



## **TOYOTA TSUSHO (SOUTH SEA) LIMITED**

Notice of the Annual General Meeting of Shareholders of Toyota Tsusho (South Sea) Limited will be held at the Asco Motors Regional Training Centre, Ratu Mara Road, Nabua on Tuesday 17th August 2021 at 3.30pm

## **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Shareholders of Toyota Tsusho (South Sea) Limited (the Company) will be held virtually via Zoom on 17 August 2021 commencing at 3.30 pm for the purpose of transacting the following business;

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

### **COVID-19 Protocol for Annual General Meeting**

As social gathering is not permitted under any circumstances per the government regulations, the AGM will be conducted virtually via Zoom.

The below options are available for the shareholders, media, and other stakeholders to participate in the Annual General Meeting:

- 1) Attend on-line through Zoom
- 2) Proxy via on-line attendance

Shareholders must complete and send the Pre-Registration Form attached to this notice.

**Circumstances relating to COVID-19 are changing rapidly; we will update shareholders if any of these changes impact arrangements for the Annual General Meeting.**

### **Agenda**

*General Business:*

Minutes of the Previous Meeting held on 21 July 2020

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 21 July 2020 as correct record of the Meeting.

*Ordinary Business:*

Item 1 Adoption of Financial Statements for year ended 31 March 2021

To receive, consider and adopt the Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31 March 2021.

## Item 2 Election of Directors

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

a) *Mr. Hendra Joewono*

The Board of Directors appointed Mr. Hendra Joewono on 01 April 2021 to the board to fill a vacancy in accordance with Article 105 of the Articles of Association, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

b) *Mr. Craig Joseph Sims*

Mr. Craig Joseph Sims retires by rotation in accordance with Article 114 of the Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

## Item 3 Appointment of Auditors

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

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 178 of the 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. KPMG Fiji, Chartered Accountants, being eligible, offer themselves for appointment.

## Item 4 Confirmation of Dividends

- a) To confirm the final dividend of 20 cents per share declared by the directors on 24<sup>th</sup> June 2020 and paid to the shareholders on 22 July 2020.

*Other Business:*

## Item 5 Confirmation of Directors Remuneration

To confirm the remuneration of Directors for the ensuing year ending 31 March 2022.

Any other business brought up in conformity with the Articles of Association of the company.

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

By order of the Board of Directors.



Ronald Nitesh Kumar

Company Secretary

14 July 2021

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 or the proxy must 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 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.*

Item 1 Adoption of Financial Statements

The Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors included in the 2021 Annual Report are for the shareholders to read prior to the meeting.

As stipulated in the Articles of Association of the company, it is a requirement that the shareholders present at the AGM receive and adopt the Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors of the company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about, or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditor's Report. Questions that cannot be answered at the AGM need to be addressed through a market announcement by the company within a reasonable timeframe.

Item 2 Election of Directors

The Board proposes that Mr. H. Joewono, and Mr. C. J. Sims be appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) *Mr. Hendra Joewono*

Mr Hendra Joewono joins the board in place of Mr A. Ogawa. Mr Joewono comes with a wealth of experience holding senior executive positions in the various Toyota Tsusho Corporation group of companies.

(b) *Mr Craig Joseph Sims*

Mr. Craig J. Sims is a Bachelor of Commerce and Bachelor of Economics graduate from University of Queensland. He is also a CPA, CIA (Certified Internal Auditor) and MBA graduate from University of Queensland. Mr. Sims has worked in the Toyota Tsusho South Pacific Holdings group as an Internal Audit Manager since 2008. His recent work experiences include, having worked in the region as General Manager for Toyota Tsusho South Pacific Holdings Fiji Branch, based in Suva since 2014. His role since November 2016 is that of CEO of the company.

### Item 3 Appointment of Auditors

The Board proposes that KPMG to be re-appointed as auditors of the Company for ensuing year ending 31 March 2022. The auditors remuneration endorsed by the Board is FJD82,000 plus VAT and 5% out of pocket expense for the ensuing year ending 31<sup>st</sup> March 2022.

Pursuant to Section 422 of the Fiji Companies Act 2015, every company shall, at each annual general meeting, appoint auditor or auditors to hold office from the conclusion of that, until the conclusion of the next, annual general meeting.

### Item 4 Confirmation of Dividends

The Board recommends the following dividend declared and paid during the year be confirmed:

- (a) 20.0 cents per share final dividend declared by the directors on 24<sup>th</sup> June 2020 and paid to the shareholders on 22<sup>nd</sup> July 2020.

Pursuant to Article 145 of the company's Articles of Association, the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors. The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

As a listed company, we are obliged to follow the format and structure entailed in the SPX Listing Rules and guidelines when declaring dividends.

