

ANNUAL GENERAL MEETING OF FIJIAN HOLDINGS LIMITED

A. Notice of AGM

Notice is hereby given that the **Annual General Meeting of Fijian Holdings Limited** will be held at the **FMF Gymnasium, Laucala Bay Road, Suva** on **Friday, 21st October 2022** at **12:00noon** for the purpose of transacting the following business.

COVID-19 Safe Measures

All attendees will be accommodated within the venue's COVID-19 safe measures protocol. All those wishing to attend in person must bring along your vaccination card.

The following options are available for shareholders, media and other stakeholders to participate in the AGM:

- a) Attend in Person
- b) Attend virtually via Zoom
- c) Attend via Proxy

Shareholders and stakeholders wishing to attend the AGM on-line via Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to companysecretary@fijianholdings.com.fj before **12:00noon, Wednesday 19th October 2022**.

B. ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement including audited consolidated financial statement of the Group for the financial year ended 30 June 2022 together with the reports of the Board of Directors and Auditors therein.

2. Confirmation of Interim Dividend for FY22:

The Board recommends that the interim dividend of \$0.005 cents per equity share declared on 26th April 2022 be ratified.

3. Re-Appointment of Directors

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

a. Re-appointment of Mr Anthony Whitton

To re-appoint Mr Anthony Whitton pursuant to Article 51 of the Articles of Association of the Company, who retires by rotation pursuant to Clause 52 of the Articles of Association, and being eligible, is re-appointed as a director of the Company.

b. Re-appointment of Mrs Eseta Nadakuitavuki

To re-appoint Mrs Eseta Nadakuitavuki pursuant to Article 51 of the Articles of the Association of the Company, who retires by rotation pursuant to Clause 52 of the Articles of Association, and being eligible, is re-appointed as a director of the Company.

c. Re-appointment of Mr Savendra Dayal

To re-appoint Mr Savendra Dayal pursuant to Article 51 of the Articles of the Association of the Company, who retires by rotation pursuant to Clause 52 of the Articles of Association, and being eligible, is re-appointed as a director of the Company.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold the office from the conclusion of this meeting until the conclusion of the next AGM, and authorize the Directors to fix their remuneration. The Board to recommend the appointment of Auditors of the Company and that the Board be authorised to fix their remuneration.

SPECIAL BUSINESS:

- All other business transacted at the 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.



Mereoni Matavou
Company Secretary

23rd September, 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 Interim Dividend for FY22

The interim dividend of \$0.005 cents per equity share declared by the company for the period ended 30th June during the financial year 2022 be ratified by the shareholders of the company.

3. Re-Appointment of Directors

- a) The Board proposes that **Mr Anthony Whitton** be re-appointed as Director of the Company pursuant to Article 52 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr Anthony Whitton:

Is a Corporate Executive by profession and holds a Bachelor Degree from the University of New South Wales, Sydney, Australia. Mr. Whitton is the Managing Director of the family-owned Rosie Group of companies: Rosie Holidays and Ahura Resorts (Likuliku Lagoon and

Malolo Island Resort). He has worked in the Tourism industry for over 26 years, developing expertise from his experience working in Australia and the Pacific.

Mr. Whitton is a member of the Australia Institute of Company Directors (AICD). He has served on numerous corporate boards, including Tourism Fiji, and is currently on the board of The Reserve Bank of Fiji, Chairman and Trustee of Cure Kids Fiji and the International School Nadi, and Trustee of the Koroipita Model Towns Charitable Trust. In 2019, Mr Whitton was awarded the Officer of the Order of Fiji (OF) by his Excellency the President of Fiji for distinguished service of a high degree to Fiji and humanity. He was re-appointed to the Fijian Holdings Limited Board in 2019; currently the Chairman of Serendib Investment Pte Limited; and director of Pacific Cement Pte. Limited.

- b) The Board proposes that **Mrs Eseta Nadakuitavuki** be re-appointed as Director of the Company pursuant to Article 52 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mrs Eseta Nadakuitavuki:

Is a Senior Manager Sustainability and Engagement for Westpac Banking Corporation. Mrs Nadakuitavuki is the Vice President of the Fiji Commerce and Employers Federation Board; Vice Chair of the Governance Board for the Fiji Women's Rights Movement and Chairperson of the Women Entrepreneurs Business Council. She holds a double major Degree in Management and Public Administration and Industrial Relations from the University of the South Pacific. She is a Leadership Fellow from the Leadership Fiji Training. She has been in leadership role for 20 years and is responsible for connecting likeminded individuals and empowering the community in Fiji through financial education.

