

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (AGM) of Communications (Fiji) Limited will be held at 231 Waimanu Road, Suva and also hosted on-line via Zoom on Friday 13th June 2025 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 29th August 2024 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 2024.

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 Ms Abigail Chang

To appoint, pursuant to Article 50 of the Articles of Association of the Company, Ms Abigail Chang who is recommended by the Board for appointment as an Independent Director to fill in the vacancy caused by the retirement of Ms Josephine Yee-Joy from the 28th March 2025 and whose term of office expires at the ensuing Annual General Meeting and is hereby appointed as an Independent Director of the Company at this Annual General Meeting.

Re-appointment of Directors retiring by rotation

(b) Re-appointment of Ms Sufinaaz Dean

To appoint Ms Sufinaaz Dean, 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 of Auditors:

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

Pursuant to Article 97 of the Articles of Association, Ernst & Yong, 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 as authorized by the Board.

4. Declaration of Dividend

The Board recommends adopting a dividend of \$320,220.00 (\$0.09 cents per share) as a final dividend for the year 2024.

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,

A handwritten signature in black ink, appearing to read 'Seini Tinaikoro', is written over a light blue grid background.

Seini Tinaikoro
Company Secretary
Dated: 20th May, 2025
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 2024

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31st December, 2024, 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 Ms Abigail Chang

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, Ms Abigail Chang is recommended as a new Independent Director of the Company replacing Ms Josephine Yee-Joy who retired as an Independent Director on 28th March, 2025. Ms Chang brings with her extensive experience in central banking particularly in the areas of financial system supervision, regulation, policy development and licensing within the banking, insurance, foreign exchange and superannuation industries and has held and holds directorships in both private and publicly listed companies in Fiji and Papua New Guinea. Ms Chang is the Team Leader for the Pacific Australia Skills program and works across the Pacific and Timor Leste.

In accordance with the above Ms Chang offers herself to be appointed at this AGM.

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

None of the Directors except Ms Chang is interested in this resolution.

2. (b) Re-appointment of Directors retiring by rotation – Reappointment of Ms Sufinaaz Dean

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, Ms Sufinaaz Dean, a Non-Executive Director of the Company, retires by rotation and is eligible for re-appointment. Ms Sufinaaz Dean has been a Non-Executive Director of the Company since 2016. In accordance with the above, Ms. Sufinaaz Dean offers herself to be re-appointed at this AGM.

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

None of the Directors except Ms Sufinaaz Dean is interested in this resolution.

3. Re-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 recommends the re-appointment of Ernst & Young, Chartered Accountants, and that they 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.

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

4. Declaration of Dividend

The Board recommends a dividend of \$320,220.00 (\$0.09 cents per share) as a final dividend for the year 2024.

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 Wednesday 04th June 2025. (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](mailto: 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 13th June 2025 at 12pm at 231Waimanu 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 2024] AGM Minutes)			
	Ordinary Business			
	Adoption of Financial Statements:			
	(a) Election of Director: Appointment of Ms Abigail Chang			
	(b) Election of Director: Re-appointment of Ms Sufinaaz Dean			
	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 ivyoti@cfl.com.fj / seini@sas.com.fj by 12pm on 11th June 2025, 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: iyoti@cfl.com.fj / 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 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.