



## 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 **Harbour Point Convention Centre, 1 Marine Drive, Lami** on **Thursday, 31<sup>st</sup> October 2024** at **3:00pm** for the purpose of transacting the following business.

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 online via Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to [companysecretary@fijianholdings.com.fj](mailto:companysecretary@fijianholdings.com.fj) on or before **3:00pm, Tuesday 29<sup>th</sup> October 2024**.

### 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 2024 together with the reports of the Board of Directors and Auditors therein.

#### 2. Confirmation of Interim Dividend and Special Dividend for FY24:

The Board respectfully recommends for ratification the interim dividend of \$0.01 per equity share declared on 5<sup>th</sup> April 2024; and the special dividend declared in celebration of the company's 40<sup>th</sup> Anniversary, amounting to \$0.0066 per equity share, announced on 27<sup>th</sup> June 2024.

#### 3. Election and Appointment of Directors

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

##### a. Re-election of Mr. Ilimotama Cawi

To appoint Mr. Ilimotama Cawi as an Independent Director of the Company, who retires by rotation pursuant to Article 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

##### b. Retirement of Mrs. Litiana Loabuka and Election of Ms. Marica Wati Rokovada

Mrs. Litiana Loabuka, an Independent Director of the Company, retires by rotation pursuant to Article 52 of the Articles of Association of the Company, and being eligible, has chosen to retire and does not offer herself for re-election. A nomination has been received, without any objection

or appeal, for the election of Ms. Marica Wati Rokovada as an Independent Director in accordance with Article 51, to fill a vacancy created by Mrs. Loabuka's retirement.

**c. Appointment of Mr. Savenaca Alexander Seniloli**

To appoint pursuant to Article 51 of the Articles of Association of the Company, Mr. Savenaca Alexander Seniloli who was nominated by the majority shareholders on the 30<sup>th</sup> of September 2024 to replace Mr. Alifereti Sake Kikau and whose term of office will be effective immediately after this Annual General Meeting be and is hereby appointed as a Director of the Company.

**4. Reappointment of Auditors**

Pursuant to the Articles of Association of the Company, Messrs KPMG, 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 at a remuneration as may be decided by the Board with the mutual consent of the auditors.

**5. 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**

2<sup>nd</sup> October 2024

**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 and Special Dividend for FY24**

The interim dividend of \$0.01 per equity share declared by the company for the period ended 31<sup>st</sup> March and the special dividend of \$0.0066 per equity share declared for the period ended 31<sup>st</sup> May in honor of the company's 40<sup>th</sup> Anniversary during the financial year 2024 be ratified by the shareholders of the company.

### **3. Election of Directors**

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

#### **Mr. Ilimotama Cawi**

Mr. Cawi holds an impressive academic and professional background in forensic accounting and finance. He earned a Doctorate in Philosophy (Forensic Accounting) and a Master of Forensic Accounting with Distinction from the University of Wollongong, Australia, in 2017 and 2008, respectively. He also graduated with a Bachelor of Arts in Accounting/Banking and a Bachelor of Arts in Economics/Management from the University of the South Pacific in 2001 and 1996, respectively.

In addition to his academic achievements, Mr. Cawi is a Certified Public Accountant (CPA) and a Certified Forensic Accountant Specialist (ACFE). His extensive expertise is further demonstrated through his current roles as a Board Director for Fijian Holdings Limited and Pacific Cement Pte Limited, as well as a member of the FHL Audit Risk & Compliance Sub-

Committee. Mr. Cawi has also accumulated significant experience in the field of forensic accounting, and as a Lecturer at the University of the South Pacific (USP) and the Fiji National University (FNU).

- b) The Board proposes that **Ms. Marica Wati Rokovada** be appointed as an Independent Director of the Company pursuant to Article 51 of the Article of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

**Ms. Marica Wati Rokovada:**

Ms. Rokovada is an accomplished property management and development consultant with over 24 years of experience in property and land management. She has worked with major property owners and has served as a company director for 14 years across four companies, along with 10 years as a consultant. Ms Rokovada's expertise extends to lending, commercial leasing, and project management.

