

## COMMUNICATIONS (FIJI) LIMITED



### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of Communications (Fiji) Limited will be held at 231 Waimanu Road, Suva on Wednesday 17<sup>th</sup> June 2020 at 12p.m. to transact the following business.

#### CORONA VIRUS (COVID -19)

The meeting proper will be held at the Company's headquarters at 231, Waimanu Road, Suva and shareholders may attend in person or on-line.

If you intend to attend in person you will be accommodated within social distancing guidelines and while there is a maximum number we can accommodate, based on previous AGM's, we anticipate being able to welcome all who wish to attend in person.

The below options are available for the shareholders, media, and other stakeholders to participate in the Annual General Meeting.

- a) In person
- b) Attend on-line

Proxies and Shareholders who wish to attend the Annual General Meeting on-line through Zoom, must complete the Pre-Registration Form that is attached herein and send their confirmation of the same to [seini@sas.com.fj](mailto:seini@sas.com.fj) no later than 5pm Wednesday 3<sup>rd</sup> June 2020.

While shareholders are entitled to attend the Annual General Meeting in person, in the current circumstances we strongly encourage shareholders to consider attending the meeting virtually. If you are considering attending the Annual General Meeting in person, please note that the company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site.

Circumstances relating to COVID-19 are changing rapidly; we will update shareholders if any of these changes impact arrangements for the Annual General Meeting.

**GENERAL BUSINESS:**

**Confirmation of Minutes of previous AGM:**

To receive, consider and adopt the minutes of the previous Annual General Meeting held on 7<sup>th</sup> May 2019 as a correct record of the meeting.

**ORDINARY BUSINESS:**

**1. Consideration of Financial Statements:**

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 31<sup>st</sup> December 2019.

**2. Election of Directors:**

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

**Re-appointment of a Directors retiring by rotation**

**(a) Re-appointment of Mr. Vilash Chand**

To appoint Mr. Vilash Chand, director of the Company who retires by rotation pursuant to Article 51 of the Articles of Association of the Company, and being eligible, is re-elected as director of the Company.

**(a) Re-appointment of Ms. Josephine Yee-Joy**

To appoint Ms. Josephine Yee-Joy, director of the Company who retires by rotation pursuant to Article 51 of the Articles of Association of the Company, and being eligible, is re-elected as director of the Company.

**3. Appointment of Retiring Auditors:**

To consider, and if though fit, to pass the following resolution as an ordinary resolution:

**Re-appointment of retiring Auditors:**

Pursuant to Article 97 of the Articles of Association, M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as authorized by the Board.

**4. Declaration of Dividend**

The Board recommends that a final dividend for the year 2019 will not be declared in light of the current COVID-19 global pandemic.

**SPECIAL BUSINESS:**

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors,



Seini Tinaikoro  
Company Secretary

Dated: 25 May, 2020  
Suva, Fiji

*NOTES:*

*1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.*

*2. The proxy need not be a member of the company.*

*3. A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.*

## **EXPLANATORY STATEMENT**

*This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting. The Directors recommend Shareholders to read this Explanatory Memorandum 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.*

### **1. Consideration of Financial Statements for the year ended 31<sup>st</sup> December 2019**

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31<sup>st</sup> December, 2019, 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](http://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.

Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe

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. Vilash Chand**

As per Article 51. of Articles of Association of the Company, 1/3<sup>rd</sup> Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Mr. Vilash Chand, a Non-Executive Director of the Company, retires by rotation and is eligible for re-appointment. Mr. Vilash Chand is the Chief Executive Officer of Unit Trust of Fiji Limited and has been a Non-Executive Director of the Company since 2016. In accordance with the above, Mr. Vilash Chand offers himself to be re-appointed at this AGM.

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

None of the Directors except Mr. Vilash Chand is interested in this resolution.

### **2.(b) - Election of Directors - Re-appointment of Ms. Josephine Yee-Joy**

As per Article 51. of Articles of Association of the Company, 1/3<sup>rd</sup> Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Ms. Josephine Yee-Joy, a Non- Executive Director of the Company, retires by rotation and is eligible for re-appointment. Ms. Josephine Yee-Joy has been an independent Non-Executive Director of the Company since 2018 and has served in senior executive positions locally

and internationally and has a record of leadership in the wider community. In accordance with the above, Ms. Josephine Yee-Joy offers herself to be re-appointed at this AGM.

