



## Annexure P: Annual Compliance Report on Corporate Governance

Name of Listed Entity: Fijian Holdings Limited

For the Financial Year ended on 30<sup>th</sup> June 2020

Principle	Requirement	Compliance Status (Please provide details)
1. Establish clear responsibilities for board oversight	Separation of duties: Clear separation of duties between Board and Senior Management.	<p>The FHL Board is responsible for the overall corporate governance of the Company.</p> <p>The Board has delegated the responsibility of operating and administering to the Group Chief Executive Officer, who is accountable to the Board for the performance of these duties.</p>
	Board Charter: Adopt a Board charter detailing functions and responsibilities of the Board.	A Board Charter is in place and specifies the Board's responsibilities and functions towards the company.
2. Constitute an effective Board	Board Composition: Balanced Board Composition with Executive and Non-Executive directors of which 1/3 <sup>rd</sup> of total number of directors to be independent directors.	<p>FHL's Memorandum and Articles specifies the number of Directors may be not less than the number required by the Corporations Act (currently three), nor more than nine (or such number within the range as the Board may determine from time to time).</p> <p>The Board currently, comprises of 8 Directors and 3 Independent Directors</p>
	Gender Diversity: Do you have a policy for promoting gender diversity at Board level and have you achieved your policy goals?	FHL continues to maintain gender diversity throughout the group. As much as we believe that Gender diversity increases corporate board effectiveness and that women on boards bring different perspectives, more creative and innovative insights to the difficult issues facing today's corporations, we have established 29% female directors in the Group and 40% of the company employees are female.

	<p><u>Nomination Committee:</u></p> <p>Selection, approval, renewal and succession of Directors to be conducted by Nomination Committee in accordance with Articles of Association of the Company and Fit and Proper Policy of Reserve Bank.</p>	<p>The Board Nomination &amp; Remuneration Sub-Committee is a committee of the Fijian Holdings Ltd Board ('FHL Board'). The role of the committee is to assist the board in fulfilling its duties by providing independent and objective review, advice and assistance to the Board and the CEO (as appropriate), on matters concerning Board Nomination and Remuneration related issues within the FHL Group.</p>
	<p><u>Board Evaluation:</u></p> <p>Process of evaluation of performance of the Board, its Committees and individual directors. Evaluation to be linked to key performance indicators of the listed entity.</p>	<p>The Board Evaluation process and guidelines is in place.</p> <p>It ensures that individual directors and the Board as a whole work efficiently in achieving their functions towards the company.</p>
	<p><u>Directors Training:</u></p> <p>Directors' training and induction procedure to be in place to allow new directors to participate fully and effectively.</p>	<p>Directors training is in place and induction is carried out for all newly appointed Directors to the Board. Workshops for Directors are also organised with external stakeholders.</p>
	<p><u>Board Sub-committees:</u></p> <p>Board must have sub-committees which must at a minimum include -</p> <ul style="list-style-type: none"> <li>• Audit Committee;</li> <li>• Risk Management Committee; and</li> <li>• Nomination Committee/Recruitment Committee.</li> </ul>	<p>The Board has formally constituted four (4) sub committees namely:</p> <ol style="list-style-type: none"> <li>1. Audit &amp; Risk Sub-Committee;</li> <li>2. Investment &amp; Strategy Sub-Committee</li> <li>3. Board Nomination &amp; Remuneration Sub-Committee</li> <li>4. People &amp; Leadership Sub-Committee</li> </ol>
<p>3. Appointment of Chief Executive Officer/Managing Director</p>	<p><u>CEO:</u></p> <p>To appoint a suitably qualified and competent Chief Executive Officer/Managing Director.</p>	<p>PWC now reviewing and assessing the appointment of a new GCEO</p>

<p>4. Appointment of a Board and Company Secretary</p>	<p><u>Company Secretary:</u></p> <p>Board to appoint a suitably qualified and competent Company Secretary, who is accountable to the Board, through Chair, for all compliance and governance issues.</p>	<p>The appointment of the Company Secretary is the prerogative of the Board. As a listed public entity, FHL has appointed a suitably qualified and competent Board Secretary.</p>
<p>5. Timely and balanced disclosure</p>	<p><u>Annual Reports:</u></p> <p>Timely and accurate disclosures are made in Annual reports as per Rule 51 of Listing Rules.</p>	<p>Disclosures made as per SPX Listing Rules.</p>
	<p><u>Payment to Directors and Senior management:</u></p> <p>Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior management.</p>	<p>Disclosures made as per SPX Listing Rules.</p>
	<p><u>Continuous Disclosure:</u></p> <p>General disclosures or company announcements to be made in a timely manner. The disclosures should be factual without omitting material information and to be expressed in a clear and objective manner to shareholders.</p>	<p>Disclosures made as per SPX Listing Rules.</p>
<p>6. Promote ethical and responsible decision-making</p>	<p><u>Code of Conduct:</u></p> <p>To establish a minimum Code of Conduct of the listed entity applicable to directors, senior management and employees and conduct regular trainings on the same.</p>	<p>A Code of Conduct for Directors and Senior Management and employees are in place.</p> <p>Internal trainings are conducted for all new Directors, Senior Management and employees.</p>
<p>7. Register of Interests</p>	<p><u>Conflicts of Interest:</u></p> <p>Transactions with related parties resulting in conflict of interest are disclosed and a register is maintained for this purpose.</p>	<p>All conflicts of interest (including all Directors and members of the senior management team) are disclosed and formally recorded.</p>

8. Respect the rights of shareholders

Communication with shareholders:

To design communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, or any other means of electronic communication.

