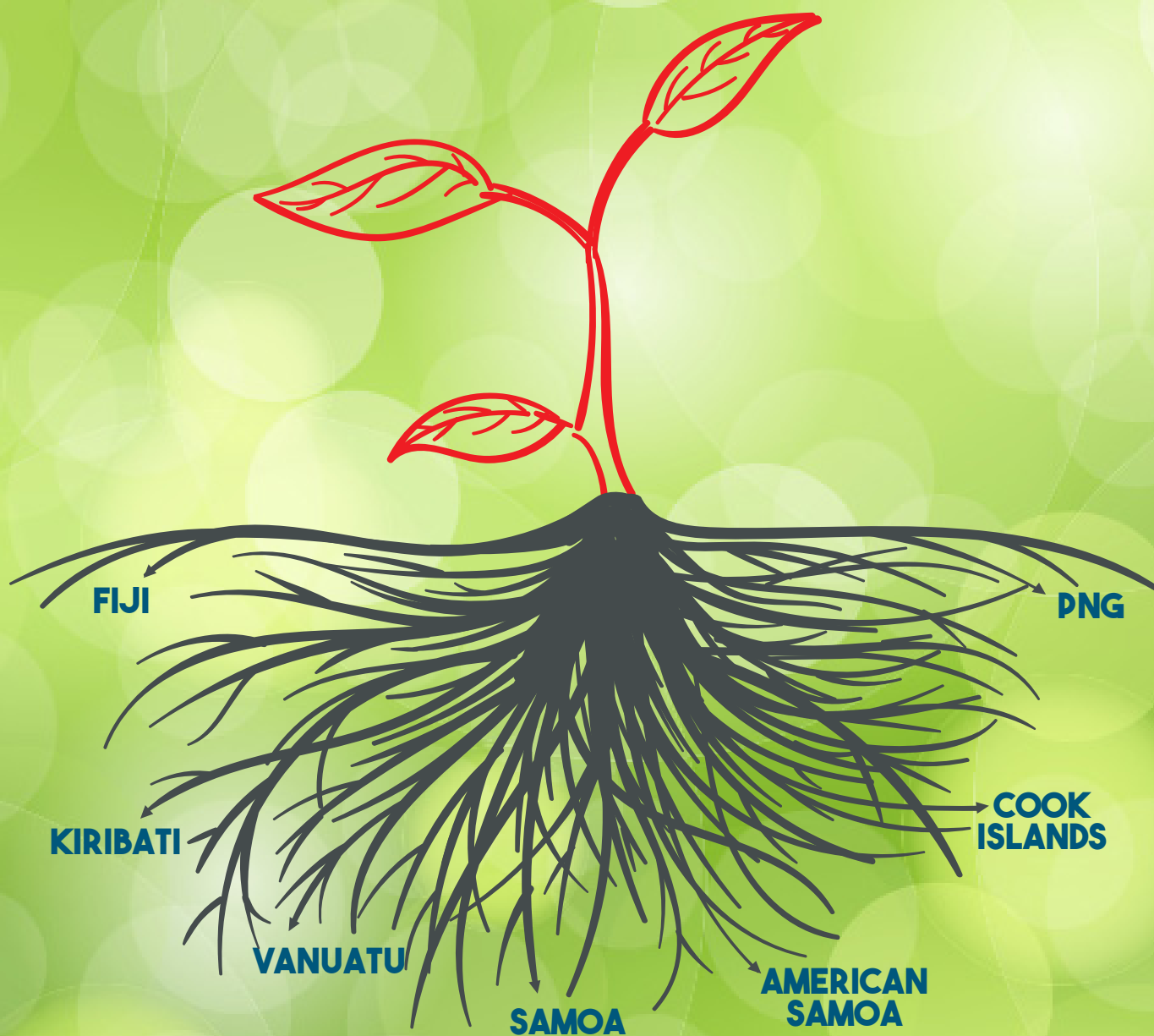




## 2020 NOTICE OF MEETING



Notice is hereby given that the 22nd Annual General Meeting of Shareholders of Amalgamated Telecom Holdings Limited will be held on Wednesday, 16 December 2020 commencing at 10.00 am at the Britannia Room No. 1, Grand Pacific Hotel, Victoria Parade, Suva



# AMALGAMATED TELECOM HOLDINGS LIMITED

## Annual General Meeting of Shareholders

### Notice of Meeting

Notice is hereby given that the 22nd Annual General Meeting of Shareholders of Amalgamated Telecom Holdings Limited will be held on Wednesday, 16 December 2020 commencing at 10.00 am at the Britannia Room No. 1, Grand Pacific Hotel, Victoria Parade, Suva

### Order of Business:

#### 1. Apologies

#### 2. Determination of Proxies and Quorum

#### 3. Address by the Chairman

#### 4. Address by the Chief Executive Officer/Company Secretary

#### Minutes of the Previous Meeting Held on Wednesday, 6 November 2019

To receive, consider and adopt the minutes of the 21st Annual General Meeting held on Wednesday, 6 November 2019 as a true and accurate record of the meeting.

