

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting (AGM) of Communications (Fiji) Limited will be held at 231 Waimanu Road, Suva and also hosted on-line via Zoom on Thursday 1st June 2023 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 10th June 2022 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 31st December 2022.

2. Election of Directors:

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

Appointment of a Director to fill in a vacancy by retirement

(a) Appointment of Mr. Rajesh Patel

To appoint, pursuant to Article 50 of Articles of Association of the Company, Mr. Rajesh Patel who is recommended by the Board for appointment as an Independent Director to fill in the vacancy caused by the retirement of Ms. Thelma Savua from 1st June 2023 and whose term of office expires at the ensuing Annual General Meeting be appointed as a Director of the Company at this Annual General Meeting.

Re-appointment of Directors retiring by rotation

(b) Re-appointment of Mr. Maciu Lumelume

To appoint Mr. Maciu Lumelume, 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.



FM96

Legend FM

Navtarang

RADIO Sargam

VITI FM

fijivillage

the totalevent co.

MAGIC FACTORY

Communications Fiji Limited

The parent company of;

Fiji:

FM96, Legend FM,
Navtarang, RADIO Sargam
VITI FM

PNG:

YUMI FM, Nau FM, Legend FM,
PNG Haus Bung

Suva

231 Waimanu Road, Suva
Fiji
Private Mail Bag Suva
T (679) 331 4766
F (679) 330 3748



3. Appointment Auditors:

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

Appointment of Auditors:

To appoint in accordance with Section 422 of the Companies Act, 2015. The Board has sent Invitations to Tender for Auditors and will provide a recommendation, after review of all tenders, for the appointment of Auditors of the Company at this AGM. The appointed Auditors shall hold the position from the conclusion of this AGM until the next AGM and the Board be authorized to fix their remuneration.

4. Declaration of Dividend

The Board recommends adopting a dividend of \$462,540 (13 cents per share) as a final dividend for the year 2022.

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: 11th May 2023
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 31st December 2022

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31st December, 2022, 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. 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 Mr. Rajesh Patel

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, Mr. Rajesh Patel is being recommended to be a new independent Non-Executive Director of the Company in replacement of Ms. Thelma Savua who will retire as an independent Non-Executive Director on 1st June 2023. With 28 years of experience in commerce Mr. Patel has extensive and diverse business experience in one of Fiji's largest and longest wholesale company. An inspiring leader with a strong business acumen, Mr. Patel has served as a Director on numerous boards including but not limited to Fiji's oldest operating newspaper.

In accordance with the above Mr. Patel offers himself to be appointed at this AGM.

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

None of the Directors except Mr. Patel is interested in this resolution.

2. (b) Election of Directors - Re-appointment of Mr. Maciu Lumelume

As per Article 51. of the Articles of Association of the Company, 1/3rd Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Mr. Maciu Lumelume, a Non- Executive Director of the Company, retires by rotation and is eligible for re-appointment. Mr. Lumelume has been a Non-Executive Director of the Company since 2021. In accordance with the above, Mr. Lumelume offers himself to be re-appointed at this AGM.

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

None of the Directors except Mr. Lumelume is interested in this resolution.

3. Appointment of 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 has sent Invitations to Tender for Auditors and will provide a recommendation at the AGM, after review of all tenders, for the appointment Auditors of the Company who shall hold office from the conclusion of this AGM until the conclusion of the next AGM.

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

4. Declaration of Dividend

The Board recommends adopting a dividend of \$462,540 (13 cents per share) as a final dividend for 2022.

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 before 5pm Thursday 18th May 2023. (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: seini@sas.com.fj/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:

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 1st June 2023 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 2022 AGM Minutes)			
	Ordinary Business			
	Adoption of Financial Statements:			
	(a) Election of Director: Appointment of Mr. Rajesh Patel			
	(b) Election of Director: Re-appointment of Mr. Maciu Lumelume			
	Appointment of Auditors			
	Declaration of Dividends			
	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 vyoti@cfl.com.fj / seini@sas.com.fj by 12pm on 30th May, 2023, 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.*

COMMUNICATIONS FIJI LTD

Private Mail Bag, Suva, Fiji. Phone: 3 314 766 Fax: 3303 748
e-mail: [jyoti@cfl.com.fj](mailto: jyoti@cfl.com.fj) / [seini@sas.com.fj](mailto: seini@sas.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 at 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

Director/Company Secretary

Sole Director & Sole 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 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.