



**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 Copthorne Hotel Auckland City, 150 Anzac Avenue, Auckland, New Zealand, on Tuesday 31 May 2016 commencing at 10.30am.

**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.

Hong Ren WONG  
(See Explanatory Notes for profile)

**2 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.

Richard BOBB  
(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.

Kevin HANGCHI  
(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

Takeshi Ito  
Company Secretary  
16 May, 2016

## 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 10.30am on Sunday 29 May 2016. 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:

#### **Hong Ren WONG**

Mr. Wong retires by rotation and, being eligible, offers himself for re-election.

#### Profile:

Mr. Wong is the Company's Chairman and currently the Chief Executive of City e-Solutions Limited and was Executive Director and Chief Executive Officer of Millennium & Copthorne Hotels plc until February 2015. He is widely experienced in investment analysis, international capital markets and mergers and acquisitions transactions, as well as post-acquisition management and re-organisation matters. He is also Chairman of CDL Investments New Zealand Limited and M&C REIT Management Limited.

Mr. Wong was last re-elected to the Board at the 2014 annual meeting of shareholders.

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

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

#### **Richard BOBB**

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

Mr. Bobb is a Chartered Accountant with over thirty-five years' experience. He is currently a member of the Professional Conduct Tribunal of the Institute of Chartered Accountants in Australia and was a member of New South Wales Joint State Taxes Committee of the Institute of Chartered Accountants in Australia and the CPA Australia. He was also a member and past Chairman of the Joint Legislation Review Committee and a member and past Chairman of the Legislation Review Board of the Institute of Chartered Accountants in Australia and the CPA Australia. He is admitted as a Barrister in New South Wales.

Mr. Bobb was last re-elected to the Board at the 2014 annual meeting of shareholders.

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

### Resolution 3 – Election of director:

#### **Kevin HANGCHI**

Mr. Kevin Hangchi was appointed to the Board effective from 1 January 2016 as a non-executive director.

Mr. Hangchi is currently Senior Vice President, Hong Leong Management Services Pte. Limited. He has global transactional experience across many of the Hong Leong Group's entities including listings and public offerings, mergers and acquisitions as well as capital markets issuances and banking facilities. Mr. Hangchi has been called to the English and Singaporean bars and holds an honours degree in Accountancy and Law from the University of Southampton.

As Mr. Hangchi 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. Hangchi.**

### 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 Copthorne Hotel Auckland City on Anzac Avenue, 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 one of the Wilson car parking facilities located at 73 Anzac Avenue, Eden Crescent or 56 Beach Road. A discount on parking at 73 Anzac Avenue is available if your ticket is validated at the hotel reception after the meeting.