



NOTICE OF ANNUAL GENERAL MEETING OF PARADISE BEVERAGES (FIJI) LIMITED

Notice is hereby given that the Annual General Meeting of Shareholders of the Paradise Beverages (Fiji) Limited (the Company) will be held at the the Paradise Beverages (Fiji) Limited meeting room, Argo Street, Walu Bay, Suva on Tuesday 20th October commencing at 10:00am for transacting the following business;

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

COVID-19

The Annual General Meeting will be held at the Fiji Brewery and run in accordance with the Government's *Safe Economic Recovery Framework* requirements for Conference and Meeting Venues applying at the time. While we expect to be able to safely accommodate everyone who wishes to attend in person, provision will also be made for online attendance. As such, we welcome shareholders, media, and other stakeholders to participate in the Annual General Meeting:

- (a) in person (*anyone wishing to attend the Annual General Meeting in person will be required to conform to Government social distancing and social gathering regulations, in addition to any additional health initiatives adopted by the Paradise Beverages (Fiji) Limited on site*);
- (b) online (*anyone wishing to attend the Annual General Meeting online must complete and send the Registration Form attached to this notice*); or
- (c) by proxy (*anyone wishing to submit a proxy to the Annual General Meeting online must complete and send the Proxy Form attached to this notice*).

Circumstances relating to COVID-19 are changing rapidly. Shareholders will be advised if any of these changes impact arrangements for the Annual General Meeting.

Agenda

Ordinary Business:

Item 1 Consideration of Financial Statements for year ended 31 December 2019

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

Item 2 Re-election and election of Directors

To consider and if thought fit, pass the following resolutions as ordinary resolutions:

- (a) Re-appointment of Mr Cecil Browne who retires by rotation
Mr Cecil Browne retires by rotation in accordance with article 82 of the Company's Constitution, and being eligible, is re-elected as a director of the Company.
- (b) Re-appointment of Ms Betty Ivanoff who retires by rotation
Ms Betty Ivanoff retires by rotation in accordance with article 82 of the Company's Constitution, and being eligible, is re-elected as a director of the Company.
- (c) Appointment of Mr Chris Litchfield to fill a casual vacancy as Director of the Company
The Board of Directors appointed Mr Chris Litchfield in accordance with article 82 of the Company's Constitution on 8 November 2019 to the Board to fill a casual vacancy caused by the resignation of Mr David Browning, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.
- (d) Appointment of Mr Roger Hare to fill a casual vacancy as Director of the Company

The Board of Directors appointed Mr Roger Hare in accordance with article 82 of the Company's Constitution on 8 November 2019 to the Board to fill a casual vacancy caused by the resignation of Ms Elizabeth McNamara, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

Item 3 Re-appointment of retiring Auditors

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

Pursuant to the Articles of Association of the Company, M/s. Ernst & Young, 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 may be decided by the Board with the mutual consent of the auditors.

Special Business:

All other business transacted at an AGM is special business.

By order of the Board of Directors.



Vinish Singh
30 June 2020

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 Notes

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.

Item 1 Consideration of Financial Statements for year ended 31 December 2019

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

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

Item 2 Election & Re-Election of Directors

The Board proposes that Mr Cecil Browne and Ms Betty Ivanoff be re-elected as directors of the Company, and that Mr Chris Litchfield and Mr Roger Hare (who were appointed into casual vacancies on 8 November 2019) be elected as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Mr Cecil Browne

Appointed non-Executive Director of Foster's Group Pacific Limited (now Paradise Beverages (Fiji) Limited) in August 2009. Has worked for Barclays and ANZ for 35 years. Had work attachments with the Banks in London, Melbourne, Solomons, Cook Islands and East Timor. Held various senior executive positions with ANZ including Deputy General Manager ANZ Fiji and Head of Business Banking and then Deputy General Manager ANZ Fiji and Head of Corporate Banking. Joined Bank South Pacific in 2009 as General Manager Retail and also General Manager Corporate and International. Retired in 2019.

(b) Ms Betty Ivanoff

Appointed non-Executive Director of Paradise Beverages (Fiji) Limited) in May 2019. Betty joined Coca-Cola Amatil as Group General Counsel in April 2016, as a member of the executive, leading the legal and company secretariat teams across all of Coca-Cola Amatil's markets and operations. Betty was also appointed as an additional Company Secretary in September 2016. Further to her existing responsibilities for the Group's Legal, Governance and Compliance disciplines, Betty's role expanded in November 2019 to include leadership of the Group's Public Affairs, Communication and Sustainability team.

