



**MILLENNIUM & COPTHORNE HOTELS NEW ZEALAND LIMITED**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is given that the Annual Meeting of Millennium & Copthorne Hotels New Zealand Limited ("the Company") will be held at the Grand Millennium Auckland, 71 Mayoral Drive, Auckland, New Zealand, on Wednesday 31 May 2017 commencing at 11.30am.

**BUSINESS**

**Chairman's Introduction**

**Managing Director's Review**

**Resolutions**

**1 To re-elect director**

In accordance with the Company's Constitution, the following director retires by rotation and, being eligible, offers himself for re-election.

Graham McKENZIE  
(See Explanatory Notes for profile)

**2 To re-elect director**

In accordance with the Company's Constitution and NZX Main Board Listing Rules, the following executive director retires and, being eligible, offers himself for re-election.

BK CHIU  
(See Explanatory Notes for profile)

**3 To elect director**

In accordance with the Company's Constitution, the following director, having been appointed by the Board after the last annual meeting of shareholders, retires and offers himself for election.

Kian Seng TAN  
(See Explanatory Notes for profile)

**4 Auditors' Remuneration**

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

*"That the Board of Directors be authorised to fix the auditors' fees and expenses".*  
(See Explanatory Notes)

**General Business**

By Order of the Board

Troy Dandy  
Group Company Secretary  
16 May 2017

## **PROCEDURAL NOTES**

### **Proxies and Corporate Representatives**

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. A proxy need not be a shareholder of the Company. Proxy forms must be received at the office of the Company's share registrar, Computershare Investor Services Limited, 159 Hurstmere Road, Takapuna or Private Bag 92119, Auckland 1142, New Zealand (or fax +64 (9) 488-8787) by 11.30am on Monday 29 May 2017. An instrument appointing a proxy is enclosed with this Notice.

All resolutions are ordinary resolutions and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## **EXPLANATORY NOTES**

### **Resolution 1 - Re-election of director:**

#### **Graham McKENZIE**

Mr McKenzie retires by rotation and, being eligible, offers himself for re-election. The Board has determined that Mr McKenzie is an Independent Director as defined under the NZX Main Board Listing Rules.

Mr McKenzie is a Barrister and Solicitor with over thirty years experience in corporate and commercial law and is a former Partner and Consultant to Bell Gully, a leading New Zealand law firm. Mr McKenzie is a current member of MCK's Audit Committee. He is currently a member of the New Zealand Law Society Disciplinary Tribunal. Mr McKenzie is a member of the New Zealand Law Society and the Queensland Law Society, Australia and holds a Bachelor of Laws degree from Victoria University, Wellington and a Master of Laws degree from Warwick University, England. Mr McKenzie was a Director of CDL Investments New Zealand Limited from 2005 to 2006.

Mr McKenzie was last re-elected to the Board at the 2015 annual meeting of shareholders.

**The Board unanimously recommends shareholders vote in favour of the re-election of Mr McKenzie.**

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

#### **BK CHIU**

Mr Chiu retires being the expiry of his five year term as an executive director and, being eligible, offers himself for re-election.

Mr Chiu is the Managing Director of both Millennium & Copthorne Hotels New Zealand Limited and CDL Investments New Zealand Limited. Prior to joining the company, Mr. Chiu was Regional Vice - President and Managing Director, Asia of Merisant Company. He holds a Masters degree in agricultural economics and marketing from Massey University, Palmerston North.

Mr Chiu was last re-elected to the Board at the 2012 annual meeting of shareholders.

**The Board unanimously recommends shareholders vote in favour of the re-election of Mr Chiu.**

### **Resolution 3 – Election of director:**

#### **Kian Seng TAN**

Mr Kian Seng Tan was appointed to the Board effective from 28 February 2017 as a non-executive director.

Mr Tan is the Interim Group CEO of Millennium & Copthorne Hotels plc. Mr Tan's management background includes over 30 years of senior executive level experience managing SGX-listed businesses and US multinational corporations. His diverse experience incorporates operations, financial management, legal and investor relations, purchasing, business development, human resources, and information technology functions. He started his career as an accountant in the U.K. and audit manager in Malaysia with the audit firms currently known as Deloitte and PricewaterhouseCoopers respectively. Mr Tan is an associate of the Institute of Chartered Accountants in England and Wales.

As Mr Tan was appointed by the Board after the last annual meeting of shareholders, under the Company's Constitution he is required to retire and offer himself for election at this annual meeting of shareholders.

**The Board unanimously recommends shareholders vote in favour of the election of Mr Tan.**

### **Resolution 4 - Auditors' Remuneration:**

KPMG are the existing Auditors of the Company. KPMG are automatically reappointed as Auditors under section 207T of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditors in accordance with section 207S(a) of the Companies Act 1993.

**The Board unanimously recommends shareholders vote in favour of this resolution.**

## **MEETING LOCATION AND CAR PARKING**

Please note that the meeting is being held at Grand Millennium Auckland located at 71 Mayoral Drive, Auckland. As parking in and around the hotel is limited and reserved for hotel guests, we suggest that shareholders driving into the city to attend the meeting park at the Civic Car Park located at the corner of Greys Avenue and Mayoral Drive, Auckland.