#### 5. Ordinary Business

##### Item 1 Adoption of Consolidated Financial Statements for the Year Ended 31 March 2020

Shareholders to receive, and if fit, adopt the audited consolidated financial statements of the Company, for the financial year ended 31 March 2020, together with the report of the Board of Directors and Auditors thereon.

##### Item 2 Election of Directors

To elect Directors in accordance with Articles 6.4 and 6.5 of ATH Articles of Association:

##### **Nomination Received - Ms Tupou'tuah Baravilala**

To appoint Ms Tupou'tuah Baravilala who has been nominated by the Government, a Director of the Company in place of Mr Ajith Upendra Kodagoda

who retires by rotation (and is not seeking re-election) pursuant to Clause 6.4 (ix) of the Articles of Association of the Company.

##### Item 3 Appointment of Auditors

The Board proposes that KPMG be re-appointed as auditor of the Company for the financial year ending 31 March 2021 and that the Board be authorised to fix their remuneration.

#### 6. Special Business

##### Item 4 Remuneration of Directors

To fix the total remuneration of Directors for the ensuing year. In accordance with Article 6.7, the Board recommends to shareholders to approve a fixed sum of \$210,000 as Directors fees for the year ending 31 March 2021.

#### 7. Other Business

To transact any other business which may be properly brought forward in accordance with the Articles of Association.

#### 8. Close

**By Order of the Board**

Ivan Fong

**Company Secretary**

Dated this **20 November 2020**

# Explanatory Notes

*These Explanatory Notes are 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 read these Explanatory Notes 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 Adoption of Consolidated Financial Statements for the Year Ended 31 March 2020**

As required by Section 401 of the Companies Act 2015, the Annual Report of the Company comprising of the Audited Consolidated Financial Position and Comprehensive Income Statement, and the reports of the Directors and Auditors of the Company for the financial year ended 31 March 2020 will be provided before the meeting.

As stipulated in the Articles of Association of the Company and in line with the provisions of the Companies Act 2015, audited financial statements would be tabled with shareholders present at the AGM for consideration and adoption. The audited financial statements of the Company and its subsidiaries (together “the Group”) have been prepared and reported on a consolidated basis pursuant to the International Financial Reporting Standards (IFRS).

As required by Section 401 of the Companies Act 2015, the Chair of the meeting will allow reasonable opportunity for shareholders to ask the Company/Auditor relevant questions about or make comments on these reports.

Questions that cannot be answered at the AGM will be addressed through a market announcement by the Company within a reasonable timeframe.

## **Item 2 Election of Directors**

Article 6.5 provides for the appointment of Strategic Investor Directors while Article 6.4 provides for the appointment of Fiji Directors. The Strategic Investor Directors are appointed or removed by the Fiji National Provident Fund (“FNPF”) writing to the Company. FNPF currently holds 73.22% of the Company’s issued shares and is therefore entitled to four nominees under Article 6.5(i) (a).

Pursuant to Article 6.4 of the Articles of Association, the State has nominated Ms Tupou’tuah Baravilala as a Director of the Company. Mr Ajith Upendra Kodagoda retires by rotation and is not seeking re-election. The State considers that the nominee possesses attributes necessary for the development of the Company and that she be confirmed as a Director pursuant to Article 6.4 (ix).



Ms Tupou'tuah Baravilala is the Director-General for Digital Government Transformation, Cybersecurity and Communications and is passionate about digital transformation with a focus on digital equity and inclusion.

As Fiji's Director-General for Digital Government Transformation, Cybersecurity and Communications, Ms Baravilala is helping bridge the digital divide through an ambitious effort to digitise the Fijian Government operations and services. Underpinned by Government's commitment to ensure inclusive socio-economic development, she led the development of the digitalFIJI platform - a secure single sign-in portal granting access to an expanding range of e-government services, including feedback submission, digital birth registration, Government directory, and Registrar of Companies services. Most recently, she oversaw the roll-out of Government's careFIJI digital contact tracing application to aid Fiji's COVID-19 containment strategy. Ms Baravilala's work extends to the nexus between ICT, cyber policy, and international law. She is the Acting Permanent Secretary for Communications.

Ms Baravilala served as a Principal Legal Officer with the Office of the Solicitor-General prior to joining the Ministry of Communications.

She serves as a Board Director with Fiji Ports Corporation Limited and Air Terminal Services Limited.

