since 2000 as well as being a Director of several private companies, including Rajang Wood Sdn. Bhd., a plantation holding company, since 1996.

## **GLOSSARY**

*Annual Meeting* means Annual Meeting of shareholders of Mykco Limited.

*Board* means the Directors, acting as a board.

*Companies Act* means the Companies Act 1993.

*Company* means Mykco Limited.

*Directors* means the directors of the Company.

*NZAX* means the alternative market operated by NZX.

*NZAX Listing Rules* means NZX's listing rules for NZAX.

*NZX* means NZX Limited.

*Ordinary resolution* means a resolution passed by a simple majority of votes of shareholders of the Company entitled to vote and voting.

*Resolutions* means Resolutions 1 to 4.

*Shareholders* means the shareholders of the Company.