



NOTICE OF ANNUAL GENERAL MEETING OF FIJI TELEVISION LIMITED

Notice is hereby given that the Annual General Meeting of Fiji Television Limited (FTV) will be held at RB HarbourPoint Convention Centre, Suvavou, Lami on the 30th of November, 2022 at 2.00pm (Fiji Time).

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

Below are the options available for shareholders, media, and other stakeholders to participate in the Special Meeting.

1. Attendance in person
2. Nomination of Proxy

FTV wishes to transact the following business at the Annual General Meeting.

GENERAL BUSINESS

Item 1 Minutes of the Previous AGM held on 02nd December 2021

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 02 December 2021 as a correct record of the meeting.

ORDINARY BUSINESS

1. Consideration of Financial Statement for the year ended 30 June 2022

To receive and consider the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 30 June 2022 together with the report of the Board of Directors and Auditors thereon.

2. Election of Directors

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

- a) **“RESOLVED to appoint, pursuant to Article 75 of the Articles of Association of the Company, Mr Nitesh Lal, who was appointed an additional director of the Company on 02nd November 2022 and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.**
- b) **“RESOLVED THAT Ms Gurmindar Singh, a director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”**

3. Appointment of Auditors

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

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, BDO Chartered Accountants be hereby appointed 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 authorized to fix their remuneration.

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



Poonam Nandani
Company Secretary

03rd November, 2022.



EXPLANATORY NOTES

This Explanatory Notes 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 that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following should be noted in respect of the various matters contained in the Notice of the Annual General Meeting.

1. Consideration of Financial Statements For The Year Ended 30th June, 2022.

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 to the meeting.

Questions that cannot be answered at the Annual General Meeting needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. Election of Directors

Mr Nitesh Lal is being appointed as additional director of the company. The Board considers that the nominee possesses attributes necessary for the development of the company.

a) Mr Nitesh Lal:

Mr. Nitesh Lal is presently the Chief Executive Officer at Dominion Finance Pte Limited and brings with him more than 15 years of senior management and finance experience. Prior to joining Dominion Finance, Mr. Lal was employed by Fiji TV for a period of 7 years. He held the position of Manager Finance & Administration at Fiji TV and later on was appointed General Manager Sky Pacific. He started his working career with Telecom Fiji in 2001 where he worked for Telecom and its subsidiary companies for 8 years and held senior management position with the company.

Mr. Lal has got extensive experience in accounting & finance, marketing, international business, people management, business operations and lending. Mr. Lal is a Chartered Accountant, member of CPA Australia and holds MBA from University of Southern Queensland Australia. He also holds Bachelor of Arts Degree in Accounting & Financial Management and Information Systems from USP, Fiji. Lal has completed Executive training from Australian Graduate School of Management (AGSM) and CFO Summit executive training in Singapore. Mr. Lal was a Past President at Fiji Institute of Accountants and currently is a Council member at the Institute. He has also chaired the Strategic Plan Committee, Disciplinary Committee, Acts & Rules and Professional Development Committee at the

Council. He is also a current Board member for Investment Fiji. Outside his work, Mr. Lal is a Trustee at Epilepsy Fiji and is actively involved in creating awareness on Epilepsy in Fiji.

b) Ms. Gurmindar Kaur Singh:

Ms. Gurmindar Kaur Singh has been the Principal officer/Levy at Fiji National University since 2015. She has over 14 years' experience in education industry in supervisory and management level, achieving successful results in appointed areas of work. Ms. Kaur holds a Master's of Science in Mathematics from the University of the South Pacific and is the founder of the Bhangra fitness program. She also serves as a Director on the Board of South Sea Cruises.

3. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 98.1 of the Articles of Association of the Company, to hold office from the conclusion of this meeting until the 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 appointment.



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 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 30th November 2022 at 2:00pm at RB HarbourPoint Convention Centre, Suvavou, Lami 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			
1	Adoption of minutes			
	Ordinary Business			
1	Consideration of Financial Statements			
2a)	Election of Mr Nitesh Lal as Director.			
2b)	Re-election of Ms. Gurmindar Kaur Singh as Director			
3.	Appointment of Auditors			
4.	Special Business [add 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.

This Proxy Form must be received by the Company at Fiji Television Limited, 78 Brown 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 secretary@fijitv.com.fj on or before 02:00 pm 28th November 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:

[Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's power at any one time.]

to act as its representative at all meetings **OR** the meeting to be held on

30th of November, 2022

Of:

Fiji Television Limited

SIGNATURES - THIS MUST BE COMPLETED

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



Information:

In order to be effective, the form must be received by Fiji Television Limited within the time limit specific 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 or 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.