

# **Kresta Holdings Ltd**

ACN 008 675 803

## **Notice of Annual General Meeting and Explanatory Statement**

Date of Meeting

**Thursday, 25<sup>th</sup> May 2017**

Time of Meeting

**11:00am (AWST)**

Place of Meeting

**380 Victoria Road,  
Malaga, Western Australia**

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers.

If you are unable to attend the Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

**Notice of General Meeting**  
**Kresta Holdings Limited**  
ACN 008 675 803

Notice is given that the Annual General Meeting of Kresta Holdings Limited ACN 008 675 803 (the **Company**) will be held at 380 Victoria Road, Malaga, Western Australia on Thursday, 25 May 2017 commencing at 11:00am (AWST).

Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Section 5 of the Explanatory Statement.

## **Business of the Meeting**

### **ACCOUNTS AND REPORTS**

*"To receive and consider the financial statements and the reports of the Directors and of the Auditor for the year ended 31 December 2016."*

### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, pass as an **ordinary resolution**:

*"That the Remuneration Report for the year ended 31 December 2016 as set out in the December 2016 Annual Report be approved and adopted."*

**Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company. The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

#### **Voting Exclusion Statement**

Votes must not be cast, and the Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the Company's Key Management Personnel and
- (b) a Closely Related Party of those persons.

Unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, even though it is connected directly or indirectly with remuneration of the Company's Key Management Personnel.

### **RESOLUTION 2: APPOINTMENT OF MR SEAN SHWE AS A DIRECTOR**

To consider and, if thought fit, pass as an **ordinary resolution**:

*"That Mr Sean Sithu Win Shwe, having been appointed as a Director to fill a casual vacancy and having retired as a Director in accordance with clause 3.3 of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director."*

### **RESOLUTION 3: RE-ELECTION OF MR RICHARD TAYLOR AS A DIRECTOR**

To consider and, if thought fit, pass as an **ordinary resolution**:

*"That Mr Richard Taylor, who retires as a Director in accordance with clause 3.6 of the Constitution, and being eligible, offers himself for re-election, be re-elected as a Director."*

By order of the Board



Neil Perkins  
Company Secretary  
20 April 2017

## **VOTING INSTRUCTIONS**

### **Explanatory Memorandum**

The accompanying Explanatory Memorandum forms part of this Notice of Meeting and should be read in conjunction with it. The glossary at the end of the Explanatory Memorandum contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Memorandum.

### **Required majorities**

All resolutions are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

### **Proxies**

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible. To be effective, a completed proxy form or online proxy instructions must be received by no later than 11.00am (AWST) on 23 May 2017, being not less than 48 hours prior to the commencement of the meeting.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

Details for sending your proxy form are as follows.

Address: Kresta Holdings Limited  
Attn: Company Secretary  
PO Box 3036  
Malaga DC WA 6945

Facsimile: Australia: (08) 9249 7806 (International:+61 8 9249 7806)

Email: [shareholder@khl.com.au](mailto:shareholder@khl.com.au)

### **Corporate representatives**

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. An appointment form is included with the meeting materials.

### **Voting entitlements**

The Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are the registered holders of the Company's shares at 11.00am (AWST) on 23 May 2017.

# EXPLANATORY STATEMENT TO SHAREHOLDERS

## KRESTA HOLDINGS LIMITED

ACN 008 675 803

### IMPORTANT NOTICE

**Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the meeting.**

---

## 1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM to be held at 380 Victoria Road, Malaga, Western Australia on Thursday, 25 May 2017 commencing at 11:00am (AWST).

You should read this Explanatory Statement in full before making any decision in relation to the Resolutions. If Shareholders are in doubt about what to do in relation to the Resolutions, they should consult a financial or other professional adviser.

There are three Resolutions to be put in the Meeting. Certain voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to the resolutions as detailed in the accompanying Notice.

The Directors recommend that Shareholders vote in favour of all the Resolutions.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

## 2. ACCOUNTS AND REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial report, Directors' report (including the remuneration report) and the Auditor's report for the last financial year that ended before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

## 3. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the December 2016 Annual Report. In summary, the Remuneration Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives of the Company;
- (b) deals with the link between the Board's policies and the Company's performance;
- (c) sets out remuneration details for each Director and specified executive of the Company; and

- (d) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the AGM does not bind the Directors or the Company.

#### 4. **RESOLUTION 2: APPOINTMENT OF MR SEAN SHWE AS A DIRECTOR**

Clause 3.3 of the Constitution requires that a Director appointed at any time except during a general meeting automatically retires at the next annual general meeting and are eligible for re-election.

Accordingly, Mr Sean Sithu Win Shwe, having been appointed as a Director to fill a casual vacancy and having retired as a Director in accordance with clause 3.3 of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Shwe was previously employed by Kresta from 2008 to 2016, in which time undertook various managerial roles within the Group, including General Manager of Operations and Operations and Strategy Manager. In 2014, Mr Shwe was appointed Executive Director and Chief Operating Officer for the Kresta Group.

In 2013, Mr Shwe was nominated a winner in the esteemed 30 Under 30 national competition in Australia. Mr Shwe is the Fellow of Australian Institute of Management.

