

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Oceania Capital Partners Limited ACN 111 554 360 (“the Company”) will be held at 2.30pm (AEST) on Thursday, 26 August 2021.

Due to the continuing impact of COVID-19 and the restrictions surrounding public gatherings, our AGM will be held as a virtual meeting, via Zoom. There will not be a physical meeting where shareholders and proxies can attend. Shareholders are referred the Australian Securities and Investment Commission’s media release *21-061MR ASIC adopts ‘no-action’ position and re-issues guidelines for virtual meetings* issued on 29 March 2021.

Registration is available in advance by emailing [cosec@oceaniacapital.com.au](mailto:cosec@oceaniacapital.com.au). Shareholders who register will receive a confirmation email containing a link and further information about joining the Zoom meeting.

This Notice of Meeting should be read in conjunction with the Important Information on pages 2 to 3 and Explanatory Notes on page 4 accompanying this Notice of Meeting.

All items of business at the AGM are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Due to the virtual nature of the meeting, all resolutions voted at the AGM will be decided by poll and not by a show of hands.

### Items of Business

#### 1. Financial Reports (no resolution required)

To receive and consider the Financial Report of the Company and the reports from the Directors and Auditor for the year ended 31 March 2021.

#### 2. Re-election of Director

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

*“That Brian Scheiner, who retires by rotation in accordance with Article 9.3 of the Company’s Constitution, be re-elected as a Director of the Company”.*

By order of the Board



Lionel Baldwin  
Company Secretary  
30 July 2021

## **IMPORTANT INFORMATION**

### **Right to attend, speak and vote at the Annual General Meeting.**

Shareholders have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

Shareholders who plan to attend the AGM are asked to register in advance by emailing [cosec@oceaniacapital.com.au](mailto:cosec@oceaniacapital.com.au) so that their holding may be checked against the Company's register of members and attendances recorded.

As determined by the Board, for the purposes of the AGM, shareholders will be those persons who are registered as shareholders at 7.00pm (AEST) on Tuesday, 24 August 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### **Appointing a proxy**

All shareholders who are entitled to attend and vote at the AGM have the right to appoint up to two Proxies to attend the AGM on their behalf, and to vote in accordance with their instruction on the Proxy form.

A Proxy need not be a shareholder of the Company and may be an individual or body corporate. You can direct your proxy how to vote (i.e. to vote 'for' or 'against' or to 'abstain' from voting on, each resolution) by following the instructions on the proxy form. If you appoint a Proxy, the Company encourages you to consider directing your Proxy how to vote. If you do not direct your proxy how to vote, that person may vote, or abstain from voting at their discretion.

Where two Proxies are appointed, each Proxy can be appointed to represent a specified proportion or number of shareholder votes. If no number or proportion of votes is specified, each Proxy may exercise half of the shareholder's votes. If a body corporate is appointed as a Proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act) to exercise its powers as Proxy at the meeting (see Corporate representatives on page 3).

### **Chairman as Proxy**

If you appoint the Chairman of the AGM as your Proxy (or the Chairman of the AGM becomes your Proxy by default) and you do not direct your Proxy how to vote on a Resolution, you will be authorising the Chairman to vote as he decides on the relevant Resolution.

If you do not want the Chairman of the AGM to vote, as your Proxy, in favour of any Resolution, you need to direct your Proxy to vote against, or to abstain from voting on, the relevant Resolution by marking the appropriate box on the Proxy form.

### **Attorney as proxy**

A shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company, at its registered office or one of the addresses listed below for the receipt of proxy appointments, at least 48 hours prior to the commencement of the AGM.

## **IMPORTANT INFORMATION**

### **Corporate representatives**

A body corporate, which is a shareholder or which has been appointed as a Proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission.

### **Timing and communication of proxy appointment**

To be effective for the scheduled meeting, a Proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number set out below no later than 2.30pm (AEST) on Tuesday, 24 August 2021 (being 48 hours before the commencement of the meeting). Any Proxy appointment received after that time will not be valid for the scheduled meeting.

By email        cosec@oceaniacapital.com.au

By mail        57/14 Narabang Way  
                  Belrose NSW 2085

By fax         +61 2 9475 0215

For more information concerning the appointment of Proxies and the ways in which Proxy appointments may be submitted, please refer to the enclosed Proxy form.

### **Undirected Proxies**

On a poll, the Chairman of the AGM intends to vote, as your proxy, in favour of each of the proposed Resolutions.

### **Questions from shareholders**

The Chairman of the AGM will allow a reasonable opportunity for shareholders at the meeting to ask questions about and make comments on each item of item of business.

## EXPLANATORY NOTES

### Item 1: Financial Reports

The Corporations Act requires the Company's Financial Report, the Directors' Report and the Auditor's Report in respect of the year ended 31 March 2021 to be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to the meeting.

The Company's Financial Reports were signed off by the Board and the Auditors on 6 July 2021 and have been lodged with the Australian Securities & Investments Commission.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about these reports, or to ask questions about or make comments on the management of the Company.

### Item 2: Re-election of Director

Article 9.3 of the Company's Constitution requires that at every annual general meeting of shareholders, one third of the Directors must retire from office. Any such Director or Directors may seek re-election as a Director if eligible to do so.

Article 10.10 of the Company's Constitution exempts one Managing Director from retirement under Article 9.3. The Company has not designated either of the two Executive Directors as the Managing Director, for the purposes of Article 10.10.

#### *Re- election of Brian Scheiner*

Brian Scheiner retires in accordance with Article 9.3 of the Company's Constitution and, being eligible, offers himself for re-election.

Brian was appointed as a Non-Executive Director on 1 March 2012 and from 1 July 2014 became an Executive Director. The Board does not consider him to be an Independent Director.

Brian spent 10 years at one of South Africa's leading law firms where he was a full equity partner practicing in the commercial and corporate department. He then joined African Harvest Limited, where he was a director of its investment banking unit for 3 years. He then co-founded a successful corporate advisory business, which was acquired by the Hosken Group in 2003. Brian served as an executive of the Hosken Group until 2007, he then immigrated to Australia with his family. In 2011 Brian re-joined the Hosken Group and co-founded HCI Australian Operations Pty Ltd (the majority shareholder of the Company), where he serves as a director.

Brian represents the Company's interests as a director of EON Broadcasting Pty Ltd and Crimsafe Holdings Pty Ltd

Each Director of the Company, other than Brian Scheiner, having considered the performance of Brian Scheiner since his appointment and his skills, experience and knowledge, recommends that shareholders vote in favour of the resolution to re-elect Brian Scheiner as a Director of the Company.