



NOTICE OF ANNUAL GENERAL MEETING OF FIJICARE INSURANCE LIMITED

Notice is hereby given that the Annual General Meeting of FijiCare Insurance Limited ('the Company') will be held virtually via Zoom on 30 September 2021 commencing at 3 pm to transact the following business.

COVID-19 Protocol for Annual General Meeting

In light of the COVID-19 protocols and for the safety and wellbeing of its members, the Company will be conducting its Annual General Meeting virtually via zoom.

Shareholders and other stakeholders are invited to attend the meeting via zoom. Proxies and Shareholders must complete the Pre-Registration Form that is attached herein and send their duly completed form to agm@fijicare.com.fj by no later than 3pm 28 September 2021.

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

Ordinary Business:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31 December 2020 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Final Dividend

To confirm declaration of final dividend of FJD0.05 per equity share for the financial year ended 31 December 2020.

3. Election of Directors

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

Re-appointment of a Director retiring by rotation

To appoint Mr. Peter McPherson, 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.

4. Appointment of Retiring Auditors

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

Re- appointment of retiring Auditors:

Pursuant to Article 99 of Articles of Association of the Company, M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

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.



Victor Vikash Robert
Company Secretary

3rd September 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.*
- 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 Final Dividend

The Board recommended and paid a final dividend of FJD0.05 per share for the year ended 31 December 2020 on 27 May 2021. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

3. Election of Directors

The Board proposes that Mr. Peter McPherson be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr. Peter McPherson

Peter McPherson was born in Sydney, Australia and holds a Master of Management from the University of Western Sydney. Peter was the author of a thesis on "Death Factors in Fiji" which was published in medical journals in Fiji, New Zealand, and Australia.

Peter has over 45 years of insurance experience whereby his first employment was with Reed Insurance Brokers from 1970 to 1982 following which he joined Zurich Australia Insurance from 1982 to 1997. Peter had numerous managerial roles at Zurich with his last role being National Development Manager for Australia, New Zealand, PNG, and Solomon Islands.

In October 1997 Peter joined FijiCare as Managing Director and he has now been based in Fiji for more than 20 years and is a Fiji citizen. He has a wealth of knowledge in medical and general insurance. Peter was instrumental in the design and implementation of the recently introduced

bundled microinsurance product.

Peter is currently a non-executive director for FijiCare Insurance Limited.

4. Appointment of Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 99 of 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. BDO, Chartered Accountants, being eligible, offer themselves for re-appointment.

PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I/We named below, being a shareholder of the Company, wish to register my/our attendance for the virtual Annual General Meeting through Zoom conferencing facility.

I/We understand that the Company shall be entitled to reject the Pre-registration Form, which is incomplete, improperly completed or illegible.

Name(s) of Shareholder(s): _____

Name of attendee*: _____

Voter identification card number/Passport Number**: _____

Shareholder Identification Number: _____

Email address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

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

***Attach a scanned copy of the Voter ID or scanned copy of bio-data page of valid passport.*

IMPORTANT:

Please note the following:

1. Full name, voter identification card number/passport number(s) as well as scanned copy of ID is required for 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 purposes 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 by 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/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.
4. An information sheet will be circulated to all Shareholders after registration. This document will provide login details for the meeting together with an outline on how the Annual General Meeting proceedings will take place as well as provide instructions on voting/raising questions.

NOTE: This duly completed Pre-registration Form must be emailed to agm@fijicare.com.fj before 3pm, Tuesday 28 September 2021.

PROXY FORM

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

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of FijiCare Insurance Limited, 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 on 30 September 2021 virtually via Zoom 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
1.	Ordinary Business			
	Consideration of Financial Statements			
2.	Confirmation of Dividend			
3.	Election of Directors			
4.	Appointment of Auditors			

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 "**FijiCare Insurance Limited, GPO Box 15808, Suva, Fiji**" or **email address agm@fijicare.com.fj** before **3pm, Tuesday 28 September 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.

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

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

FIJICARE INSURANCE LIMITED

Insert the name of the company holding the meeting

Director

Sole director & Sole Secretary

Common Seal
(if applicable)

Director /Company Secretary

Date

/ /

Information

In order to be effective, the form must be received by the **Central Share Registry/FijiCare Insurance 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 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.