

COMMUNICATIONS (FIJI) LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of Communications (Fiji) Limited will be held on Tuesday, 7th May, 2019 at 12 p.m. at 231 Waimanu Road, Suva to transact the following business:

General Business:

Confirmation of Minutes of previous AGM

To receive, consider and adopt the minutes of the previous Annual General Meeting held on 30th May 2018 as a correct record of the meeting.

Ordinary Business:

1 - Adoption of Financial Statements for the year ended 31st December 2018

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 2018.

2 - Election of Directors

(a) Re-appointment of Mr. Pramesh Sharma

To appoint Mr. Pramesh Sharma who retires by rotation in accordance with Article 51 of the Articles of Association and being eligible offers himself for re-appointment as a director of the Company.

(b) Re-appointment of Ms. Thelma Savua

To appoint Ms. Thelma Savua who retires by rotation in accordance with Article 51 of the Articles of Association and being eligible offers herself for re-appointment as a director of the Company.

3 - Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015. The Board has sent Invitations to Tender for Auditors and will provide a recommendation, after review of all tenders, for the appointment of Auditors of the Company at this AGM. The appointed Auditors shall hold the position from the conclusion of this AGM until the next AGM and the Board be authorized to fix their remuneration.

4 - Declaration of Dividend

The Board recommends adopting the 3rd dividend of \$426,960 (12 cents per share) as final dividend for the year 2018.

By order of the Board of Directors,

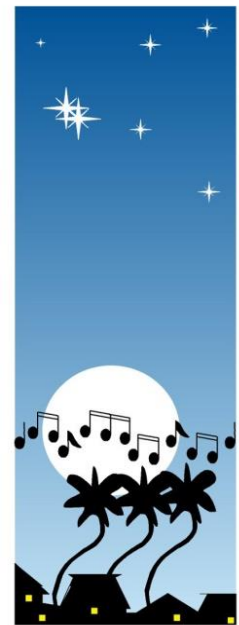


Seini Tinaikoro

Company Secretary

Dated: 15th April 2019

Suva, Fiji Islands



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

SUVA
HEAD OFFICE
231 Waimanu Rd, Suva, Fiji.
Private Mail Bag, Suva
Telephone: (679) 331 4766
Fax: (679) 330 3748
Website: fijiivillage.com
& cfl.com.fj

LAUTOKA
1st Floor, 5 Tukani Street
Above Bank of Baroda, Namoli
House Complex, Lautoka
Telephone: (679) 666 4966
Fax: (679) 666 4996

LABASA
10 Rosawa Street
Labasa, Fiji
Telephone: (679) 881 2791
Fax: (679) 881 2177

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective must be received at the Company' s Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
3. Explanatory Statement in respect of business matters stated in the Notice is annexed hereto.

EXPLANATORY STATEMENT

The following statement sets out material facts relating to business matters mentioned in the accompanying Notice.

1 - Adoption of Financial Statements for the year ended 31st December 2018

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31st December, 2018, as included in the Annual Report was posted to all the members and has also been uploaded on the Company' s website at www.cfl.com.fj. Members are requested to peruse the Financial Statement prior to the meeting and the members shall be given reasonable opportunity by the Chairman to ask questions or share their comments on the Financial Statements at the AGM.

As per your Articles of Association the Financial Statements requires to be adopted by the members of the Company at the AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

2(a) - Election of Directors - Re-appointment of Mr. Pramesh Sharma

As per Article 51 of Articles of Association of the Company, 1/3rd Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Mr. Pramesh Sharma, a Non-Executive Director of the Company, retires by rotation and is eligible for re-appointment. Pramesh Sharma is the General Manager- Investments and a Director of BSP Life (Fiji) Ltd & BSP Health (Fiji) Limited. In accordance with the above, Mr. Pramesh Sharma offers himself to be re-appointed at this AGM.

Pramesh has served in numerous statutory Boards including Chairmanship of Land Transport Authority, Fiji Sports Council and Fiji Shipping Corporation. Currently serves on BSP Life Board and subsidiaries including Richmond Limited, Future Farms Limited, Oceania Hospitals (Pte) Limited and Suva Private Hospital. Pramesh also serves on FMF group Board and Chairs Denarau Corporation Limited and Denarau Hotel Trust. Pramesh was the CEO for Merchant Finance Limited and also held senior Executive role Westpac Bank.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Mr. Pramesh Sharma is interested in this resolution.

2(b) - Election of Directors - Re-appointment of Ms. Thelma Savua

As per Article 51 of Articles of Association of the Company, 1/3rd Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Ms. Thelma Savua, a Non- Executive Director of the Company, retires by rotation and is eligible for re-appointment. In accordance with the above, Ms. Thelma Savua offers herself to be re-appointed at this AGM.

Thelma is an experienced business executive with over 15 year' s leadership experience in senior and executive management positions. She has a track record of delivering business results, driving organizational change and has a great passion for developing and nurturing strong leaders and teams. Thelma served on the executive management team of British American Tobacco (BAT) company in Fiji, Papua New Guinea, New Zealand and was General Manager for BAT operations in Samoa.

Thelma also served as Chairperson on Executive Board of Leadership Fiji Alumni (2004-2007) Her area of expertise are Strategic thinking and planning, Coaching and mentoring future leaders, Working effectively with diverse cultures and traditions and Building strong relationships with stakeholders (internal/external)

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Ms. Thelma Savua is interested in this resolution.

3 – Appointment of Auditors

As per the Articles of Association of the Company, an auditor of the Company shall be appointed at every Annual General Meeting and shall hold office until the conclusion of the next AGM.

The Board has sent Invitations to Tender for Auditors and will provide a recommendation, after review of all tenders, for the appointment Auditors of the Company who shall hold office from the conclusion of this AGM until the conclusion of the next AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

4 - Declaration of Dividend

During the financial year 2018 the Board had declared its 3rd dividend amounting to \$426,960.00 (12 cents per share). The Board recommends adopting the 3rd dividend as final dividend for the year 2019.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

Communications Fiji Limited

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e-mail: seini@csas.com.fj | jyoti@cfl.com.fj



APPOINTMENT OF PROXY

THE COMPANY SECRETARY,

I/We _____ of _____
being a member of Communications Fiji Limited, hereby appoint,
_____ of _____
or failing him/her _____ of _____
as my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of
Communications Fiji Limited to be held on 7th of May, 2019 and at any adjournment thereof

Signed this _____ day of _____ 2019

Signature of Member: _____

Name of Member: _____

Signature of Witness: _____

In case of a body corporate, this form should be under its Seal or be signed by an Officer or an Attorney duly authorized by it.

This form is to be used in favour of/against* the resolution.

*Strike out which ever is not applicable. Unless otherwise instructed, the proxy may vote as he/she thinks fit.

This proxy form, to be effective, must reach the registered office of the Company, 231 Waimanu Road, Suva, no less than 48 hours before the time of holding the meeting.

Voting on Business at the General Meeting

Resolution	For	Against	Abstain
To adopt the Minutes of the previous 33 rd Annual General Meeting held on 30 th May 2018 as correct record of the Meeting.			
To adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended 31 st December 2018.			
Re-election of <i>Mr Pramesh Sharma</i> .			
Re-election of <i>Ms Thelma Savua</i> .			
Appointment of auditors of the company for 2019 and that the Board be authorized to fix their remuneration.			
Adoption of 3 rd interim dividend of 12cents per share as final dividend			
<i>Any other business in conformity with Articles of Association.</i>			

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.