



**RAKON LIMITED**

## **Notice of Annual Shareholders' Meeting**

Thursday 17 August 2017, commencing 2pm  
in the Rangitoto Room, Level 2 of the  
ANZ Viaduct Events Centre, 161 Halsey Street, Auckland 1010, New Zealand

### **Agenda**

**A. Chairperson's Address**

**B. Chief Executive's Review**

**C. Shareholder Questions**

Consideration of any shareholder questions raised during the meeting (to the extent that these have not already been addressed in the Chairman or Chief Executive's addresses), including in relation to the Annual Report for the period ended 31 March 2017.

**D. Ordinary Business and Resolutions**

Shareholders will be asked to consider and, if thought appropriate, pass the following resolutions:

1. That Keith William Oliver, who retires (following his appointment by the Directors of the Company) and is eligible for election, be elected as a director of the Company;
2. That Yin Tang Tseng, who retires (following his appointment by the Directors of the Company) and is eligible for election, be elected as a director of the Company;
3. That Lorraine Mary Witten, who retires (following her appointment by the Directors of the Company) and is eligible for election, be elected as a director of the Company; and
4. That the Directors are authorised to fix the remuneration of the Company's auditors for the following year.



***Explanatory notes:***

*Resolutions 1, 2 and 3*

- Each of Keith William Oliver, Yin Tang Tseng and Lorraine Mary Witten were appointed by the Board of Directors on 10 March 2017, pursuant to the Company's Constitution. Listing Rule 3.3.6 provides that any director appointed by the Board must retire from office at the next Annual Shareholders' Meeting, but is eligible for election at that meeting.
- The Board has determined that, if elected, Keith William Oliver and Lorraine Mary Witten will be an independent director for the purposes of the NZX Listing Rules. Further, the Board has determined that Yin Tang Tseng is not an independent director due to his relationship with Seward Crystal Technology Co., Ltd, which holds approximately 16.6% of the Company's shares. Yin Tang Tseng will be a non-executive director.
- Listing Rule 3.3.11 provides that at least one third of the Directors (or the number nearest to one third), must retire at the Annual Shareholders' Meeting each year, but are eligible for re-election at that meeting. Directors appointed by the Board (i.e., Keith Oliver, Yin Tang Tseng and Lorraine Witten) are excluded from the number of directors for the purposes of Rule 3.3.11. Those directors required to retire are those who have been longest in office since they were last elected or deemed elected. Accordingly, Warren John Robinson is retiring from the office of director by rotation and has chosen not to offer himself for re-election.

*Resolution 4*

- Resolution 4 is proposed to authorise the Directors of the Company to fix the auditor's fees and expenses for the following year for the purposes of section 207 of the Companies Act 1993.

**By Order of the Board**

Bryan Mogridge  
Chairman  
25 July 2017



## **Procedural notes:**

1. A shareholder may attend the Annual Meeting of Shareholders and vote or may appoint a proxy (who need not be a shareholder) to attend the Annual Shareholders Meeting and vote in place of the shareholder. A proxy form is enclosed with this notice of meeting. If you return a Proxy Form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit, or abstain from voting provided the proxy is eligible to vote on that matter. As indicated by the enclosed proxy form, the Chairman of the Annual Shareholders' Meeting, or any other Director, is willing to act as a proxy for any shareholders who wish to appoint him or her for that purpose.
2. A shareholder wishing to appoint a proxy should complete the enclosed proxy form and produce the proxy form to the office of Rakon's share registrar, Computershare Investor Services Limited, either by fax to +64 9 488 8787, online at [www.investorvote.co.nz](http://www.investorvote.co.nz), by email to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz), or by mail to Private Bag 92119, Auckland Mail Centre, Auckland 1142, New Zealand, so as to be received no later than 2pm on 15 August 2017, being 48 hours before the start of the Annual Shareholders Meeting.
3. All resolutions will be considered as ordinary resolutions and in particular, each resolution to elect a director is to be considered as a separate ordinary resolution. To be passed, each resolution requires the approval of a simple majority of the votes cast by the holders of ordinary shares.
4. No business may be transacted at the Annual Meeting of Shareholders if a quorum is not present. A quorum will be present if shareholders or their proxies or their representatives are present who between them are able to exercise a majority of the votes cast on the business to be transacted by the Annual Shareholders' Meeting.
5. Voting entitlements will be determined at the close of trading on 14 August 2017. Registered shareholders at that time will be the only persons entitled to vote at the Annual Shareholders' Meeting and only the shares registered in those shareholders' names at that time may be voted at that meeting.