



**CDL INVESTMENTS NEW ZEALAND LIMITED**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is given that the Annual Meeting of CDL Investments New Zealand Limited (“the Company” or “CDI”) will be held via a virtual meeting on Tuesday 26 May 2020 commencing at 1.00pm (New Zealand time).

**BUSINESS**

**Chairman’s Welcome and Introduction**

**Managing Director’s Review**

**Resolutions**

**1 To elect director**

In accordance with the Company’s Constitution, **Eik Sheng KWEK**, having been appointed by the Board after the last annual meeting of shareholders, retires and offers himself for election.

(See Explanatory Notes for more information and profile)

**2 To re-elect director**

In accordance with the Company’s Constitution, **Roy AUSTIN**, retires by rotation and, being eligible, offers himself for re-election.

(See Explanatory Notes for more information and profile)

**3 Auditor’s 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 auditor’s fees and expenses”.***

(See Explanatory Notes for more information)

**General Business**

By Order of the Board

Takeshi Ito  
Vice President Legal & Company Secretary  
28 April 2020

## **PROCEDURAL NOTES**

### **Entitlement to vote**

You are entitled to vote at the Annual Meeting if you have a shareholding at 5.00pm on Friday 22 May 2020 (New Zealand time).

There are no restrictions on any shareholder or group of shareholders to prevent them from exercising their vote on any of the resolutions being considered at the meeting.

### **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. The appointment of a proxy or representative does not preclude a shareholder from attending the virtual Annual Meeting and voting.

The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her to vote on their behalf. If you appoint the Chair of the meeting, or any other director, as your proxy and do not direct him or her how to vote in the proxy form, the Chair of the meeting, or that other director, will vote in favour of all resolutions being put to the meeting. To appoint the Chair of the meeting or another director as your proxy, enter 'the Chair' or the name of that other director you wish to appoint in the space allocated in 'Step 1' of the proxy form enclosed with this Notice. Alternatively, to appoint a proxy online (or in the case of a corporate shareholder, a representative), the shareholder must make that appointment online by visiting [www.investorvote.co.nz](http://www.investorvote.co.nz). A shareholder will be taken to have signed the proxy form by logging it in accordance with the instructions on the website.

If you do not name a person as your proxy but otherwise complete the proxy form in full, or you appoint a proxy but your named proxy does not attend the meeting, the Chair of the meeting will be appointed your proxy. When acting as proxy in these circumstances, the Chair of the meeting will:

- vote in accordance with your express direction; and
- for any resolutions where you have selected "discretion", vote in accordance with his or her discretion (subject to any applicable voting restrictions).

Proxy forms must be received by the Company's share registrar, Computershare Investor Services Limited (contact details for which are set out on the proxy form), by 1.00pm on Sunday 24 May 2020 (New Zealand time). A proxy form is enclosed with this Notice.

**All resolutions for consideration at the Annual Meeting 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.**

### **Virtual Annual Meeting**

Due to the ongoing public health restrictions relating to the spread of COVID-19, the Company has made the decision to hold its first virtual Annual Meeting. Shareholders will not be able to attend the Annual Meeting in person. All shareholders will have the opportunity to attend and participate in the 2020 Annual Meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The virtual meeting will be accessible on both desktop and mobile devices. In order to participate remotely you will need to either:

- Download Lumi AGM from the App Store or Google Play Stores for free – search for "Lumi AGM"; or
- Visit "web.lumiagm.com" on your desktop or mobile device. Ensure that your browser is compatible –Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday (New Zealand time).

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up. Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them, as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the app prior to the Annual Meeting. Shareholders will require the meeting ID – which is 387-924-334 – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

## **EXPLANATORY NOTES**

### **Resolution 1 – Election of director:**

#### **Eik Sheng KWEK**

Mr. Kwek is a Non-Executive Director of the Company and was appointed by the Board on 1 January 2020.

Mr. Kwek is currently the Group Chief Strategy Officer of City Developments Limited (“CDL”) and has been in that role since 2018. Mr. Kwek joined CDL in 2009, covering Business Development for overseas projects before being appointed as Head of Corporate Development. He assumed his role as Chief Strategy Officer in 2014 and was additionally appointed Head, Asset Management in April 2016. Prior to joining CDL, he was with the Hong Leong Group of companies in Singapore specialising in corporate finance roles since 2006.

He is also Executive Director of Millennium & Copthorne Hotels Limited, previously listed on the London Stock Exchange as Millennium & Copthorne Hotels plc. He holds a Bachelor of Engineering in Electrical and Electronics Engineering from Imperial College of Science, Technology and Medicine and a Master of Philosophy in Finance from Judge Business School, Cambridge University.

In the Board’s opinion, Mr. Kwek is not an independent director because of his association with the Company’s majority shareholder.

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

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

#### **Roy AUSTIN**

Mr. Austin is an Independent Non-Executive Director of CDI and is Chair of the Audit Committee.

Mr Austin is a consultant to Northington Partners, a private investment bank having previously been a principal at that firm. He has extensive investment banking experience across a wide range of industries covering mergers, acquisitions, divestments, capital raising and IP commercialisation. His practical experience also includes participation in local and international manufacturing, marketing and a New Zealand based private equity fund. Mr Austin is the current Chairman of CDI’s Audit Committee. He is a Chartered Accountant and a member of the New Zealand Institute of Directors and CAANZ (Chartered Accountants Australia & New Zealand).

The Board has determined that Mr. Austin is an Independent Director as defined under the NZX Listing Rules.

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

### **Resolution 3 - Auditor’s remuneration:**

KPMG is the existing Auditor of the Company. KPMG is automatically reappointed as Auditor under section 207T of the Companies Act 1993. Section 207S of the Companies Act 1993 provides that the fees and expenses of the auditor are to be fixed in such manner as the Company determines at the Annual Meeting. The Board recommends that, consistent with usual practice, the auditor’s fees and expenses be fixed by the Directors.

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