Her academic credentials include a Bachelor of Arts in Land Management and Development from the University of the South Pacific and an Ordinary Diploma in Construction Studies from the Fiji Institute of Technology (now Fiji National University). A Leadership Fellow from Leadership Fiji, she is an active member of both the Fiji Institute of Valuation and Estate Management and the Leadership Fiji Alumni.

Ms. Rokovada's appointment as an Independent Director is subject to receiving the necessary regulatory approval. This approval is pending the submission and review of the initial independence assessment, which will take place following the shareholders' approval at the 2024 AGM. The Board is committed to ensuring full compliance with regulatory requirements and governance best practices before confirming her appointment to the role.

- c) The Board proposes that **Mr. Savenaca Alexander Seniloli** be 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. Savenaca Alexander Seniloli:**

Mr. Seniloli brings over 30 years of experience across various industries, including dairy, poultry, industrial chemicals, mining, timber milling, pharmaceuticals, and water utilities. He has held senior leadership roles for over 20 years, including 11 years leading two prominent multi-million-dollar organizations in Fiji. His expertise includes supply chain management, regulatory compliance, and stakeholder engagement.

He holds a Bachelor of Engineering in Chemical and Process from the University of Canterbury, New Zealand (1988–1992), a Post Graduate Certificate in Applied Science in

Dairy Technology from the University of Melbourne, Australia (1995), and an MBA in Engineering Management from Coventry University, United Kingdom (2001/2002).

Mr. Seniloli is currently the Chairman of the Water Authority of Fiji and Board Director at Elixir South Pacific Limited. He was a former Board Director at Central Pacific Chemicals Limited; Future Forest Fiji Limited and a Non-Executive Director at Ixom (Fiji) Limited. He is also deeply involved in community service, currently serving as a Board Director for Lako Yani Management and Chairman of Lako Yani Farm Private Limited, the commercial arm of the Methodist Church of Fiji. He was the former Chairman of the Tailevu Dairy Farmers Co-operative Limited; and a current member of the Tailevu Province Think Tank Committee. He has chaired the Young Men's Christian Association (YMCA) since 2017.

#### **4. Reappointment of Auditors**

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 98 of Articles of Association of the Company, to hold office from the conclusion of this meeting until 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. KPMG, 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 Fijian Holdings Limited, 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 **Thursday 31<sup>st</sup> October 2024 at 3:00pm** at the **Harbour Point Convention Centre, 1 Marine Drive, Lami, 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
	<b>Ordinary Business</b>			
1.	Consideration of Financial Statements			
2.	Confirmation of Interim Dividend Declaration and Special Dividend Declaration			
3a)	Election of Mr. Ilimotama Cawi as an Independent Director			
b)	Election of Ms. Marica Wati Rokovada as an Independent Director			
c)	Appointment of Mr. Savenaca Alexander Seniloli as a Director representing the majority shareholders			
4.	Reappointment of Auditors			
5.	Special Business			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

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 Fijian Holdings Limited at 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 email to [companysecretary@fijianholdings.com.fj](mailto:companysecretary@fijianholdings.com.fj) on or before **3.00pm, Tuesday 29<sup>th</sup> October 2024** 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**

**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 &amp; 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 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.

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**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 the box. Incomplete or incorrectly completed form will not be processed).

I wish to attend the 2024 FHL 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 Pre-registration Form.

Name(s) of Shareholder(s):

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Name of attendee:

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Voter identification card number / Passport Number/ Company Registration Number:

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Shareholder Identification Number:

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Email Address:

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Contact Number(s):

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Signature(s):

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Date: \_\_\_\_\_

\*Where authorized representatives 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 may raise or motions he propose/second) may be recorded by the Company for such purposes.
4. Shareholders should raise their hands to vote.

**NOTE:**

Duly completed Pre-registration Form must be emailed to [companysecretary@fijianholdings.com.fj](mailto:companysecretary@fijianholdings.com.fj) on or before 3.00PM, Tuesday 29<sup>th</sup> October 2024.

## **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

