



NOTICE OF ANNUAL GENERAL MEETING FOR FIJICARE INSURANCE LIMITED

Notice is hereby given that the Annual General Meeting for FijiCare Insurance Limited ('the Company') will be held at the Grand Pacific Hotel, Victoria Parade, Suva, Fiji on Friday 14th June 2024 commencing at 9:00am to transact the following business.

Ordinary Business:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31 December 2023 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Final Dividend

To confirm declaration of final dividend of FJD0.23 per equity share for the financial year ended 31 December 2023.

3. Election of Directors

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

Re-appointment of Director retiring by rotation:

To appoint Mr. Avi Raju, Director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

4. Appointment of Auditors

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

Auditor's appointment to fill in a vacancy:

Pursuant to the provisions of Section 422(2) & 422(3) of the Companies Act 2015, a casual vacancy has been created due to the Company inviting expressions of interest for provision of audit services. The Company is currently evaluating the proposals received. Hence, the Company is seeking a resolution from the shareholders to fill the casual vacancy caused at a remuneration fixed by the Board of Directors of the Company. The Board of Directors of the Company be and is hereby authorised to take all necessary action to implement the resolution.

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.



Victor Vikash Robert
Company Secretary

24 May 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 Final Dividend

The Board recommended and will pay a final dividend of FJD0.23 per share for the year ended 31 December 2023 on 12 June 2024. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

3. Election of Directors

The Board proposes that Mr. Avi Raju be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr. Avi Raju

Mr. Avi Raju is the Founder and Managing Director of the Mount Sophia Group, a Hong Kong based private investment group with investments globally. Over the last 4 years, he has focused his investments in Fiji, his birthplace. He now has investments in insurance, health care, real estate and technology sectors in Fiji. Mr. Raju has over two decades of experience working in the technology, real estate and investment industries in the Asia Pacific region. Until May 2014, Mr. Raju was the Chief Information Officer for Asia Pacific at Savills Limited, an international property services group listed on the London Stock Exchange. He was responsible for the strategic development and management of business systems across all of Savills' 15 Asian offices with over 17,000 employees.

Mr. Raju has a Master of Business Administration (MBA) from the Richard Ivey School of Business (University of Western Ontario, Canada) and a Bachelors' Degree in Commerce from the University of Auckland, New Zealand. Mr. Raju was born in Fiji and currently resides in Singapore. Prior to Singapore, he has lived and worked in Hong Kong, Australia and New Zealand.

Mr. Raju is currently the Executive Director for the Company.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015, to hold office from the conclusion of this meeting for 2024 and authorise the Directors to fix their remuneration.

The Board, in observance of current Company policy, is in the process of advertising for the selection of an Auditor to be recommended to shareholders at the AGM.

As the process is still underway at the time that the notice of AGM is being delivered, such recommendation shall be made to shareholders at the AGM.

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 FijiCare Insurance 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 Friday 14 June 2024 at the Grand Pacific Hotel, Victoria Parade, Suva, Fiji 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
1.	Ordinary Business			
	Consideration of Financial Statements			
2.	Confirmation of Dividend			
3.	Re-election of Mr. Avi Raju as Director			
4.	Appointment of Auditors			

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, Annexure K - "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 the Company at "**FijiCare Insurance Limited, GPO Box 15808, Suva, Fiji**" or Share Registry at **Central Share Registry Pte Limited, Shop 1 and 11 Sabrina Building, Victoria Parade, Suva** or fax **(679) 330 2119** or email address agm@fijicare.com.fj before **9am, Wednesday 12 June 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

[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

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

FIJICARE INSURANCE LIMITED

Insert the name of the company holding the meeting

Director

Sole director & Sole Secretary

Common Seal
(if applicable)

Director /Company Secretary

Date

Information

In order to be effective, the form must be received by the **Central Share Registry/FijiCare Insurance 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.