### **Item 3 Appointment of Auditors**

Re-appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with the provisions of Section 422 of the Companies Act 2015, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board. The retiring Auditors, KPMG, Chartered Accountants, being eligible, have offered themselves for appointment.

### **Item 4 Remuneration of Directors**

The total remuneration for seven Directors for the year remains unchanged, that is, \$210,000.

### **Item 5 Distribution**

The Notice of Meeting is distributed pursuant to Article 5.2, to the following:

- Each registered shareholder as at the date of the notice
- Chairman of the Board of Directors, Mr Ajith Upendra Kodagoda
- Directors: Messrs Arun Kumar Narsey, Taito Roba Waqa, Tom Ronald Ricketts, Umarji Musa, David Kolitagane and Ms Kalpana Lal
- Auditors: Messrs KPMG (Attention: Mr Steve Nutley, Partner)
- South Pacific Stock Exchange Pte Limited (SPX).

### **Item 6 Attendance and Proceeding**

Any shareholder or proxy, attorney or representatives can attend and vote (Articles 5.9 and 5.10). The Chair of the Board of Directors will preside as Chair of the meeting, or, in his absence, the Deputy Chair (if any) in his/her absence, a person elected by members present (Article 5.6).

### **Item 7 Proxy**

Under Article 5.10 (ix), if any shareholder wishes to vote by proxy, then the attached proxy form must be completed by the shareholder, and deposited with the Company Secretary at the registered office not less than 48 hours before the time appointed for holding the meeting, that is, **by no later than 10.00 am on Monday, 14 December 2020.**

The registered office is located on the Second Floor of Harbour Front Building, Rodwell Road, Suva. Its postal address is G P O Box 11643, Suva, and telephone number 3308-700 or fax number 3308-044.

Alternatively, proxies may be deposited at the **Share Registry at Central Share Registry Pte Limited, Shops I and II, Sabrina Building, Victoria Parade, G P O Box 11689, Suva** and telephone number 3304-130 or 3313-764.



# AMALGAMATED TELECOM HOLDINGS LIMITED

## 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 power at any one time.

all meetings **OR**

the meeting to be held on

**Wednesday, 16 December 2020 at 10.00 am at the Britannia Room No. 1, Grand Pacific Hotel, Victoria Parade, Suva**

**OF**

**Amalgamated Telecom Holdings Limited**

the name of the company holding the meeting

### SIGNATURES - THIS MUST BE COMPLETED

Director

Sole Director & Sole Secretary

Director /Company Secretary

Date

Common Seal (if applicable)

## Information

In order to be effective, the form must be received by Amalgamated Telecom Holdings Limited, Level 2 Harbour Front Building, Rodwell Road, G P O Box 11643, Suva, or fax number 3308-044, or alternatively by the Share Registry at Central Share Registry Pte Limited, Shops I and II, Sabrina Building, Victoria Parade, G P O Box 11689, Suva, not less than 48 hours before the time appointed for holding the meeting, **that is, by no later than 10.00 am on Monday, 14 December 2020.** 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 may be 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 may be 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.



# AMALGAMATED TELECOM HOLDINGS LIMITED

## PROXY FORM [Pursuant to Sections 157 and 158 of the Companies Act 2015]

Name of the Member -----

Registered Address -----

Shareholders Identification No. -----

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 22nd Amalgamated Telecom Holdings Limited Annual General Meeting, to be held on **Wednesday, 16 December 2020 at 10.00 am at the Britannia Room No. 1, Grand Pacific Hotel, Victoria Parade, Suva**, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolutions No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	<b>Ordinary Business</b>			
1	Adoption of the Minutes of the Last Meeting Held on 6 November 2019			
2	Adoption of Consolidated Financial Statements for the Year Ended 31 March 2020			
3	Election of Director - Ms Tupou'tuah Baravilala			
4	Appointment of Auditors			
	<b>Special Business</b>			
5	Remuneration of Directors - To be fixed at \$210,000 for the year ending 31 March 2021			
	<b>Other Business</b>			
6	Any Other Business in Conformity with the Articles of Association			

Signed this ----- day of ----- 20-----

Signature of Member(s) -----

### Notes

- \*It is optional to put an "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.
- 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.
- 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.
- This Proxy Form must be received by **Amalgamated Telecom Holdings Limited, L2 Harbour Front Building, Rodwell Road, G P O Box 11643, Suva**, or fax number 3308-044 or alternatively the **Share Registry at Central Share Registry Pte Limited, Shops I and II, Sabrina Building, Victoria Parade, G P O Box 11689, Suva**, not less than 48 hours before the time appointed for holding the meeting, **that is, by no later than 10.00 am on Monday, 14 December 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.