(c) Mr Chris Litchfield

Appointed non-Executive Director of Paradise Beverages (Fiji) Limited) in November 2019. Mr Chris Litchfield has 26 years' experience with Amatil and is currently the Managing Director of New Zealand

& Fiji. Chris has a proven track record of strong business leadership, customer management, new business acquisition and commercial planning. As Managing Director of New Zealand & Fiji, Chris has led a highly engaged workforce to deliver five years of profit growth. Chris holds a Bachelor of Commerce from Canterbury University.

(d) Mr Roger Hare

Appointed non-Executive Director of Paradise Beverages (Fiji) Limited) in November 2019. Mr Roger Hare has been with Amatil for over 25 years and is the General Manager of Amatil's beverages business in Fiji. Under Roger's leadership, this business has been recognised as the fastest growing Coca-Cola Company bottler in the Pacific and the 2nd fastest growing Coca-Cola Company territory in the Asia Pacific region. Roger holds a Bachelor of Commerce (ACA) majoring in Accountancy from Canterbury University.

Item 3 Appointment of Auditors

The Board proposes that Ernst & Young be appointed auditors of the Company for the year ending 31 December 2020 and that the Board be authorized to fix their remuneration.

Pursuant to Part 34 of the Companies Act, a public company must, appoint an Auditor of the Company at its first AGM; and appoint an Auditor of the Company to fill any vacancy in the office of Auditor at each subsequent AGM.



Paradise Beverages (Fiji) Limited
62nd Annual General Meeting
PROXY FORM
[Pursuant to section 157 and 158 of Companies Act 2015]

Name of the 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 62nd Annual General Meeting of the Company, to be held on Tuesday, 20th October 2020 at 10:00am at the the Paradise Beverages (Fiji) Limited meeting room, Argo Street, Walu Bay, Suva and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolution	• Optional (Mark X)		
		For	Against	Abstain
	Ordinary Business			
1	Consideration of Financial Statements for year ended 31 December 2019.			
2a	Re-appointment of Mr Cecil Browne who retires by rotation.			
2b	Re-appointment of Ms Betty Ivanoff who retires by rotation.			
2c	Appointment of Mr Chris Litchfield to fill a casual vacancy as Director of the Company.			
2d	Appointment of Mr Roger Hare to fill a casual vacancy as Director of the Company.			
3	Re-appointment of retiring Auditors.			



Signed this _____ day of _____ 2020.

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, Annexure K - "Appointment of Corporate Representative" should be filled in. 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 "**Paradise Beverages (Fiji) Ltd, GPO Box 696, Suva, Fiji.**" or Share Registry at **Central Share Registry Pte Limited, Shop 1 and 11 Sabrina Building, Victoria Parade, Suva** or email address vinish.singh@paradisebeverages.com.fj before 10:00am (Fiji Standard time), Sunday 18th October 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.

ANNEXURE K: APPOINTMENT OF CORPORATE REPRESENTATIVE

**APPOINTMENT OF CORPORATE REPRESENTATIVE
[Pursuant to Section 160 of Companies Act 2015]**

This form may be used by a company or other body corporate which is a security holder or 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 at all meetings **OR** the meeting to be held on _____ (Date)
of Paradise Beverages (Fiji) Limited.

SIGNATURES- THIS MUST BE COMPLETED

Common Seal
(if applicable)

Director

Sole director & Sole Secretary

Director /Company Secretary

Date

/ /

Information

In order to be effective, the form must be received by Paradise Beverages (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.



REGISTRATION FORM FOR ON-LINE ATTENDANCE

I/We named below, being a shareholder of Paradise Beverages (Fiji) Limited, wish to register my/our attendance for the Annual General Meeting through Webex.

I/We understand that Paradise Beverages (Fiji) Limited shall be entitled to reject the Registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Paradise Beverages (Fiji) Limited are not ascertainable from the instructions specified in the Registration 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 authorised 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 Paradise Beverages (Fiji) Limited 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 Paradise Beverages (Fiji) Limited Annual General Meeting may be made by Paradise Beverages (Fiji) Limited for record keeping and to ensure the accuracy of the minutes prepared of the Annual General Meeting. Accordingly, the personal data of a shareholder of Paradise Beverages (Fiji) Limited (such as their name, his presence at the Annual General Meeting and any questions he may raise or motions he propose/second) may be recorded by Paradise Beverages (Fiji) Limited for such purpose.
4. Shareholders should raise their hand to vote.

NOTE: This duly completed Registration Form must be emailed to vinish.singh@paradisebeverages.com.fj before 10.00 am, Wednesday 7 October 2020.