



## **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 Makosoi Room, Suva Peninsula Hotel on the 27th of November, 2023 at 10.00am (Fiji Time).

All attendees will be accommodated within the COVID-19 safe measures in compliance with the venue's safe measures protocol and the advisories from the Government. All those wishing to attend in person must bring along your vaccination card.

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 30<sup>th</sup> November 2022**

To receive and consider the Minutes of the previous Annual General Meeting held on 30 November 2022 as a correct record of the meeting.

### **ORDINARY BUSINESS**

#### **1. Consideration of Financial Statement for the year ended 30 June 2023**

To receive and consider the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 30 June 2023 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 Nesbitt Hazelman, who was appointed an additional director of the Company on 16<sup>th</sup> May 2023 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 to appoint, pursuant to Article 75 of the Articles of Association of the Company, Ms Seini Lutu Nabou, who was appointed an additional director of the Company on 31<sup>st</sup> May 2023 and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.**

- c) **“RESOLVED to appoint, pursuant to Article 75 the Articles of Association of the Company, Mr Josua Satavu, who was appointed an additional director of the Company on 28<sup>th</sup> August 2023 and whose term of office expires at the ensuing Annual General Meeting be and is hereby 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**



Poonam Nandani  
**Company Secretary**

03<sup>rd</sup> November, 2023.



## 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 30<sup>th</sup> June, 2023.**

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 Nesbitt Hazelman, Ms Seini Lutu Nabou and Mr Josua Satavu are being appointed as additional directors of the company. The Board considers that the nominees possesses attributes necessary for the development of the company.

#### **a) Mr Nesbitt Hazelman:**

Mr. Hazelman is presently the General Manager and Board Secretary of Denarau Corporation Pte Limited. He holds a Master in Industrial Relations & Human Resource Management from Sydney University, a Post Graduate Certificate in Human Resource Management from Australian Quality College, a BA with Double Majors in Management and Sociology with a Diploma in Industrial Relations and Personnel Management from the University of the South Pacific. He is also a member of the Australian Institute of Company Directors.

He holds more than 20 years' experience in senior executive management roles and more than 15 year's experience in Human Resource & Industrial Relations. He also serves on several other Boards including the Fijian Holdings Unit Trust, Public Service Commission and His Excellency the President's College of Honor.

**b) Ms. Seini Lutu Nabou:**

Ms. Nabou is a media commentator on environmental and political issues and a consultant. She post-graduate qualifications in Educational Technology from the University of Southern Queensland, Australia.

She has extensive professional experience in multilateral negotiations on environmental issues; journalism; and regulatory compliance for political parties.

Until very recently, Ms Nabou was General Secretary for the National Federation Party where she was the first iTaukei woman to hold this position.

**c) Mr. Josua Satavu:**

Mr. Satavu joined the FHL Group from Fiji National Provident Fund where he was mostly involved with his team in managing the Equities, New acquisitions, offshore Equities and provided oversight on investments portfolio pertaining to Hotel & Tourism Development and Properties. In the space of business acceleration and impact investment, Josua had worked as Business Advisor with Market Development Facility with specialized areas in integrating ESG initiatives, developing and implementing results chains into targeted impact investments.

Further, Josua holds a Bachelor of Arts in Economics and Information System, previously a licensed Securities Broker and had completed various specialized training in Investments and Capital Markets.

**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 27<sup>th</sup> November 2023 at 10:00am at Makosoi Room, Suva Peninsula Hotel 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>General Business</b>			
1	Consideration of minutes			
	<b>Ordinary Business</b>			
1	Consideration of Financial Statements			
2a)	Election of Mr Nesbitt Hazelman as Director.			
2b)	Election of Ms Seini Lutu Nabou as Director.			
2c)	Election of Mr Josua Satavu as Director.			
3.	Appointment of Auditors			
4.	Special Business [add 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, "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](mailto:secretary@fijitv.com.fj) on or before 10:00 am 25th November 2023 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.**

*[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 power at any one time.]*

To act as its representative at  all meetings **OR**  the meeting to be held on

27<sup>th</sup> of November, 2023

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.