

Kresta Holdings Ltd

ACN 008 675 803

Notice of 2019 Annual General Meeting and Explanatory Statement

Date of Meeting

Monday, 30 March 2020

Time of Meeting

2:00pm (WST)

Place of Meeting

**380 Victoria Road, Malaga
Western Australia 6090**

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 2019 Annual 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 6090 on Monday, 30 March 2020 commencing at 2:00pm (WST).

The Explanatory Statement to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the Annual General Meeting.

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

Business of the Meeting

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's financial report, the Directors' report and the Auditors' report for the financial year ended 31 December 2018.

2. RESOLUTION 1 - APPOINTMENT OF AUDITORS

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

"That Bentleys Audit & Corporate (WA) Pty Limited be appointed under section 328B(1) of the Corporations Act 2001 (Cth) as auditors of the Company effective from the date of the Meeting."

3. RESOLUTION 2 – APPROVAL OF REMUNERATION REPORT

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

"The Remuneration Report for the financial year ended 31 December 2018, as set out in the 2018 Annual Report, be approved and adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company.

Voting Exclusion Statement: A vote on this Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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 Key Management Personnel.

4. RESOLUTION 3 – RE-ELECTION OF MR MINGMING ZHANG AS A DIRECTOR

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

“That Mr Mingming Zhang, 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 for election, be re-elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF MS LI DING AS A DIRECTOR

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

“That Ms Li Ding, 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 for election, be re-elected as a Director.”

6. RESOLUTION 5 – RE-ELECTION OF MR XUEQIANG LIU AS A DIRECTOR

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

“That Mr Xueqiang Liu, 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 for election, be re-elected as a Director.”

By order of the Board:

Date: 25 February 2020

Signed:



Name:

Tao Li

Company Secretary

VOTING INSTRUCTIONS

Required Majorities

All of the Resolutions are ordinary resolutions and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the Resolutions in person, by proxy, or by an authorised representative.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Shareholders are specifically referred to Section 8 of the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

Proxies

Please note that all Shareholders entitled to attend and vote at the Meeting are entitled to appoint a proxy. A proxy need not be a member of the Company. A Shareholder may appoint a body corporate or individual as its proxy. A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Company no later than 2:00pm (WST) on Thursday, 26 March 2020, which is no more than 48 hours before the date of the Meeting. Proxy Forms received after that time will be invalid.

Details for sending your proxy form are as follows.

Address: Kresta Holdings Limited
Attn: Company Secretary
PO Box 3036
Malaga DC WA 6944

Email: shareholder@khl.com.au

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 2:00pm (WST) on Thursday, 26 March 2020, which will be no more than 48 hours before the date of the Meeting. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.

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 Company's 2019 Annual General Meeting to be held at 380 Victoria Road, Malaga, Western Australia 6090 on Monday, 30 March 2020 at 2:00pm (WST).

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.

2. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Company's 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 AGM 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 – APPOINTMENT OF AUDITOR

At the Company's general meeting held on 12 April 2019, Shareholders approved a resolution appointing Mazars Risk & Assurance Pty Limited (**Mazars**) as the new Auditor of the Company. Mazars were appointed under section 327D of the Corporations Act as a replacement to the Company's former auditor, who was removed by Shareholders under section 329 of the Corporations Act.

Section 327D(5) of the Corporations Act provides that an auditor appointed to replace an auditor removed from office, as was the case with Mazars' appointment, holds office until the company's next AGM. Accordingly, Mazars' appointment as the Company's auditor will expire at the end of the AGM.

Section 327B(1) of the Corporations Act provides that a company must appoint an auditor to fill any vacancy in the office of auditor at its annual general meeting. Resolution 1 is a special resolution seeking the appointment of Bentleys Audit & Corporate (WA) Pty Limited (**Bentleys**) to fill the Company's vacancy in the office of Auditor on and from the close of the Meeting.

In accordance with the Corporations Act, Dream Curtain Holdings Co., Limited, a member of the Company, has given the Company written notice of the nomination of Bentleys for appointment as the Company's Auditor. A copy of the written notice of nomination is annexed to this Notice (see Annexure A).

