

## COMMUNICATIONS (FIJI) LIMITED



### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting (AGM) of Communications (Fiji) Limited will be held at 231 Waimanu Road, Suva and also hosted on-line via Zoom on Friday 10<sup>th</sup> June 2022 at 12p.m. to transact the following business.

#### GENERAL BUSINESS:

##### Confirmation of Minutes of previous AGM:

To receive, consider and adopt the minutes of the previous Annual General Meeting held on 30<sup>th</sup> June 2021 as a correct record of the meeting.

#### ORDINARY BUSINESS:

##### 1. Adoption of Financial Statements:

To receive, consider and adopt the Audited financial position and Comprehensive Income Statement and the reports of the Directors and Auditors for the year ended 31<sup>st</sup> December 2021.

##### 2. Election of Directors:

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

**Appointment of a Director appointed to fill in casual vacancy as Director of the Company.**

##### **(a) Appointment of Ms. Emily King**

To appoint, pursuant to Article 50 of Articles of Association of the Company, Ms. Emily King who was appointed to fill in the casual vacancy caused by the resignation of Mr. Pramesh Sharma on 3<sup>rd</sup> November 2021 and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

## Re-appointment of Directors retiring by rotation

### (b) Re-appointment of Ms. Josephine Yee-Joy

To appoint Ms. Josephine Yee-Joy, director of the Company who retires by rotation pursuant to Article 51 of the Articles of Association of the Company, and being eligible, is re-elected as director of the Company.

### 3. 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 97 of the Articles of Association, 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 authorized by the Board.

### 4. Declaration of Dividend

The Board recommends adopting a dividend of \$142,320 (4 cents per share) as a final dividend for the year 2021.

### 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,



Seini Tinaikoro  
Company Secretary  
Dated: 18 May 2022  
Suva, Fiji

*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 STATEMENT**

*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. Adoption of Financial Statements for the year ended 31<sup>st</sup> December 2021**

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31<sup>st</sup> December, 2021, as included in the Annual Report was posted to all the members and has also been uploaded on the Company's website at [www.cfl.com.fj](http://www.cfl.com.fj). Members are requested to peruse the Financial Statement prior to the meeting and the members shall be given reasonable opportunity by the Chairman to ask questions or share their comments on the Financial Statements at the AGM.

Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe

As per your Articles of Association the Financial Statements requires to be adopted by the members of the Company at the AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

### **2. (a) Election of Directors - Appointment of Ms. Emily King**

As per Article 50. of the Articles of Association of the Company, the Company may appoint a person as Director by resolution passed in a General Meeting. Accordingly, Ms. Emily King is being recommended to be a new Non-Executive Director of the Company in replacement of Mr. Pramesh Sharma who resigned as a Non-Executive Director on 3<sup>rd</sup> November 2021. With over 10 years of legal practice Ms. King has extensive experience in commercial, insurance and banking law. Ms. King previously headed the legal teams of two financial institutions in Fiji and was a senior associate with a reputable law firm in Suva. Ms. King is currently the General Manager Legal and Compliance for a life and health insurance company and also sits as their Company Secretary.

In accordance with the above Ms. King offers herself to be appointed at this AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Ms. Emily King is interested in this resolution.

### **2.(b) Election of Directors - Re-appointment of Ms. Josephine Yee-Joy**

As per Article 51. of the Articles of Association of the Company, 1/3<sup>rd</sup> Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Ms. Josephine Yee-Joy, an independent Non- Executive Director of the Company, retires by rotation and is eligible for re-appointment. Ms. Josephine Yee-Joy has been an independent Non-Executive Director of the Company since 2018. In accordance with the above, Ms. Josephine Yee-Joy offers herself to be re-appointed at this AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Ms. Josephine Yee-Joy is interested in this resolution.

### **3. Re-Appointment of Retiring Auditors**

As per the Articles of Association of the Company, an auditor of the Company shall be appointed at every Annual General Meeting and shall hold office until the conclusion of the next AGM.

The Board recommends the re-appointment of 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

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

### **4. Declaration of Dividend**

The Board recommends adopting a dividend of \$142,320.00 (4 cents per share) as a final dividend for 2021.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

## 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 Annual General Meeting through Zoom.

I/We understand that the Company shall be entitled to reject the Pre-registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration 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 authorized representative of a company or proxy holder for a shareholder.*

### **IMPORTANT:**

*Please note that the step-by-step guidance 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 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 purpose 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 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 propose/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 [seini@sas.com.fj](mailto:seini@sas.com.fj) before 5pm Friday 27<sup>th</sup> May 2022. (Incomplete or incorrectly completed form will not be processed.)

# COMMUNICATIONS FIJI LTD

Private Mail Bag, Suva, Fiji. Phone: 3 314 766 Fax: 3 303 748

e-mail: jyoti@cfl.com.fj



## PROXY FORM

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

Name of Member: _____
Registered Address: _____
SIN: _____

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

- Name: \_\_\_\_\_, of \_\_\_\_\_ or failing that;
- 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 10 June 2021 at 12pm at 231 Waimanu Road, Suva and also hosted on-line 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
	General Business (Adoption of 2021 AGM Minutes)			
	Ordinary Business			
1.	Adoption of Financial Statements:			
2.	(a) Election of Director: Appointment of Ms. Emily King			
	(b) Election of Director: Re-appointment of Ms. Josephine Yee-Joy			
3.	Re-Appointment of Retiring Auditors			
4.	Declaration of Dividends			
5.	Special Business [if applicable]			

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, please complete and submit "Appointment of Corporate Representative". 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 231 Waimanu Road, Suva or Share Registry at Shop 1 and 11, Sabrina Building, Victoria Parade, Suva, Fiji or (679) 330 3748 (fax number of the Company) or email address [jyoti@cfl.com.fj](mailto:jyoti@cfl.com.fj) / [seini@sas.com.fj](mailto:seini@sas.com.fj) by 12pm on 8<sup>th</sup> June 2022, 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.*



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e-mail: jyoti@cfl.com.fj



## APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of the Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder of 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  all meetings OR  the meeting to be held on \_\_\_\_\_ (Date)

Of

**Communications (Fiji) Limited**

*Insert the name of the company holding the meeting*

**SIGNATURES - THIS MUST BE COMPLETED**

**COMMON SEAL**  
(If applicable)

*Director*

*Sole Director & Sole Secretary*

*Director/Company Secretary*

*Date*

***Information***

*In order to be effective, this form must be received by Communications (Fiji) 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 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.*