The Shareholder Communication Policy of the Company encourages and promotes effective communication with shareholders and effective participation at General Meetings.

FHL frequently examines how best to take advantage of technology to enhance shareholder's communications and how to use General Meetings to enhance a two-way communication.

FHL maintains an up-to-date website to compliment the official release of information to the market

FHL also conducts a half-day training session for all shareholders on the day of the Annual General Meeting. This training programme is conducted by internal and external experts on various business topics; including the performance of all FHL subsidiaries and related investments.

Website:

To create and maintain a Website of the listed entity to communicate effectively with shareholders and other stakeholders. All matters of importance to be updated regularly on the Website.

The Website [www.fijianholdings.com.fj](http://www.fijianholdings.com.fj) is in place and reviewed annually.

Grievance Redressal Mechanism:

To establish a Grievance Redressal Mechanism for Shareholders to address shareholder's complaints and grievances.

A Policy is in place and sets out FHL Grievance Redressal mechanism with respect to ensuring that adequate steps are taken for expeditious redress of shareholders complaints or questions by FHL as per the applicable statutory and regulatory requirements.

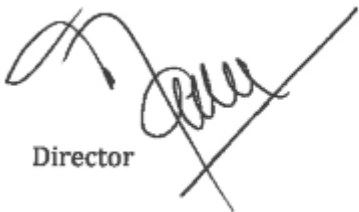
Shareholders' Complaints:

To provide the number of shareholders' complaints received and attended to during the year. Provide reasons if any complaint is unresolved or unattended.

There were none received from the Shareholders during the year.

	<p><u>Corporate Sustainability:</u></p> <p>To adopt a business approach that creates long-term shareholder value by embracing opportunities, managing risks, maximising profits and minimising negative social, economic, and environmental impacts.</p>	<p>Fijian Holdings adopts an integrated approach to corporate sustainability. The Group is committed to continuously improving its business practices to maximise positive and minimise negative social, environmental and economic impacts. This enhances employee engagement and retention, supports corporate reputation, manages risk and protects the social license to operate.</p>
<p>9. Accountability and audit</p>	<p><u>Internal Audit:</u></p> <p>To appoint an internal auditor or an alternative mechanism to achieve the objectives of risk management, control and governance.</p>	<p>There is an Internal Audit Division in place and reports directly to the Audit &amp; Risk Committee.</p> <p>The Audit &amp; Risk Committee has overall responsibility to assist the Board, through a systematic and disciplined approach, with its responsibilities in the oversight and effective management of all risk management, audit and compliance activities of the company.</p>
	<p><u>External Audit:</u></p> <p>To appoint an external auditor who reports directly to the Board Audit Committee.</p>	<p>External Auditors are appointed by the Shareholders at the AGM and report to the Audit &amp; Risk Committee.</p>
	<p><u>Rotation of External Auditor:</u></p> <p>To appoint the external auditor for a fixed term requiring senior partner of the audit firm to rotate once in every three or less financial years.</p>	<p>An external auditor is appointed annually during its Annual General Meeting.</p>
	<p><u>Audit Committee:</u></p> <p>To establish an Audit Committee comprising of at least 3 members of which majority are independent and Chair is not Chair of the Board.</p>	<p>The Audit Committee comprises of five members of which four are independent members.</p>
<p>10. Risk Management</p>	<p><u>Risk Management Policy:</u></p> <p>To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy to clearly define the roles and responsibilities of the Board, Audit committee, management and internal audit function.</p>	<p>Every member of the FHL continuously manages risk which includes the identification of all potential risks. However, specific risk management responsibilities are allocated to the FHL management team to ensure the Risk Management Policy is effectively implement,</p>

		<p>maintained and monitored at all levels of the organization including:</p> <ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Audit &amp; Risk Committee</li> <li>• Group Chief Executive Officer</li> <li>• Group Chief Financial Officer</li> <li>• Group Manager Audit, Risk &amp; Compliance</li> <li>• Executive Management</li> <li>• Employees &amp; Contractors</li> </ul> <p>Details of specific risk management responsibilities for these Directors, Officers and Committees nominated above. Effective implementation and application of risk management initiatives, systems and plans is a responsibility of all FHL staff. FHL staff are also obligated to communicate our Risk Management Policy and supporting systems to all of our stakeholders.</p>
	<p><u>Whistle Blower Policy:</u></p> <p>As part of risk management strategy, establish a Whistle Blower Policy by creating a mechanism of reporting concerns of unethical behavior, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPX Rules or Companies Act. [Refer Rule 68 of the Listing Rules]</p>	<p>A policy is in place to address unethical behaviour, actual dishonesty, fraudulent, corrupt or illegal behavior; accounting or internal control matters. The policy is reviewed and updated annually.</p>



Director



Director/Company Secretary