Bentleys has provided the Company with a written notice confirming that it has consented to the appointment as the Company's Auditor for the purpose of section 328A of the Corporations Act.

The Directors recommend that Shareholders vote in favour of Resolution 1.

If Resolution 1 is passed, the appointment of Bentleys as the Company's Auditor will take effect at the close of the AGM.

4. RESOLUTION 2 – APPROVAL OF REMUNERATION REPORT

The Remuneration Report is set out in the December 2018 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. The Board will nonetheless consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies.

5. RESOLUTION 3 – RE-ELECTION OF MR MINGMING ZHANG 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 is eligible for re-election.

Accordingly, Mr Mingming Zhang, 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 Zhang has been with the Kresta business for 5 years. During this time, he has managed the procurement and distribution business and, more recently, was responsible for the West Coast Kresta and Vista businesses.

6. RESOLUTION 4 – RE-ELECTION OF MS LI DING 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 is eligible for re-election.

Accordingly, Ms Li Ding, 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 herself for re-election as a Director.

Ms Li Ding is a Finance executive based in China with over 14 years' experience in finance, accounting and audit. Ms Li has previously held senior management roles in Audit and Financial Accounting Advisory.

7. RESOLUTION 5 – RE-ELECTION OF MR XUEQIANG LIU 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 is eligible for re-election.

Accordingly, Mr Xueqiang Liu, 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 herself for re-election as a Director.

8. DEFINITIONS

In this Explanatory Statement and Notice:

2018 Annual Report means the annual report of the Company for the financial year ended 31 December 2018.

AGM or **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 dependant of the member or of 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 entity;
- (e) a company 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).

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 Annual General Meeting.

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 2018 as set out in the 2018 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.

WST means Australian Western Standard Time.

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 2019 Annual General Meeting of Kresta Holdings Ltd to be held at 380 Victoria Road, Malaga, Western Australia 6090 at 2:00pm (WST) on 30 March 2020 (**Meeting**) and at any adjournment or postponement of that Meeting.

The Chairman of the Meeting intends to vote all undirected proxies in favour of all resolutions. I/we direct the Chairman to vote in accordance with his voting intentions (as set out above) on Resolution 2 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chairman may exercise my/our proxy even though Resolution 2 is connected directly or indirectly with the remuneration of Key Management Personnel and acknowledge that the Chairman may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolution 2 and that votes cast by the Chairman for Resolution 2, other than as proxy holder, will be disregarded because of that interest.

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

	FOR	AGAINST	ABSTAIN
Resolution 1 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Mingming Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Ms Li Ding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Mr Xueqiang Liu 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 signing in the appropriate space.
- by

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 2:00pm (WST) on Thursday, 26 March 2020. 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 6090
- Posting it to Kresta Holdings Ltd at PO Box 3036 Malaga DC WA 6944
- Emailing it to the Company at shareholder@khl.com.au (Important: Please include SRN/HIN if emailing Proxy)

ANNEXURE A

Notice of nomination of auditor

Date 10 February 2020

The Board of Directors
Kresta Holdings Limited
380 Victoria Road
Malaga WA 6090

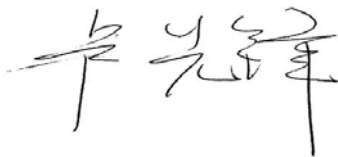
Dear Directors

Notice of nomination of auditor of Kresta Holdings Limited ABN 26 008 675 803 (Company)

In accordance with section 328B(3) of the *Corporations Act 2001 (Cth)* (**Act**), Dream Curtain Holdings Co., Limited nominates Bentleys Audit & Corporate (WA) Pty Limited for appointment as auditor of the Company at the next general meeting of the Company.

Please distribute copies of this Notice of Nomination as required by section 328B(3) of the Act.

Signed for and on behalf of Dream Curtain Holdings Co., Limited by its duly authorised [representative](#):



.....
Signature of authorised [representative](#)

Xianfeng Lu

.....
Name of authorised representative
(please print)