



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 FTV Boardroom, 78 Brown Street on the 11th of November, 2024 at 10.00am (Fiji Time).

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 27th November 2023

To receive and consider the Minutes of the previous Annual General Meeting held on 27 November 2023 as a correct record of the meeting.

ORDINARY BUSINESS

1. Consideration of Financial Statement for the year ended 30 June 2024

To receive and consider the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 30 June 2024 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 Navin Raj, who was appointed an additional director of the Company on 18th January 2024 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 Mr Deepak Rathod, 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.”**
- c) **“RESOLVED THAT Mr Ajai Punja, 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



Shawan Swami
Company Secretary

17th October, 2024.



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, 2024.

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 Navin Raj is being appointed as additional directors of the company. The Board also proposes that Mr Deepak Rathod and Mr Ajai Punja be re-appointed as directors of the company. The Board considers that the nominees possesses attributes necessary for the development of the company.

a) Mr Navin Raj:

Mr. Navin Raj was a former General Manager at Automated Building Services. He has previously served as the Executive Director for Fiji Institute of Accountants (FIA), former School Principal at Jai Narayan College (formerly known as Indian College) and Sales and Marketing Manager at Fiji Sugar Corporation Limited (FSC). He also sat on the FHL FML Board as a Director. Currently, he is a Board member with the Fiji National University. Mr. Raj holds a Master's in Business Administration (MBA), Post Graduate Diploma for Advanced Analytical Skills (PGDAAS), Post Graduate Certificate in Education (PGCE) and Bachelor of Science (Physics & Chemistry) from the University of the South Pacific. He also sits on the Fijian Holdings Trustees Ltd Board as a Director/ Trustee.

b) Mr Deepak Rathod:

Deepak Rathod is a chartered Accountant by profession and holds a Bachelor of Commerce Degree from Auckland University and a Graduate Certificate in Management from the Central Queensland University. He has held executive management positions in organizations such as Rewa Co-operative Dairy Company Ltd, Tattersalls of Australia, Energy Fiji Limited, and Foods Pacific Ltd. Prior to that he worked with Arthur Young Chartered Accountants.

He is a Chartered Accountant member of both the Fiji Institute of Accountants and Chartered Accountants Australia and New Zealand.

He is the Company Secretary for RB Patel Group Ltd and Life Cinema Ltd. He has extensive experience in many areas of management and finance and is a past president of the Fiji Institute of Accountant and the Rotary Club of Suva. He was on the Council of the Fiji Institute of Accountants for many years during which time many initiatives were introduced to increase the profile of Chartered Accountants in Fiji's Business community. He recently undertook and graduated from the Fiji Directors Course from the Australian Institute of Company Directors of which he is a member.

c) Mr Ajai Punja:

Ajai Punja is the Chief Executive Officer & Managing Director of Petroleum and Gas Company (Fiji) Limited. Mr. Punja holds board membership on FMF Foods Ltd, Biscuit Company of Fiji Ltd, Pea Industries Ltd, Hari Punja & Sons Ltd, Petroleum Gas Co. Ltd, The Biodiesel Group Fiji Ltd, The Rice Company Ltd and FMF Brewery Limited.

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 11th November 2024 at 10:00am at FTV Boardroom, 78 Brown Street 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	Consideration of minutes			
	Ordinary Business			
1	Consideration of Financial Statements			
2a)	Election of Mr Navin Raj as Director.			
2b)	Re-election of Mr. Deepak Rathod as Director.			
2c)	Re-election of Mr. Ajai Punja as Director.			
3.	Appointment of Auditors			
4.	Special Business			

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 10:00 am 9th November 2024 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

[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.

[Empty box for name of the body corporate making the appointment]

[Insert the name of the body corporate making the appointment]

HEREBY APPOINTS:

[Empty box for name of the appointee]

[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

11th of November, 2024

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.