### Item 5 Confirmation of Directors Remuneration

The Board proposes the following directors remuneration for the ensuing year ending 31<sup>st</sup> March 2022:

- (a) Directors' fee for Mr. Bossley to be FJD10,000 per annum.
- (b) Mrs Apted continues to be provided with a Company Car in lieu of a director's fee.

### **Proxies**

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the company by close of business 15<sup>th</sup> August 2021. Proxy forms received later than this time will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the company.

The completed form of proxy may be:

1. Mailed and addressed to The Company Secretary, P.O. Box 355, Suva, or
2. Emailed to [rkumar@asco.com.fj](mailto:rkumar@asco.com.fj)



Toyota Tsusho (South Sea) Limited

ANNUAL GENERAL MEETING

PROXY FORM

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

Annexure J: Proxy Form

Name of the Member: \_\_\_\_\_

Registered Address: \_\_\_\_\_

SIN: \_\_\_\_\_

I/We, being the member(s) of Toyota Tsusho (South Sea) Limited 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 Annual General Meeting of the Company, to be held virtually on 17 August 2021 at 3.30 pm and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Signature of Member(s) \_\_\_\_\_

No.	Resolution	For	Against	Abstain
1	To adopt the Minutes of the previous Annual General Meeting held on 21 July 2020 as correct record of the Meeting.			
2	To adopt Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31 <sup>st</sup> March 2021.			
3	To re-elect Mr. H. Joewono as a Director under Article 105 of Articles of Association			
4	To re-elect Mr. C.J. Sims as a Director under Article 114 of Articles of Association			
5	To approve the re-appointment of KPMG as the auditors of the company for ensuing year ending 31 <sup>st</sup> March 2022.			
6	To confirm the final dividend of 20.0 cents per share declared by the directors.			
7	To confirm the remuneration of Directors for the ensuing year ending 31 <sup>st</sup> March 2022.			

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 1 Ratu Mara Road Nabua or on email address [rkumar@asco.com.fj](mailto:rkumar@asco.com.fj) on 15<sup>th</sup> August 2021, 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.



## **Annexure K: 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  OR all meetings  the meeting to be held on  
\_\_\_\_\_ (Date)

Of

*Insert the name of the company holding the meeting*

*Director  
Secretary*

*Sole director & Sole*

Common Seal  
(if applicable)

*Director / Company Secretary*

*Date*

### **Information**

In order to be effective, the form must be received by Toyota Tsusho (South Sea) Limited by 15<sup>th</sup> August 2021 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.



**TOYOTA TSUSHO (SOUTH SEA) LIMITED  
ANNUAL GENERAL MEETING  
17 AUGUST 2021 – 3.30 PM**

**PRE-REGISTRATION FORM FOR ONLINE ATTENDANCE**

I/We named below, being a shareholder of the Toyota Tsusho (South Sea) Limited, the “Company”, wish to register my/our attendance for the Annual General Meeting through Zoom.

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

I wish to attend the Annual General Meeting via Zoom.

I/We understand that attendance in person at the AGM of the Company is restricted to persons as per the guidelines issued by the government at the time of publishing this notice.

I/We understand that the Company shall be entitled to reject the incomplete Pre-registration Form, improperly completed, illegible or where true intentions of the Company’s shareholder are not ascertainable from the instructions specified in the Company Pre-registration Form.

Name(s) of Shareholder(s): \_\_\_\_\_

Name of attendee\* \_\_\_\_\_

Voter identification card number /Passport Number/Company Registration Number: \_\_\_\_\_

SIN Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Contact Number(s): \_\_\_\_\_

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

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

**IMPORTANT:**

Please note that the step-by-step guide will be emailed to you before the time fixed for holding the Company’s AGM.

1. Full name and voter identification card number/passport number(s)/company registration number is required for verification purposes.
2. By completing and submitting this form, you agree and acknowledge that the Company and our service provider may collect, use and disclose your personal data, as contained in your submitted form, for 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 proposes/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 [rkumar@asco.com.fj](mailto:rkumar@asco.com.fj) before 5 pm on 13 August 2021.



