

COMMUNICATIONS (FIJI) LIMITED ANNUAL GENERAL MEETING RESOLUTIONS

Resolutions of 33rd Annual General Meeting (AGM) of Communications (Fiji) Limited held on Wednesday, 30th May, 2018, at 11 a.m. at 231 Waimanu Road, Suva. Following business were transacted:

General Business:

Confirmation of Minutes of previous AGM

To receive, consider and adopt the minutes of the previous Annual general Meeting held on 10th May 2017 as correct record of the meeting. **(Minutes of the previous AGM was unanimously adopted by shareholders)**

Ordinary Business:

1 - Adoption of Financial Statements for the year ended 31st December 2017

To receive, consider and adopt the Audited financial position and Comprehensive Income Statement and the reports of the Directors and Auditors for the year ended 31st December 2017.

(The motion to adopt Financials statements was moved by Mr Pramesh Sharma and seconded by Ms Sufi Dean)

2 - Election of Directors

(a) Re-appointment of Mr. Vilash Chand

To appoint a Director in place of Mr. Vilash Chand who retires by rotation in accordance with Article 108 of the Articles of Association and being eligible offers himself for re-appointment as a director of the Company. **(Appointment was unanimously adopted by all the shareholders.)**

(b) Re-appointment of Ms. Sufinaaz Dean

To appoint a Director in place of Ms. Sufinaaz Dean who retires by rotation in accordance with Article 108 of the Articles of Association and being eligible offers herself for re-appointment as a director of the Company. **(Appointment was unanimously adopted by all the shareholders.)**

(c) Retirement of Mr. Matt Wilson as Director of the Company

(Resignation was unanimously accepted by shareholders.)

(d) Appointment of Ms. Josephine Yee Joy as Independent Director

((Appointment was unanimously adopted by all the shareholders..))



**Communications
Fiji Limited**
parent company of:
Fiji: FM96, Legend FM,
Navtarang, Radio Sargam,
VITI FM, Total Events Company,
CFL CinemADS & fijivillage.com
PNG: Nau FM, Yumi FM
& Legend FM

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3 - Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015. The Board proposes that the retiring Auditors, M/s. Ernst & Young, Chartered Accountants, be re-appointed as auditors of the Company from the conclusion of this AGM until the conclusion of next AGM and that the Board be authorized to fix their remuneration.

(Appointment of Auditors was proposed by Mr. Graham Eden and seconded by Ms Sufi Dean)

4 - Declaration of Dividend

The Board recommends adopting the 3rd dividend of \$426,960 (12 cents per share) as final dividend for the year 2017.

(Motion to move was unanimously adopted by shareholders)

Special Business:

5 – Approval and adoption of new Articles of Association

(Motion to adopt the Articles was unanimously adopted by all the shareholders)

By order of the Board of Directors,



Jyoti Khatri
Group Financial Controller & Company Secretary

Dated: 30th May 2018
Suva, Fiji Islands

Chair's farewell remarks at CFL AGM
Wednesday, May 30th, 2018
Swan Song

Ladies and gentlemen I offer this morning the final, final swan song from the chairman who wouldn't go away. You all know why I was asked to stay on after earlier giving notice of stepping down.

Now I can truly say the job I have held for more than six years is complete. You have with you my last formal commentary in the annual report. I am not going to add to that. Instead the new chair, William Parkinson, representing the majority shareholder, will brief you on where the company is at the moment and share the board's picture of the future.

Over the years I have addressed many facets of CFL. Today I will highlight something that is rarely mentioned.

I speak of the good this company does.

CFL's first priority is to manage and grow the business so that you, the shareholders, get a reasonable return on your investment.

We are doing this.

But outside the myriad complexities and hard effort of achieving budgeted results, CFL is something else as well.

It is a fount of help, hope, charity and togetherness for its listeners. It also saves lives. All this comes from its heart, and from its love for Fiji.

Think of the recent past when the country was hit hard by torrential rain, floods and cyclonic winds. Damage was widespread; there was much suffering. At the height of the crises fearful, nervous people kept their radios close by; that's always the case when the weather turns violent.