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

None of the Directors except Ms. Josephine Yee-Joy is interested in this resolution.

### **3. Re-Appointment of Retiring 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 recommends the re-appointment of M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company

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

### **4. Declaration of Dividend**

The Board has taken into consideration the global pandemic COVID-19 and recommends to not declare a final dividend payment for the financial year ending 2019.

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

## PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I/We named below, being a shareholder of the Company, wish to register my/our attendance for the Annual General Meeting through Zoom.

I/We understand that attendance in person at the AGM of the Company is restricted to 20 persons as per the guidelines issued by the government.

I/We understand that the Company shall be entitled to reject the Pre-registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration Form.

Name(s) of Shareholder(s): \_\_\_\_\_

Name of attendee\*: \_\_\_\_\_

Voter identification card number /Passport Number/Company Registration Number: \_\_\_\_\_

SIN Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Contact Number(s): \_\_\_\_\_

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

*\*Where authorized representative of a company or proxy holder for a shareholder.*

### **IMPORTANT:**

*Please note that the step-by-step guidance will be emailed to you before the time fixed for holding the Company's AGM.*

1. Full name and voter identification card number/passport number(s)/company registration number is required for purposes of verification.
2. By completing and submitting this form, you agree and acknowledge that the Company and/or our service provider may collect, use and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound and/or video recordings of the Company's AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

**NOTE:** This duly completed Pre-registration Form must be emailed to [seini@sas.com.fj](mailto:seini@sas.com.fj) before 5pm Wednesday 3<sup>rd</sup> June 2020. (Incomplete or incorrectly completed form will not be processed.)

# COMMUNICATIONS FIJI LTD

Private Mail Bag, Suva, Fiji. Phone: 3 314 766 Fax: 3 303 748

e-mail: jyoti@cfl.com.fj



## PROXY FORM

[Pursuant to Sections 157 and 158 of the Companies Act 2015]

Name of Member: _____
Registered Address: _____
SIN: _____

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

1. Name: \_\_\_\_\_, of \_\_\_\_\_ or failing that;

2. Name: \_\_\_\_\_, of \_\_\_\_\_

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on 17<sup>th</sup> June 2020 at 12pm at 231 Waimanu Road, Suva and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	General Business (Adoption of 2018 AGM Minutes)			
	Ordinary Business			
1.	Consideration and Adoption of Financial Statements:			
2.	(a) Election of Directors: Re-appointment of Mr. Vilash Chand			
	(b) Election of Director: Re-appointment of Ms. Josephine Yee-Joy			
3.	Re-Appointment of Retiring Auditors			
4.	Declaration of Dividends			
5.	Special Business [if applicable]			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Signature of Member(s) \_\_\_\_\_



**Notes:**

1. *\*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.*

2. *If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.*

3. *If a representative of the corporation is to attend the meeting, please complete and submit "Appointment of Corporate Representative". If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.*

4. *This Proxy Form must be received by the Company at 231 Waimanu Road, Suva or Share Registry at Shop 1 and 11, Sabrina Building, Victoria Parade, Suva, Fiji or (679) 330 3748 (fax number of the Company) or email address [jyoti@cfl.com.fj](mailto:jyoti@cfl.com.fj) / [seini@sas.com.fj](mailto:seini@sas.com.fj) by 12pm on 15th June 2020, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.*

# COMMUNICATIONS FIJI LTD

Private Mail Bag, Suva, Fiji. Phone: 3 314 766 Fax: 3 303 748

e-mail: [jyoti@cfl.com.fj](mailto:jyoti@cfl.com.fj)



## APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of the Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder of which has been appointed as a proxy by a security holder.

*Insert the name of the body corporate making the appointment*

Hereby appoints

*Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.*

to act as its representative  all meetings OR  the meeting to be hold on \_\_\_\_\_ (Date)

Of

**Communications (Fiji) Limited**

*Insert the name of the company holding the meeting*

**SIGNATURES - THIS MUST BE COMPLETED**

**COMMON SEAL**  
(If applicable)

*Director*

*Sole Director & Sole Secretary*

*Director/Company Secretary*

*Date*

***Information***

*In order to be effective, this form must be received by Communications (Fiji) Limited within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company*

*A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment maybe by reference to a position held provided that the appointment identifies the position.*

*The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment maybe a standing one, which will continue until revoked.*

*If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.*