



## **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 at the Grand Pacific Hotel, 584 – 618 Victoria Parade, Suva, Fiji on Wednesday 29 June 2022 commencing at 10 am to transact the following business.

The Annual General Meeting will be held at the Grand Pacific Hotel and attendees may attend in person or via zoom. The below options are available for the shareholders and other stakeholders to participate in the Annual General Meeting:

- a. In person;
- b. Attend online via zoom; or
- c. Proxy.

Shareholders and Proxies who wish to attend online via zoom, must complete the Pre-Registration Form that is attached herein and send their duly completed form to [agm@fijicare.com.fj](mailto:agm@fijicare.com.fj) by no later than 10am Monday 27 June 2022.

### 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 2021 together with the reports of the Board of Directors and Auditors thereon.

#### **2. Confirmation of Final Dividend**

To confirm declaration of final dividend of FJD0.10 per equity share for the financial year ended 31 December 2021.

#### **3. Election of Directors**

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

Re-appointment of Directors retiring by rotation

- a. To appoint Mr. Avi Raju, 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.
- b. To appoint Mr. Dumith Fernando, 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.



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Victor Vikash Robert

**Company Secretary**

2 June 2022

## **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 FJD0.10 per share for the year ended 31 December 2021 on 25 May 2022. 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**

- a. The Board proposes that Mr. Avi Raju be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

#### ***Mr. Avi Raju***

Mr. Avi Raju is the Founder and Managing Director of the Mount Sophia Group, a Hong Kong based private investment group with investments globally. Over the last 4 years, he has focused his investments in Fiji, his birthplace. He now has investments in insurance, health care, real estate and technology sectors in Fiji. Mr. Raju has over two decades of experience working in the technology, real estate and investment industries in the Asia Pacific region. Until May 2014, Mr. Raju was the Chief Information Officer for Asia Pacific at Savills Limited, an international property services group listed on the London Stock Exchange. He was responsible for the strategic development and management of business systems across all of Savills' 15 Asian offices with over 17,000 employees.

Mr. Raju has a Master of Business Administration (MBA) from the Richard Ivey School of Business (University of Western Ontario, Canada) and a Bachelors' Degree in Commerce from the University

of Auckland, New Zealand. Mr. Raju was born in Fiji and currently resides in Singapore. Prior to Singapore, he has lived and worked in Hong Kong, Australia and New Zealand.

Mr. Raju is currently the Executive Director for the Company.

- b. The Board proposes that Mr. Dumith Fernando be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

***Mr. Dumith Fernando***

Mr. Dumith Fernando is the Chairman of Asia Securities Holdings (Pvt) Ltd, a leading independent Investment Bank in Sri Lanka. He also serves as the Chairman of the Colombo Stock Exchange (CSE). Mr. Fernando has over twenty- six years of experience in international Investment Banking and Equities, based in New York and Hong Kong with global banks JPMorgan Chase & Co. and Credit Suisse AG. Until 2013, he was the Managing Director and Group Chief Operating Officer for Credit Suisse Asia Pacific which had annual revenue of over USD \$2.5BN and over 6,000 staff in 12 countries. He worked at Credit Suisse from 2007 until 2013 and at JPMorgan from 1995 until 2007 in roles across Investment Banking, Equities, Private Equity and Corporate Strategy.

Mr. Fernando is also a Non-Executive Director of the listed firms Union Assurance PLC and Singer (Sri Lanka) PLC, and a member of the Economic Policy Steering Committee of the Ceylon Chamber of Commerce. In 2013, he was selected by the World Economic Forum as a Young Global Leader. He holds a BA in Physics & Economics from Middlebury College in the U.S. and an MBA from Harvard Business School.

Mr. Fernando is currently the Chairperson of the Board and an Independent Director for the Company.

**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](mailto:agm@fijicare.com.fj) before 10am, Monday 27 June 2022.

# 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 Wednesday 29 June 2022 at 10am at the Grand Pacific Hotel, 584 – 618 Victoria Parade, Suva, Fiji or 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.	a. Election of Director: Re-appointment of Mr. Avi Raju			
	b. Election of Director: Re-appointment of Mr. Dumith Fernando			
4.	Appointment of Auditors			
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, "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 Share Registry at **Central Share Registry Pte Limited, Shop 1 and 11 Sabrina Building, Victoria Parade, Suva** or fax **(679) 330 2119** or email address [agm@fijicare.com.fj](mailto:agm@fijicare.com.fj) before **10am, Monday 27 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.



# 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*

	<i>Director</i>	<i>Sole director &amp; Sole Secretary</i>
Common Seal (if applicable)		
	<i>Director /Company Secretary</i>	<i>Date</i>
		/ /

## 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.