#### 5. **RESOLUTION 3: RE-ELECTION OF MR RICHARD TAYLOR AS A DIRECTOR**

Clause 3.6 of the Constitution requires that one third of all the Directors must retire from office at the annual general meeting each year and are eligible for re-election. The Director to retire is one who has been in office longest since his or her last election, in this case, being Mr Richard Taylor.

Accordingly, Mr Richard Taylor retires in accordance with clause 3.6 of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Taylor joined the Company as a non-executive Director in March 2011 and is a member of the audit and risk committee of the Kresta Group. He is a chartered accountant and was formerly a tax partner for 20 years with Deloitte Australia and its antecedent firms. In this role, he advised on mergers and acquisitions, helping companies with initial public offers and structuring funding arrangements across a broad range of industries. He led the Deloitte Australia Private Equity Team and was a member of the National Tax Executive.

#### 6. **GLOSSARY**

In this Explanatory Statement and Notice:

**AEST** means Australian Eastern Standard Time.

**AGM** or **Annual General Meeting** or **Meeting** mean the annual general meeting of the Shareholders of the Company convened by the Notice.

**ASX** means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor** means the auditor of the Company.

**Board** means the board of Directors.

**Closely Related Party** of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) an entity the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **Kresta** means Kresta Holdings Limited ACN 008 675 803.

**Constitution** means the Constitution of the Company in effect immediately prior to and during the AGM.

**Corporations Act** means the Corporations Act 2001 (Cth).

**December 2016 Annual Report** means the annual report of the Company for the 12 months ended 31 December 2016.

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** means the key personnel as disclosed in the Remuneration Report.

**Notice** means this notice of AGM.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company for the year ended 31 December 2016 as set out in the December 2016 Annual Report.

**Resolution** means a resolution to be considered at the Meeting as contained in the Notice.

**Section** means a section of this Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

**Kresta Holdings Limited**  
**ACN 008 675 803**  
**Proxy form**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

SRN / HIN: \_\_\_\_\_

**Appointment of Proxy**

I / We being a member(s) of Kresta Holdings Limited and entitled to attend and vote appoint:

\_\_\_\_\_  
 (Write here the name of the person you are appointing)

or failing the attendance at the meeting of the person named, or if no person is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote in accordance with the following directions on this proxy form (or if no directions have been given, to the extent permitted by law as the proxy sees fit) at the Annual General Meeting of Kresta Holdings Ltd to be held at 380 Victoria Road, Malaga, Western Australia at 11:00am (AWST) on Thursday 25 May 2017 (Meeting) and at any adjournment of that Meeting.

**Important – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark the box below in respect of Resolution 1, you are expressly authorising and directing the Chairman of the Meeting to exercise your proxy on that Resolution in accordance with the Chairman’s voting intentions as set out below and in the Notice of the Annual General Meeting even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.**

**The Chairman of the Meeting intends to vote all undirected proxies in favour of all resolutions.**

**Votes on items of business** (please mark **X** to indicate your directions)

|                     |  | FOR                      | AGAINST                  | ABSTAIN                  |
|---------------------|--|--------------------------|--------------------------|--------------------------|
| <b>Resolution 1</b> | Adoption of Remuneration Report                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2</b> | Appointment of Mr Sean Shwe as a Director      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2</b> | Re-election of Mr Richard Taylor as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Appointment of second proxy**

If two proxies are being appointed, the proportion of voting rights this proxy represents is:  %

**Authorised Signature(s)** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

\_\_\_\_\_

**Individual / Security holder 1**  
 Sole Director, Sole Co Secretary

\_\_\_\_\_

**Security Holder 2**  
 Director

\_\_\_\_\_

**Security Holder 3**  
 Director/Company Secretary

**Contact Details:**

Email Address: \_\_\_\_\_ Contact Telephone Number: \_\_\_\_\_

# Voting By Proxy – how to complete the Proxy Form

## Your name, Address and Shareholder Details

Please complete your name and address as it appears on the share register of Kresta Holdings Ltd and insert your SRN/HIN number.

## Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Kresta Holdings Ltd.

## Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## Appointment of a Second proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company, or you may copy this form. Where more than one proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes.

To appoint a second proxy you must state the percentage of your voting rights on each of the first Proxy Form and the second Proxy Form and return both forms together.

## Authorised Signature(s)

You must sign this form as follows in the spaces provided:

- Individual: in the case of one holder, the holder must sign.
- Joint Holding in the case of joint holders the Proxy Form must be signed by all holders.
- Power of attorney if signed under a power of Attorney, you must have already lodged it with the Company, or alternatively, attach a certified copy of the power of Attorney to this Proxy Form when you return it.
- Companies a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign this. If the company (pursuant to section 204A of the Corporations Act 2001 (Cth)) does not have a company secretary, a sole director may sign alone. Please indicate the office held by signing in the appropriate space.

If a representative of a company Shareholder is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting. A form of the certificate may be obtained from the Company.

## Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed must be received no later than **11:00am (AWST) on 23 May 2017**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Documents may be lodged by:

- Delivering it to Kresta Holdings Ltd at 380 Victoria Road, Malaga, Western Australia
- Posting it to Kresta Holdings Ltd at PO Box 3036 Malaga DC WA 6945
- Faxing it to the Company on its facsimile number at +61 8 9249 7806
- Emailing it to the Company at [shareholder@khl.com.au](mailto:shareholder@khl.com.au) (Important: Please include SRN/HIN if emailing Proxy)