



NOTICE OF ANNUAL MEETING

MONDAY 24 JULY 2023

SHOPPING CENTRE INVESTMENTS LIMITED NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Monday 24 July 2023

Time: 11.00am

Venue: Hornby Working Men's Club
17 Carmen Road, Hornby, Christchurch 8042

Important Date: Deadline date receipt of proxy forms. 48 hours prior to the Annual General Meeting [AGM].

Deadline date for receipt of director nominations: 5 working days prior to the Annual Meeting.

COVID: If anyone is feeling unwell, then please do not attend in person and appoint a proxy instead.

Dear Shareholder,

We submit a warm invitation for you to attend the Annual General Meeting of Shareholders of Shopping Centre Investments Ltd [SCIL].

The business matters being conducted at the Annual General Meeting is set out in the Agenda which follows:

Also enclosed are proxy forms should you require one.

Please note that any Shareholder wishing to raise for discussion or resolution any matter at the Annual General Meeting may do so in accordance with Clause 9 of Schedule 1 of the Companies Act 1993 and the relevant provisions of SCIL's Constitution.

Director Appointments and Calls for Nominations.

Having regard to the compulsory retirement of both Sarah Ott and David Rankin, the Board designates that there are two vacant director positions to be filled at the Annual General Meeting.

Both Sarah Ott and David Rankin intend to stand for re-election as directors at the Annual General Meeting (in accordance with clauses 17.15 and 17.16 of the Constitution).

In addition, and in accordance with clause 17.15 of the Constitution, the Board hereby calls for additional nominations for membership of the Board. If any shareholder wishes to nominate a person to be appointed as a director, then written notice must be delivered to SCIL not later than 5 working days before the Annual General Meeting. That written notice must be signed by two shareholders and by the nominee, A form of nomination is available by way of request sent to office@nexiachch.co.nz.

AGENDA

1. Chair's Report for the 2023 year.

2. Annual Report and Financial Statements – Ordinary Resolution

The Company [SCIL] has circulated to the Shareholders the Annual Report and Financial Statements together with the Auditor's report of the Company for the year ended 28th February 2023.

The Shareholders are requested to consider and, if thought fit, pass the following ordinary resolution:

“That the annual report and financial statements of the Company for the year ended 28 February 2023 be received and adopted by the Company”.

3. Auditors – Ordinary Resolution

At each Annual Meeting the Shareholders are required to appoint an auditor. The fees and expenses of the Auditor, or a method of determining those, must also be determined by the Shareholders at the Annual Meeting.

The Shareholders are requested to consider and, if thought fit, pass the following ordinary resolution:

“That BDO, Chartered Accountants, be appointed as Auditors and the SCIL Board be authorized to fix the Auditors fees and expenses for the ensuing year.”

4. Rotation and Appointment of Directors – Ordinary Resolutions

In accordance with the Constitution two Directors, being Sarah Ott and David Rankin will retire from office and seek re-election.

If no other persons are nominated for appointment to the Board (in accordance with the Constitution), then the Shareholders are requested to consider and, if thought fit, pass the following ordinary resolutions.

a) “That Ms. Sarah Ott, who retires, is re-elected as a Director of SCIL”.

b) “That Mr. David Rankin, who retires, is re-elected as a Director of SCIL”.

In the event of the number of nominated candidates exceeding the number of vacancies (being two), instead of putting forward the above resolutions in relation to Ms. Sarah Ott and Mr. David Rankin, the Chairman at the meeting shall arrange a ballot, such a ballot shall be by majority vote. At the conclusion of the counting of votes, the two candidates receiving the most votes shall be declared duly elected to the two vacant positions.

The remuneration of the Directors is contained within the Notes to the Financial Statements, this was subject to a Certificate by the Directors that the remuneration is fair to SCIL.

5. Addresses by the Centre Manager, Jason Marsden and Evan Harris of Colliers.

6. A commentary to identify the direction of the Company, the ramifications of the recent property valuation and the impact of the continuance of interest rate rises.

7. General Business

To consider and discuss any matters of general business which may be properly raised at the meeting.

8. Light Luncheon

Will be served at the conclusion of this meeting.

For and on behalf of the Board

A handwritten signature in black ink, appearing to read 'M J Keyse', written in a cursive style.

M J Keyse
Chairman

23 June 2023

SHOPPING CENTRE INVESTMENTS LIMITED - NOTICE OF PROXY FORM

I / We _____ (full name of shareholder) being a shareholder of Shopping Centre Investments Limited hereby appoint

_____ of _____

[Shareholders who wish to do so may appoint Michael Keyse, Chairman of the Board, as their proxy. Please also note that if you complete and return this Form, but do not name a proxy, then he will act as your proxy and vote in accordance with your instructions (as detailed on the form)]

As my / our proxy to attend, be heard and vote for me / us and on my / our behalf at the Annual Meeting of the Company to be held on Monday 24 July 2023 at 11.00am at the Hornby Working Men's Club, 17 Carmen Road, Hornby, Christchurch 8042 and at any adjournment thereof. This appointment is only for that particular meeting (including any adjournment thereof).

Voting Instructions

I / We direct my proxy to vote on the resolutions as set out below. If I / we have indicated no specific direction to my / our proxy on how to vote on any of these resolutions, or if I / we have indicated "Proxy Discretion" my / our proxy may vote on my / our behalf in the manner they see fit.

	For	Against	Proxy Discretion	Abstain
1. <u>Ordinary Resolution</u> To adopt the Annual Report and financial statements	_____	_____	_____	_____
2. <u>Ordinary Resolution</u> To appoint BDO as Auditors and authorize the Directors to fix the remuneration of the Auditors for the ensuing year.	_____	_____	_____	_____
3. <u>Ordinary Resolution</u> * To re-elect Ms, Sarah Orr as a Director	_____	_____	_____	_____
4. <u>Ordinary Resolution</u> * To re-elect Mr. David Rankin as a Director	_____	_____	_____	_____

Signed by and on behalf of the above Shareholder

_____ (Signatures)

_____ Full name of the signatory

A replacement Proxy Form will be sent if any additional nominations for membership to the Board are received by the Company in accordance with clause 17.15 of the Constitution.

Return of Proxy Forms

Completed Proxy Forms must be received by the Company no later than 48 hours prior to the AGM.

Completed Proxy Forms may be sent to SCIL at any of the following addresses:

Shopping Centre Investments limited
PO Box 4160
Christchurch 8140
New Zealand

E Mail: office@nexiachch.co.nz

c/- Nexia Christchurch Limited
Level 4, 123 Victoria Street, Christchurch Central, Christchurch 8013, New Zealand

Notes to the Proxy Form

Appointment of Proxy

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy (or a representative in the case of a corporate shareholder) to attend and vote in their place. A proxy need not be a shareholder of SCIL.

If you return this form without directing the proxy how to vote on any particular matter, the proxy (including the Chairman, Mr Michael Keyse) – or any other Director who may be your proxy may vote as he /she thinks fit or abstain from voting.

If you return the proxy form without appointing a proxy, but have indicated on this form how you wish to vote, the Chairman (Mr Michael Keyse) will act as your proxy and will vote in accordance with your express instructions (as detailed on the Proxy Form)

Appointing the Chairman of the meeting or a Director as your proxy.

In making such an appointment you acknowledge that the Chairman (Michael Keyse) or Director may exercise your vote even if they have an interest in the outcome of that resolution.