



**TOYOTA**



TOYOTA TSUSHO (SOUTH SEA) LIMITED FIJI  
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**Asco Motors**

**23 July 2020**

## **Resolutions of the 100<sup>th</sup> Annual General Meeting of Toyota Tsusho (South Sea) Limited**

The following resolutions, as per the notice of the Annual General Meeting (which was circulated along with the Audited Accounts), were declared to be passed without any objection, at the AGM held on 21 July 2020 at 3.30 p.m.

### **Resolution 1:**

#### **Adoption of Financial Statements for the year ended 31 March 2020**

To receive, consider and adopt the Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31 March 2020.

The motion was moved by Mr S Briggs (TTSPH Proxy) and seconded by Mr F. Kotabalavu which was on show o/hands and was unanimously accepted by the Shareholders.

### **Resolution 2:**

#### **Election of Directors**

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

*(a) Mr Akio Ogawa*

Mr Akio Ogawa retires as a director per Article 105 of the Articles of Association and being eligible offers himself for re-appointment as a Director of the Company.

The motion was moved by Mr F. Kotabalavu and seconded by Ms E. Kaloumaira (Unit Trust of Fiji Proxy), which was on show o/hands and was unanimously accepted by the Shareholders

*(b) Mrs Teresa Julia Apted*

Mrs Teresa Julia Apted retires by rotation per Article 114 of the Articles of Association and being eligible offers herself for re-appointment as a Director of the Company.

The motion was moved by Mr J. Mow and seconded by Mr I. Lekenaua (Mr K. Lekenaua's Proxy) which was on show o/hands and was unanimously accepted by the Shareholders.

*(c) Mr Digby Bossley*

Mr Digby Bossley retires by rotation per Article 114 of the Articles of Association and being eligible offers himself for re-appointment as a Director of the Company.

The motion was moved by Mr F. Kotabalavu and seconded by Mr S Briggs (TTSPH Proxy), which was on show o/hands and was unanimously accepted by the Shareholders.

**Resolution 3:  
Appointment of Auditors**

The Board proposes that KPMG be re-appointed as auditors of the company for the ensuing year ending 31 March 2021.

The motion was moved by Ms E. Kaloumaira (Unit Trust of Fiji Proxy) and seconded by Mr F. Kotabalavu, which was on show o/hands and was unanimously accepted by the Shareholders.

**Resolution 4:  
Confirmation of dividend**

To confirm:

- (1) The dividend of 20 cents per share declared and paid on 5 August 2019
- (2) The dividend of 20 cents per share declared and paid on 22 July 2020

The motion was moved by Mrs B. Fraser and seconded by Mr F. Kotabalavu, which was on show o/hands and was unanimously accepted by the Shareholders.

**Resolution 5:  
Confirmation of Directors Remuneration:**

- (1) To confirm Mr D. Bossley's remuneration of FJD10, 000 per annum for the ensuing financial year ending 31 March 2021.

The motion was moved by Mr I. Lekenaua (Mr K. Lekenaua's Proxy) and seconded by Mr F. Kotabalavu, which was on show o/hands and was unanimously accepted by the Shareholders.

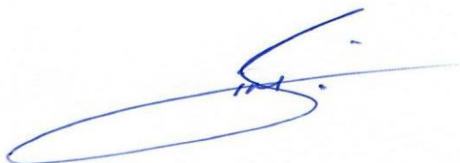
- (2) To confirm that Mrs T. Apted will continue to be provided with a Company Car in lieu of a Director's fee for the ensuing year ending 31 March 2021.

The motion was moved by Mr J. Mow and seconded by Mr F. Kotabalavu, which was on show o/hands and was unanimously accepted by the Shareholders.

**Other Business:**

No other matters arising. The meeting concluded at 4.05 p.m.

By order of the Board of Directors.



**Ronald Kumar**  
Company Secretary