



AMALGAMATED TELECOM HOLDINGS LIMITED

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Amalgamated Telecom Holdings Limited will be held on Wednesday, 10 March 2021 commencing at 10.00 am at the Lali Room No. 1, Holiday Inn, Suva

Order of Business

1. Apologies
2. Determination of Proxies and Quorum
3. Address by the Chairperson
4. Special Resolution

Approval of amendments to the Company's Articles of Association.

5. Close

By Order of the Board

A handwritten signature in black ink, appearing to read 'Ivan Fong', is written over a diagonal line that crosses the page.

Ivan Fong
Company Secretary

Dated this 16 February 2021

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 Extraordinary 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 Extraordinary General Meeting.

Item 4- Amendments to the Company's Articles of Association.

There is a need to review the current Articles of Association of ATH to align the said Articles with the Companies Act of 2015. The proposed amendments will align the Company's Articles with the Companies Act (2015). A further amendment has been proposed to remove restrictions on the nomination and appointment of a Chairperson for ATH. The following amendments are required at this time while the Company continues to undertake a substantive review of the Articles:

1. Amendment to Article 6.15 (ii) which is produced below. The specific amendment proposed is the deletion of the word "Fiji" from "Fiji directors" so that any Director appointed to the Board can be eligible for nomination as Chairperson:

6.15 The directors may, if the person is a Fiji citizen, elect one of the Fiji directors to the office of chairman of directors and may determine the period for which that director is to be chairman of directors.

2. Amendment to the definition of "Act" to mean the Companies Act of 2015; and
3. Inclusion of the following under Article 1.3:

1.3. Inconsistency

In the event of any inconsistency between these Articles and the Act, the provisions of the Act shall prevail.

Should the above amendments be accepted, in accordance with Section 46(10) of the Companies Act, the Company will lodge with the Companies Registrar a copy of the relevant Special Resolution modifying its Articles of Association within 14 days after the said Special Resolution is passed.

Distribution

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

- Each registered shareholder as at the date of the notice
- Directors: Messrs Taito Waqa, Viliame Vodonaivalu, Pravinesh Singh, Umarji Musa, David Kolitagane, Ms Kalpana Lal and Ms Tupou'tuah Baravilala
- Auditors: Messrs KPMG, Chartered Accountants.
- South Pacific Stock Exchange Pte Limited.

Attendance and Proceeding

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

The company is in the process of setting up online access for the EGM, details of which, will be provided in due course.



PROXY FORM

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

Name of the Member _____

Registered Address _____

Shareholder 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 Amalgamated Telecom Holdings Limited Extraordinary General Meeting, to be held on **Wednesday, 10 March 2021 at 10.00 am at the Lali Room, Holiday Inn, 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
	Extraordinary Business			
1.	Approval of amendments to the Company's Articles of Association.			

Signed this _____ day of _____ 2021

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, Second Floor, 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, 8 March 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.



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.

to act as its representative at all meetings OR the meeting to be held on

Wednesday, 10 March 2021 at 10.00 am at the Lali Room, Holiday Inn, Victoria Parade, Suva

of

Amalgamated Telecom Holdings Company Limited

Insert the name of the company holding the meeting

SIGNATURES – THIS MUST BE COMPLETED

Common Seal (if applicable)	Director	Sole Director and Sole Secretary
	Director/Company Secretary	Date

Information

In order to be effective, the form must be received by Amalgamated Telecom Holdings Limited, Second Floor, 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, 8 March 2021**. 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.