



8 September 2020

MARKET ANNOUNCEMENT

RE: ANNUAL GENERAL MEETING

FijiCare Insurance Limited wishes to advise that the Annual General Meeting will take place on 30th September, 2020 at 3.00pm at Suva Business Centre. Provisions have been made for shareholders and stakeholders for virtual attendance and the notes circulated with the Meeting Notice provides information and advice on this attendance option.

As always, we encourage our shareholders and stakeholders to attend and participate in this important meeting.

A stylized, handwritten signature in black ink, consisting of a large loop followed by several horizontal strokes.

.....
Mr Peter McPherson
Managing Director

A stylized, handwritten signature in black ink, featuring a large circle and several vertical strokes.

.....
Mr Victor Robert
Company Secretary

"better health for Fiji"



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of FijiCare Insurance Limited (FIL) will be held at the Suva Business Centre, 217 Victoria Parade, Suva on Wednesday 30th September 2020 commencing at 3:00pm to transact the following business.

The AGM will be held at the Suva Business Centre and attendees may attend in person or on-line. Attendees in person 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.

1. In person
2. Attend on-line through Zoom
3. Proxy

Shareholders who wish to attend the Annual General Meeting on-line through Zoom, must complete and send the Pre-Registration Form attached to this notice.

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:

To receive the minutes of the previous Annual General Meeting held on 5 June 2019 as a correct record of the meeting.

Ordinary Business:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements of the Company for the financial year ended 31st December 2019 together with the reports of the Board of Directors and Auditors therein.

2. Election of Directors

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

Re-appointment of Mr. Avinesh Raju.

To appoint Mr. Avinesh Raju, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

Mr. Dumith Fernando

To appoint, pursuant to Articles 51 of Articles of Association of the Company, Mr. Dumith Fernando, who was appointed as an additional director of the Company on 4th June 2019, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

3. Appointment of Auditors

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

Re- appointment of retiring Auditors:

Pursuant to the Articles of Association of the Company, 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 may be decided by the Board with the mutual consent of the auditors.

4. Confirmation of Final Dividend:

To confirm declaration of final dividend of FJD 0.08 per equity share for the financial year ended 31st December 2019.

Special Business:

All other business transacted at an AGM is special business

5. Increase in Directors Fees

The Board recommends an increase in total directors' fees for all directors to a maximum of FJD 90,000.00.

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

By order of the Board of Directors.



Victor Vikash Robert
Company Secretary

8th September 2020

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.

1. Consideration of Financial Statements:

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.

2. Election of Directors

The Board proposes that Mr. Avinesh Raju and Mr Dumith Fernando be appointed as directors of the Company. The Board considers that the nominated directors possesses attributes necessary for the development of the Company.

Mr Avinesh Raju:

Mr Avinesh Raju has broad experience in information technology, private equity and the healthcare sector. He holds a Bachelor of Commerce from the University of Auckland and a Master's in Business Administration from Richard Ivey Business School, University of Western Ontario, Canada.

Mr. Dumith Fernando:

Mr Dumith Fernando was recently appointed Chairman of the Board of Directors of the Colombo Stock Exchange (CSE) and is also the Chairman of Asia Securities Holdings (Pvt) Ltd, a leading Independent Investment Bank in Sri Lanka. He also has two decades of experience in international Investment Banking and Equities based in New York and Hong Kong with JP Morgan Chase & Co and Credit Suisse AG. He holds a BA in Physics & Economics from Middlebury College in the US and an MBA from Harvard Business School.

3. Appointment of Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 99 of Articles of Association of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s. BDO, Chartered Accountants, being eligible, offer themselves for re-appointment.

4. Confirmation of Final Dividend:

The Board recommended and paid a final dividend of FJD 0.08 per share for the year ended 31st December 2019 on 4th June 2020. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

5. Increase in Directors fees:

In view of the increased duties and responsibilities of directors under the revised Companies Act and other legislation, and also having regard to the level of directors fees paid by comparable listed companies, it is considered appropriate to increase directors fees from \$60,000.00 to \$90,000.00 to accommodate the appointment of two additional directors that will be appointed in the near future.

The Board recommends to shareholders an increase in total directors' fees for all directors to a limit of \$90,000.00.

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 FijiCare Insurance Limited, 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 30th September 2020 at 3:00pm at the Suva Business Center, 217 Victoria Parade, 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
1.	Consideration of Financial Statements:			
2.	Election of Directors – a) Avi Raju			
	- b) Dumith Fernando			
3.	Appointment of Auditors			
4.	Confirmation of Final Dividend:			
5.	Special Business – Increase in Directors Fees			

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, 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 "**FijiCare Insurance Limited, GPO Box 15808, Suva, Fiji**" or Share Registry at **Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva** or fax (679) 3302119 or email address victor@fijicare.com.fj before 3:00pm, Monday 28th September 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.

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.

(Please tick only ONE box. Incomplete or incorrectly completed form will not be processed.)

☐ I wish to attend the Annual General Meeting via Zoom

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: _____

Shareholder Identification Number: _____

Email Address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

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

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/ passport number(s) / company registration number is required for the 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 victor@fijicare.com.fj before 3.00pm, Monday 28th September 2020.

APPOINTMENT OF CORPORATE REPRESENTATIVE

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 ☐ meetings **OR** ☐ the meeting to be held on

_____ (Date)

Of

FIJICARE INSURANCE LIMITED

Insert the name of the company holding the meeting

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 Central Share Registry / FijiCare Insurance 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 time.