



PORTDENARAUMARINA

# 2019 ANNUAL GENERAL MEETING RESOLUTIONS

The Resolutions of 1<sup>st</sup> Annual General Meeting (AGM) of Port Denarau Marina Limited held on Friday, 29<sup>th</sup> November 2019 at 10am at Port Denarau Marina Yacht Club, Denarau.

The following business was transacted:

## ORDINARY BUSINESS

### 1. ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> JULY, 2019:

To receive and consider the audited financial statement including audited consolidated financial statement of the Company for the financial year ended 31 July 2019 together with the reports of the Board of Directors and Auditors thereon.

(The motion to adopt the Financials Statements was moved by Nigel Skeggs and seconded by Cynthia Rasch and was unanimously adopted by the Shareholders.)

### 2. DECLARATION OF DIVIDENDS:

The Board recommends a final dividend of FJD 2.25 cents per equity share for the financial year ended 31 July 2019.

(The motion was moved by Gyanesh Rueben representing BSP Life and seconded by Waisale Iowane representing Free Bird Institute and was unanimously adopted by the Shareholders.)

### 3. ELECTION OF DIRECTORS:

#### (a) Re-appointment of David George Skeggs

To appoint David George Skeggs, director of the company, who retires by rotation pursuant to Article 7.3 of the Company's Articles of Association, and being eligible, is re-elected as a director of the Company.

(The appointment of David George Skeggs was unanimously adopted by the shareholders. The motion was moved by Andrew Naylor and seconded by Kaveeta Singh and was unanimously adopted by the Shareholders.)

#### (b) Ratification of appointment of Malakai Naiyaga



To ratify the appointment of Malakai Naiyaga (appointed on 16 August 2019), as a director of the Company.

(The appointment of Malakai Naiyaga as a director of the Company was unanimously ratified and adopted by the shareholders. The motion was moved by Kaveeta Singh and seconded by Tomasi Waqanimaravu and was unanimously adopted by the Shareholders.)

#### 4. DIRECTORS' FEES:

That in accordance with the Companies Act, the total aggregate annual fee payable to Non-Executive Directors of the Company be fixed at the aggregate amount of \$300,000 (Tax inclusive), noting the Directors of the Company are entitled to apportion and distribute this aggregate Non-Executive Directors remuneration as they determine providing they do not exceed the aggregate amount previously approved by Shareholders.

(The meeting resolved that the total aggregate annual fee payable to Non-Executive Directors of the Company be fixed at the aggregate amount of \$300,000 (Tax inclusive). The motion was moved by Gyanesh Reuben representing BSP Life and seconded by Waisale Iowane representing Free Bird Institute and was unanimously adopted by the Shareholders.)

#### 5. APPOINTMENT OF AUDITORS:

To appoint in accordance with Section 422(1) of the Companies Act 2015 Ernst & Young as the Statutory 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 and the Board be authorised to fix their remuneration. The Board of Directors of the Company be and is hereby authorised to take all necessary action to implement the resolution.

(The meeting resolved to appoint Ernst & Young, Chartered Accountants, as the external Auditors for the Company and the Board was authorised to fix their remuneration. The motion to appoint EY as the external Auditors was moved by Nigel Skeggs and seconded by Kaveeta Singh and was unanimously adopted by the Shareholders.)

By order of the Board of Directors,



Josephine Yee Joy  
Company Secretary

