



NOTICE OF ANNUAL GENERAL MEETING OF FIJIAN HOLDINGS LIMITED

Notice is hereby given that the Annual General Meeting of Fijian Holdings Limited will be held at the FMF Gymnasium, Laucala Bay Road, Suva on 19th November 2020 at 12:30pm to transact the following business.

Due to the COVID-19 restrictions, attendees may attend in-person or on-line. All attendees in-person will be accommodated within social distancing guidelines and while there is a maximum number we can accommodate, based on previous AGMs we anticipate being able to welcome all who wish to attend in-person. The following options are available for the shareholders, media and other stakeholders to participate in the AGM:

1. Attend in Person
2. Attend on-line through Zoom
3. Attend via Proxy

Shareholders who wish to attend the AGM on-line through Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to Mereoni.Matavou@fijiholdings.com.fj before 10:30am, Tuesday 17th November, 2020.

If you are considering attending the AGM 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 and we will update shareholders if any of these changes impact arrangements for the AGM.

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement including audited consolidated financial statement of the Company for the financial year ended 30 June 2020 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Second Interim Dividend:

The Board recommends that the second interim Dividend of 0.41 cents per equity share, declared on 23rd October, 2020 be ratified.

3. Re-Election and Election of Directors

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

- a. To appoint **Sakiusa Raivoce**, 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.
- b. To appoint, pursuant to Article 51 of the Articles of Association of the Company, **Mereia Volavola**, who was appointed as an additional director of the Company on 15th August 2020, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.
- c. To appoint, pursuant to Article 51 of the Articles of the Association of the Company, **Eseta Nadakuitavuki**, who was appointed as an additional director of the Company on 15th August 2020, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.
- d. To appoint, pursuant to Article 51 of the Articles of Association of the Company, **Savendra Dayal**, who was appointed as an additional director of the Company on 15th August 2020, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold the office from the conclusion of this meeting until the conclusion of the next AGM, and authorize the Directors to fix their remuneration.

The Board to recommend the appointment of Auditors of the Company and that the Board be authorised to fix their remuneration.

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.



Mereoni Matavou
Company Secretary

23 October, 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.

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. Confirmation of Second Interim Dividend

The interim dividend of 0.41 per share declared by the company for the period ended 30th June during the financial year 2020 be ratified by the shareholders of the company.

3. Re-Election and Election of Directors

- i. The Board proposes that **Sakiusa Raivoce**, be appointed as director of the Company pursuant to Article 52 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Colonel Sakiusa Raivoce:

Is a Security Consultant and a former Senior Military Officer having served at the Republic of Fiji Military Force Headquarters as a Staff Officer and Government House as Military Assistance/ADC to the President of the Republic of Fiji. Colonel Raivoce served on UN Peacekeeping Duties in the Middle East, (Lebanon, Sinai Desert, Syria, Kuwait and Iraq). During his service he held senior appointments in the RFMF and the United Nations Peacekeeping Operations. He graduated at the International Security Academy in Tel Aviv, Israel. He spearheaded the enlistment of Fiji men and women into the British Army in 1998, when he led the RFMF Band to participate in Edinburgh Military Tattoo at the invitation of the Ministry of Defence, United Kingdom. He also served as Field Security Adviser in East Timor from September 1999 to December 2000. He served as Director for the British Security Firm Global Risks International as its Representative in Fiji from 2003 to 2012. Col. Raivoce is an experienced Board Director and has completed Director Course conducted by the Australian Institute of Company Directors. He has participated in the Australian Governance Summit and World Business Forum on behalf of the company. He was a former Chairman of Pacific Cement Limited, Fijian Holdings Property Limited and Basic Industries from 2014 to 2017. He is currently the Chairman of South Sea Cruises Limited (SSC), FHL People & Leadership Sub-Committee, Basic Industries Limited, Serendib Investment Limited, Committee Member of the Investment and Strategy Sub Committee and Board member of Fijian Holdings Limited.

- ii. The Board proposes that **Mereia Volavola, Eseta Nadakuitavuki and Savendra Dayal** be appointed as additional directors of the Company pursuant to Article 51 of Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mrs Mereia Volavola:

Mereia Volavola is a Business Consultant specifically working in the private sector in the Pacific region. She works with companies, government ministries, local and regional organizations and undertakes consultancies with international agencies like the International Fund for Agriculture Development (IFAD), Technical Centre for Agriculture and Rural Cooperation (CTA), International Trade Centre (ITC) in Geneva and World Bank and Market Development

Facility (MDF). Previously she was the Chief Executive Officer of the Pacific Islands Private Sector Organization (PIPSO) undertaking private sector development work in the Pacific region. She was also the former CEO of the Capital Markets Development Authority and worked at the Reserve Bank of Fiji for more than 14 years at managerial level. She has served on many organizations' boards including NGOs.

Mrs Eseta Nadakuitavuki

Eseta Nadakuitavuki is currently the Senior Manager Microfinance and Women's Market at Westpac. Prior to that she was the Manager Sustainability responsible for Women's activities. She has substantive exposure in the core banking sector including Area Manager (overseeing 12 branches), branch manager, projects officer and training officer in her 30 years of experience in the banking industry.

She is currently a board member of Fiji Commerce and Employers Federation (FCEF) for the past seven years. She is also the Chairperson for the Women Entrepreneurs Business Council since its inception in 2013.

Mr Savendra Dayal

Is a businessman and holds various executive roles at Johnson & Johnson in Fiji & Australia for the past 20 years. He holds a Master in Business & Administration and a Post Graduate in Economic from USP. He is currently a Board member of Fiji Sugar Corporation Ltd and Director of Dayal Company Ltd.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015, to hold office from the conclusion of this meeting until the conclusion of the next AGM and authorise the Directors to fix their remuneration.

The Board, in observance of the current Company policy, has advertised for the selection of an Auditor to be recommended to shareholders at the AGM. As the process is still underway when this notice of AGM is being delivered, such recommendation shall be made to shareholders at the AGM.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Proxy Form

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 General Meeting of the Company, to be held on *19th November 2020 at 12:30pm at FMF Gymnasium, Laucala Bay 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
	Ordinary Business			
1.	Consideration of Financial Statements			
2.	Confirmation of Second Interim Dividend			
3.	Re- Election and Election of Directors:			
	a.) Sakiusa Raivoce			
	b.) Mereia Volavola			
	c.) Eseta Nadakuitavuki			

	d.) Savendra Dayal			
3.	Appointment of Auditors			
4.	Special Business [add 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, "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 Fijian Holdings Limited, Level 7 Ra Marama, 91 Gordon Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or 330 5020 or email to Mereoni.Matavou@fijianholdings.com.fj on 17th November before 12:30 pm being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid the scheduled meeting.

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

	<i>Director</i>	<i>Sole director & Sole Secretary</i>
Common Seal (if applicable)	<input type="text"/>	<input type="text"/>
	<i>Director /Company Secretary</i>	<i>Date</i>
	<input type="text"/>	<input type="text" value="/ /"/>

Information

In order to be effective, the form must be received by the Company Secretary of Fijian Holdings 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.

PRE-REGISTERING FORM FOR ONLINE 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 Mereoni.Matavou@fijianholdings.com.fj before 10.30am, Tuesday 17th November, 2020.