It was more than likely they tuned into CFL. Not far from where we are, the newsroom was galvanized. It went on to an emergency footing. Thirteen journalists, plus four assistants updating CFL's on-line platforms, kept the bulletins moving on the hour and sometimes half hourly.

The intense pressure and unrelenting demands of this type of news gathering and presentation demanded shifts of 12 to 18 hours; so there was exhaustion and stress, compounded by the need to get actuality, sort fact from rumour, and for checking and cross checking. Some of the reporters were also worried for their families and relatives.

But the imperative was clear; those bulletins **had** to go to air, on deadline. The news team knew that to hundreds of thousands of listeners throughout Fiji the very **sound** of their voices, their reports, interviews and eye-witness coverage was a kind of lifeline. The news was not always good but it kept anxious listeners abreast of the latest developments. That's what they wanted and waited for.

What they heard helped these huddled masses to understand more about their plight and their prospects and what was likely to happen next. Were they in immediate danger? Had anyone been killed, if so where? What about the wind velocity? Was the roof likely to fly? Were the roads open? Where was the nearest evacuation centre? Were floods rising or falling? And then there was advice from the CFL voices on keeping families safe. Sometimes there were accounts of accidents and injury. In the newsroom calls came in regularly from the distressed and the despairing. This usually happens during natural disasters. On many occasions the news team has co-ordinated with DISMAC on arrangements for rescues – sometimes life-saving.

To give you a sense of the sheer volume of recent crisis transmissions consider that in one four-day period 1,440 separate bulletins went out in three languages through our five stations. You can add to this updates and information provided by on-air personalities.

I can tell you that the engineering team, that other fundamentally critical part of what we do, is proud of the structural and technical strength of our networks. These are designed to stay on air through extreme conditions. But if, as happens, some of this infrastructure is knocked out, the engineers are out defying the elements to restore service as quickly as possible. Often they put themselves at risk.

This type of service, this dedication to standing with the people in times of need, has marked CFL since we first went to air on July 5, 1985.

It is **what we are**. It is for the good of the nation.

I now formally acclaim Vijay Narayan and his journalists, and the engineering team. I think two of the engineers – Philip Smith and Sunil Kumar - are here. Vijay is away gaining even more knowledge about disaster reportage. Maybe some of the journalists are with us.

You are all – news gatherers and engineers - heroes of CFL.

Thank you; thank you.

CFL often harnesses the power of its broadcasts to raise money for those in dire need – mostly the sick, the disabled and the infirm. We do this because we can and because we want to. This is **what we are**.

It is difficult to quantify how much we collect and donate.

Ian, the general manager, gave me figures highlighting just some of the causes that have benefitted over about 15 years. I calculated the total worth of this support as well over \$1 million dollars, or some \$83,000 dollars a year.

Beneficiaries included Save the Children Fund after Cyclone Ami, with a special allocation to assist in educating young Somal Dutt who lost his entire immediate family to floodwaters. Earlier we collected funds for brain surgery for Jerry Cokamate. Sadly Jerry died before our campaign finished; the money was redirected to assist another youngster who survived his affliction.

In 2016 we brought in over \$202,000 for relief for victims of the monster killer storm Winston.

In 2012, I was chair of WOWS, the child cancer charity. I mentioned to William that we were looking to form a relationship with a media company to help us gather financial support. William said: We can help. We know how to raise money.

The campaign that followed was something to behold. We at WOWS heard and observed the energy and the passion CFL directed towards the financial needs of children stricken by a dreaded disease; some of them with a death sentence. The listeners rallied. They gave, and gave and gave. If a child was dying they wished to ease the pain of the final months. If a child could be saved, well thank God, thank WOWS and thank CFL.

When the total was tallied it stood at \$223,000. Some of my colleagues at WOWS found the outcome hard to believe. But William and Ian were always confident - they knew what was possible.

There are other examples of CFL's contribution to the good of this nation, but I'm not going to go any further, except to mention the annual CFL Street Party.

Every New Year's Eve, the company attracts many thousands of its fans to a spectacular public celebration in Suva. They come together in all their diversity, a kaleidoscope of peoples, languages and cultures; a harmonious microcosm of Fiji. I list this as a public good because our country is still in the process of making a nation from its disparate parts. The CFL Street Party is to me a real and vivid emblem of this. The young and not-so-young, families, teenagers, boyfriends and girlfriends, students and more - an entire cross section - join in as one. They come to sing and dance, laugh and joke, spread their mats, drink grog, munch a hot dog, and watch the CFL gang performing on stage. Hats off to some of those CFL stars for making people happy.

