
VISION INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL MEETING 2018

Notice is hereby given that the Annual General Meeting of Vision Investments Limited will be held on 25th September 2018 at 2.00pm at the Courts Samabula Mega Store – 123 Ratu Mara Road, Samabula.

AGENDA AND BUSINESS

1. *Welcome*
2. *Confirmation of Proxies and Quorum*
3. *Apologies*
4. *Minutes*
To receive, consider and adopt the Minutes of the last Annual General Meeting held on 26th September 2017
5. *Annual Report and Group Financial Statements for the Year Ended 31st March 2018*
To receive, consider and adopt the Annual Report and The Group Financial Statements and the reports of the Directors and Auditors thereon for the year ended 31 March 2018.
(Refer Note 1 of this Notice)
6. *Directors*
 - 6.1 To resolve that Mr. Dilip Khatri retiring by rotation as per Article 98, be and hereby re-elected as a Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
 - 6.2 To resolve that Ratu Aisea Waka Vosailagi retiring by rotation as per Article 98, be and hereby re-elected as an Independent Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
 - 6.3 To resolve that Mr. Suliano Ramanu retiring by rotation as per Article 98, be and hereby re-elected as a Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
7. *Appointment of Auditors*
To resolve to re-appoint PricewaterhouseCoopers as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be fixed by the Directors.
(Refer Note 3 of this Notice)

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8. Declaration of Dividends

The Directors recommend no further dividends be declared. The following interim dividends were declared out of profits for the financial year ended 31st March 2018.

<u>DATE DECLARED</u>	<u>DIVIDEND AMOUNT</u>	<u>DIVIDEND PER SHARE</u>	<u>REMARKS</u>
8/11/17	\$4,150,777.00	\$0.04	1 st Interim
19/6/18	\$6,226,165.50	\$0.06	2 nd Interim
TOTAL	\$10,376,942.50	\$0.10	

By Order of the Board



Niraj Bhartu
COMPANY SECRETARY
Suva
31st August 2018

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PROXIES

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the Company by *latest 2:00pm on 23rd September 2018 (48 hours prior to AGM)*. Proxy forms received later than this time will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the Company.

The completed form of proxy may be:

1. Mailed to PO Box 3726, Samabula, or
2. Faxed to 3370 483 or
3. Emailed to efong1@vision.com.fj

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING 2017

This Explanatory Note is intended to provide members with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting (AGM).

The Directors recommend Members to read these Explanatory Notes in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

Note 1: *Annual Report and Group Financial Statements Year Ended 31st March 2018*

The Annual Report and the Group Financial Statements for the year ended 31st March 2018 was posted to all members on 31st July 2018 to the address nominated by the members. These documents are also published on the SPSE website and the Company website – www.vil.com.fj

The Audited Financial Statements have been prepared on a Group basis and include the full 12 months trading of its fully owned subsidiary in Papua New Guinea – Vision Homecentres Limited.

The Group Audited Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon, included in the 2018 Annual Report is for the members to read prior to the meeting.

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As stipulated in the Articles of Association of the Company, it is a requirement that the members present at the AGM receive and adopt the Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon.

The Chairman of the meeting will allow a reasonable opportunity for members to ask relevant questions about or make comments on these reports. Members will be given a reasonable opportunity to ask the Company and the Auditors questions about the conduct of the audit and the content of the Directors' or Auditor's Reports. Questions that cannot be answered at the AGM will be addressed through a Market Announcement by the Company within a reasonable timeframe.

Note 2: *Directors Retiring by Rotation*

Article 98 of the Company's Articles of Association specifies that every year, one third of the Directors (or the number nearest to one third) shall retire from office. Article 101 specifies that retiring Directors are eligible for re-election. Accordingly, the Directors retiring by rotation this year, being eligible, offer themselves for re-election by the members.

Mr Dilip Khatri is a Founder Shareholder and Director of the Company and the Chairman and Managing Director of the "Jack's of Fiji" Group of Companies. He was appointed Officer of the Order of Fiji and member of the Fiji College of Honors.

Ratu Aisea Waka Vosailagi is a former naval officer and holds a Bachelor of Engineering (Maritime and Naval architecture). He is the Chief Executive Officer and Company Secretary of NaHina Limited. He holds directorships positions at various other companies and institutions.

Mr. Suliano Ramanu holds a Bachelor of Arts in Accounting and Economics Degree from the University of the South Pacific and is a Chartered Accountant. He is currently the Manager – Projects at the Fiji National Provident Fund. He is the Director nominated by the significant shareholder – Fiji National Provident Fund.

Note 3: *Appointment of Auditors*

The Board proposes that PricewaterhouseCoopers be reappointed Auditor of the Company for the year ending 31st March 2019 and that the Board be authorized to fix the remuneration.

Pursuant to Section 422 of the Companies Act 2015, every company shall, at each AGM, appoint auditor or auditors to hold office from the conclusion of that meeting, until the conclusion of the next AGM. The

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section also stipulates that the remuneration of auditors may be fixed by directors of the company upon approval from shareholders in a general meeting.

PROXY FORM

2018 ANNUAL GENERAL MEETING

I/We.....of
.....being a
member/members of Vision Investments Limited hereby appoint
.....of
.....or failing
that..... of
.....as
my/our proxy to vote on behalf at the Annual General Meeting of the Company, to
be held at 2:00pm on 25th September 2018 and at any adjournment thereof.

Resolution	For	Against	Abstain
To adopt the Audited Group Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31 st March 2018.			
Re-election of Mr Dilip Khatri			
Re-election of Ratu Aisea Waka Vosailagi			
Re-election of Mr Suliano Ramanu			
Reappointment of PricewaterhouseCoopers as Auditors of the Company until the next AGM at a fee to be fixed by the Directors			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

As witnessed to my/our hands thisday of 2018
at.....

.....
Signature of Witness

.....
Signature of Member

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In the case of a Body Corporate, this Proxy Form should be under its seal or be signed by a duly authorized Officer or an Attorney.

Proxy forms must be received at the Registered Office of the Company – Level 2 Vivrass Plaza, Laucala Beach Estate, no less than 48 hours prior to the time appointed for holding of the meeting.

For office use only:

Proxy received on..... at am/pm by