## TOYOTA TSUSHO (SOUTH SEA) LIMITED

### Minutes of the 100<sup>th</sup> Annual General Meeting of the Shareholders of Toyota Tsusho (South Sea) Limited

held at the Regional Training Centre, Asco Motors, Nabua, Fiji and via video conference  
on Monday 21 July 2020 at 3:30p.m. (Fiji time)

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1. **PRESENT** : Mr. M. Kuwahara Chairman  
Mrs. T. J. Apted Director  
Mr. D. Bossley Director  
Mr. T. Daubney Director  
Mr. C. Sims Director  
Mr. A. Ogawa Director  
  
Mr. R. Kumar Company Secretary
2. **IN ATTENDANCE** : Mr. M. Yee-Joy KPMG Fiji  
Mrs. Reshma Chand KPMG Fiji
3. **QUORUM** : In terms of Clause 77 of the Company's Articles of Association, it was noted that a quorum was present.
4. **NOTICE OF MEETING** : The Notice convening the meeting was taken as read.
5. **PROXIES** : The four (4) proxies that were in order and received in time represented 79.95% of the paid up capital of the company. The same four (4) proxies were tabled and accepted.
6. **APOLOGIES** : NIL
7. **MINUTES OF PREVIOUS MEETING:**  
  
The Minutes of the previous Annual General Meeting held on 8 July 2019 be adopted as a correct record of the meeting.  
  
(Moved by Mr. J Mow and seconded by Mr S Briggs).
8. **CHAIRMAN'S REVIEW OF OPERATIONS:**  
  
The Chairman, Mr. M. Kuwahara, presented to the shareholders the Chairman's Report as contained on page 2 of the Company's 2020 Annual Report.

9. **ANNUAL ACCOUNTS & REPORTS:**

The Audited Annual Accounts namely, Statements of Financial Position and Statements of Profit or Loss and Other Comprehensive Income of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of the Directors and Auditors thereon, all being contained in the Company's 2020 Annual Report were tabled by the Secretary at the request of the Chairman.

10. **AUDITED ANNUAL ACCOUNTS & REPORT:**

**It was resolved that:**

The audited annual accounts of the company, namely the Statements of Financial Position and Statements of Profit or Loss and Other Comprehensive Income of the company for the financial year ended 31<sup>st</sup> March 2020 together with the reports of the Directors and Auditors thereon, which had been tabled, be adopted.

(Moved by Mr. Briggs (TTSPH Proxy) and seconded by Mr. Kotabalavu and carried unanimously.)

11. **DIRECTORATE:**

(a). **It was resolved that:**

Mr. A. Ogawa who retires by rotation in terms of Article 105 be re-elected:

(Moved by Mr. Kotabalavu and seconded by Ms. Kaloumaira (Unit Trust of Fiji Proxy) and carried unanimously.)

The Chairman congratulated Mr. A Ogawa on a successful re-election to the Board of Directors.

(b). **It was resolved that:**

Mrs. T. Apted who retires by rotation in terms of Article 114 be re-elected:

(Moved by Mr. Mow and seconded by Mr. Lekenaua and carried unanimously.)

The Chairman congratulated Mrs. T. Apted on a successful re-election to the Board of Directors.

(c). **It was resolved that:**

Mr. D. Bossley who retires by rotation in terms of Article 114 be re-elected:

(Moved by Mr. Kotabalavu, seconded by Mr. Briggs (TTSPH Proxy), and carried unanimously.)

The Chairman congratulated Mr. D. Bossley on a successful re-election to the Board of Directors.

12. **AUDITOR OF THE COMPANY:**

**It was resolved that:**

KPMG be re-appointed as the Auditors of the Company for the ensuing year ending 31<sup>st</sup> March 2021.

(Moved by Ms. Kaloumaira (Unit Trust of Fiji Proxy), seconded by Mr. Kotabalavu, and carried unanimously).

The Chairman recorded the good work carried out by KPMG in the past financial period.

13. **CONFIRMATION OF DIVIDENDS:**

**It was resolved that:**

The interim dividend of 20.0 cents per share declared on 8 July 2019 and paid on 5 August 2019, be confirmed; and

The final dividend of 20.00 cents per share declared on 24 June 2020 and to be paid on 22 July 2020, be confirmed.

(Moved by Mr. S. Briggs (TTSPH Proxy), seconded by Ms. Fraser, and carried unanimously).

14. **CONFIRMATION OF DIRECTORS REMUNERATION:**

(a). **It was resolved that:**

Mrs. T. Apted continue to be provided a Company vehicle in lieu of director's fee for year ending 31 March 2021.

(Moved by Mr. Mow, seconded by Mr. Kotabalavu, and carried unanimously).

(b). **It was resolved that:**

Remuneration of FJ\$10,000 per annum for year ending 31 March 2021 be paid director Mr. D. Bossley.

(Moved by Mr. Briggs (TTSPH Proxy), seconded by Mr. Kotabalavu, and carried unanimously).

15. **CLOSURE:**

There being no further business the Chairman declared the meeting closed at 4.05 p.m. (Fiji time).

Confirmed as a true and correct record.

  
.....  
**CHAIRMAN**

14th July, 2021  
.....  
**DATE**