Mrs Nadakuitavuki is currently a Director of Fijian Holdings Limited; FHL Fund Management Limited; and Serendib Investment Pte Limited. She is also a member of FHL Board Nomination & Remuneration Sub-Committee; and current Chairperson of FHL FML Sales & Marketing Sub-Committee.

- c) The Board proposes that **Mr Savendra Dayal** be re-appointed as Director of the Company pursuant to Article 52 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr Savendra Dayal

Is a businessman and held various executive role at Johnson & Johnson in Fiji and Australia for the past 20 years. He holds a Master in Business Administration and a Post Graduate in Economic from the University of the South Pacific. He is currently the Deputy Chairman of the Fiji Sugar Corporation Limited; and Director of Dayal Company Limited. Mr Dayal sits as a Director of Fijian Holdings Limited; current Chairman of Basic Industries Pte Limited and Pacific Cement Pte Limited.

d) Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015, to hold office from the conclusion of this meeting until the conclusion of the next AGM and authorize the Directors to fix their remuneration.

The Board, in observance of the current Company policy, has advertised for the selection of an Auditor to be recommended to shareholders at the AGM. As the process is still underway when this notice of AGM is being delivered, such recommendation shall be made to shareholders at the AGM.

PROXY FORM

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

Name of the Member: _____ Registered Address: _____ SIN: _____
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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 General Meeting of the Company, to be held on **Friday 21st October 2022 at 12:00noon** at the **FMF Gymnasium, Laucala Bay Road, 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
	Ordinary Business			
1.	Consideration of Financial Statements			
2.	Confirmation of Interim Dividend Declaration			
3a)	Reappointment of Mr Anthony Whitton as a Director representing the majority shareholders			
b)	Reappointment of Mrs Eseta Nadakuitavuki as a Director representing the majority shareholders			
c)	Reappointment of Mr Savendra Dayal as a Director representing the majority shareholders			
4.	Appointment of Auditors			
5.	Special Business [add if applicable]			

Signed this _____ day of _____ 2022.

Signature of Member(s) _____

Notes:

1. *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.
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 Fijian Holdings Limited, Level 7 Ra Marama, 91 Gordon Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or 330 5020 or email to companysecretary@fijianholdings.com.fj on **Wednesday, 19th October 2022 before 12:00 noon** being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid the scheduled meeting.

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 all meetings OR the meeting to be held on
_____ (Date)

Of

Fijian Holdings Limited

SIGNATURES- THIS MUST BE COMPLETED

	<i>Director</i>	<i>Sole director & 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 Company Secretary of Fijian Holdings 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.

PRE-REGISTERING FORM FOR ONLINE ATTENDANCE

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

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

I wish to attend the Annual General Meeting via 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:

Shareholder Identification Number:

Email Address:

Contact Number(s):

Signature(s):

Date: _____

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

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/passport number(s)/ company registration number is required for the 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 n 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: Duly completed Pre-registration Form must be emailed to companysecretary@fijianholdings.com.fj before 12.00noon, Wednesday 19th October 2022.

Annexure L: Procedure for Voting on a Poll

The procedure for voting on a Poll given below must be read together with the Articles of Association of the Company. In case of inconsistency between this Annexure and the Articles of Association of the Company, the Articles of Association shall prevail. The Chairperson is required to explain the poll procedures to shareholders after poll is demanded and before vote is taken on the proposed resolution.

General Requirements of Voting on a Poll

1. When a Poll is effectively demanded

- 1.1 At a meeting of a Company's Members, a poll may be demanded by—
- a. at least 5 Members entitled to vote on the resolution;
 - b. members with at least 5% of the votes that may be cast on the resolution on a poll;
 - or
 - c. the chair.

Explanation: Fewer number of members or members with lesser percentage of shares may demand a poll if provided in the Articles. Please read Clause 1.1 in accordance with the Articles of Association of your Company.

- 1.2 At a meeting Poll may be demanded—
- a. before a vote is taken;
 - b. before the voting results on a show of hands are declared; or
 - c. immediately after the voting results on a show of hands are declared.

The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

2. When and How Polls must be taken

- 1.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 1.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

3. Appointment of Scrutineer

- 1.1 The SPX may, if it considers appropriate, direct a listed entity to appoint an independent person as a scrutineer, to decide the validity of votes cast at a general meeting. The scrutineer shall provide a Report on the Results of Voting as prescribed in Annexure M.

4. Explaining Procedure on Voting on a Poll to Shareholders

For the benefit of the shareholders, SPX believes that if one or more resolutions at the general meeting would be voted through poll, it is important that shareholders are informed about the procedures on how voting would be carried out. As such, listed companies would be required to circulate this Annexure at the general meeting should voting by poll be demanded. The procedure on voting should then be included as an agenda item of the meeting and be explained by the Chairman of the general meeting.

Voting Process