The Street Party is Fiji, writing its own medley, singing its own chorus, becoming what it can be.

I'm now going to hand out a few bouquets. Firstly I wish to thank those staff members who have been so helpful and kind to me over the years.

Special gratitude to Ateca for organizing my travel so efficiently, and for always signing her messages to the directors, "with warm regards". My appreciation to the drivers who got me to and from Nausori Airport and who are such experts at weaving miraculously and safely through the traffic.

I thank Jyoti for helping me with research and promptly answering queries. I have watched with interest as she has evolved professionally to become Group CFO.

Ian deserves a big commendation for guiding the Fiji operations with a steady hand along the path of sustained profitability in a very competitive market.

Charles Taylor is making his mark as GM of the PNG subsidiary. PNG is a large market with big challenges. So well done, Charles.

I pay tribute to board members, in no particular order:

Pramesh Sharma, Vilash Chand, Sufi Dean, Thelma Savua and the newest appointee Josephine Yee Joy. Take it from me, these directors possess the skills, experience, judgment and acumen CFL requires for continuing success.

I offer a very large thank you to a former director, who was not able to join us today. Hari Punja, one of Fiji's most accomplished businessmen, was integral to the founding

and development of this business. William and I started putting CFL together some 35 years ago. But we had a problem. William was unknown; I had a profile as a public affairs consultant, but lacked broader commercial experience. The two of us would not be able to make the company happen without the involvement of a director with a recognised track record in management and turning in a profit.

My job was to find the right person. I knew Hari, but not well. You could say he was an acquaintance. I decided to call him at his office in Lautoka to sound out his possible interest. It was something of a long shot. But I thought nothing ventured, nothing gained.

I explained that William and I planned to start an FM, 24-hour radio station. Would Hari like to join us? I told him that William was the son of Susan Parkinson, the famed nutritionist and women's rights advocate.

Hari said he didn't know William, but had heard of Susan. There was a brief pause. I was thinking, come on Hari, come on, tell me you're in.

Hari then said, "Yes I would like to be involved and I will take as many shares as you would want to offer."

That was it, the conversation was virtually over; no request for more detail, no need for an exchange of letters or a shareholders agreement. He wanted to be part of the plan and there was no apparent limit to what he would invest. **As many shares as you would like to offer.**

We had the crucial missing link.

When the time came for payment of shares, a cheque arrived for a large amount. Hari became equal shareholder with William and served for many years as chair. I succeeded him. The three of us are good friends.

I have included this little-known story because it underlines the importance of trust as a business virtue. Hari put his trust in William, an inexperienced stranger, and me, just an acquaintance, on the basis of a single 'phone call. In my entire career in the corporate world I have never come across a transaction like this. It was extraordinary.

So all praise to Hari for believing in us.

I shall be relinquishing my position as a director and chair very shortly and my place will be taken by William. He walked into my office as a 23-year-old touting what might have been an impossible dream. He never wavered; CFL became his life. Sufi complained to me once that it seemed William was married to the company, not to her. Now, as a representative of Parkinson Holdings, Sufi is right there in the boardroom with him.

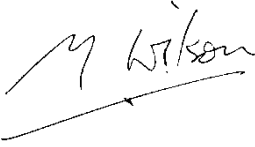
William has proved himself a gifted entrepreneur whose energy, vision and calculated risk-taking are the driving force for CFL, backed up of course by the directors and employees.

I have one other accolade. It's for my wife Emelita, who has followed the story of CFL from day one. She has always been ready to provide advice, opinions and insights. My thanks to her.

I can only say now, thank you CFL for everything. It's been my honour to have served on the board. I thank the shareholders and employees for their confidence and trust,

and I'm grateful for the support of my fellow directors. I apologise if at any time I have fallen short of expectations.

Vinaka, farewell.

A handwritten signature in black ink that reads "Matt Wilson". The signature is written in a cursive style with a long horizontal stroke underneath the name.

Matt Wilson,

May 30th, 2018