
VISION INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL MEETING 2024

Notice is hereby given that the Annual General Meeting of Vision Investments Limited will be held on Friday 27th September 2024 at 4.30pm at the Vision Motors Showroom – Karsanji Street, Vatuwaqa.

AGENDA AND BUSINESS

1. *Welcome*
2. *Confirmation of Proxies and Quorum*
3. *Apologies*
4. *Minutes*
To receive, consider and adopt the Minutes of the last Annual General Meeting held on 26th September 2023.
5. *Annual Report and Group Financial Statements for the Year Ended 31st March 2024*
To receive, consider and adopt the Annual Report and The Group Financial Statements and the reports of the Directors and Auditors thereon for the year ended 31st March 2024.
(Refer Note 1 of this Notice)
6. *Directors*
 - 6.1 To resolve that Mr. Dilip Khatri retiring by rotation as per Article 98, be and is hereby re-elected as a Director of the Company as per Article 101. (Refer Note 2 of this Notice)
 - 6.2 To resolve that Mr. Navin Patel retiring by rotation as per Article 98, be and is hereby re-elected as Director of the Company as per Article 101. (Refer Note 2 of this Notice)
 - 6.3 To resolve that Mr. Dinesh Patel retiring by rotation as per Article 98, be and is hereby re-elected as a Director of the Company as per Article 101. (Refer Note 2 of this Notice)
7. *Appointment of Auditors*
To resolve to re-appoint PricewaterhouseCoopers as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be fixed by the Directors.
(Refer Note 3 of this Notice)
8. *Declaration of Dividends*
To approve as per the Directors recommendation the payment of a final dividend of 5.00 cents per share amounting to a total dividend payment of \$5,188,471.25 declared out of the profits for the financial year ended 31st March 2024.

VISION INVESTMENTS LIMITED

(Refer Note 4 of this Notice)

The following interim dividend payments were declared out of profits for the financial year ended 31st March 2024.

<u>DATE DECLARED</u>	<u>DIVIDEND AMOUNT</u>	<u>DIVIDEND PER SHARE</u>	<u>REMARKS</u>
27/Jun/24	\$2,075,388.50	2.00 cents	2 nd Interim
29/Nov/23	\$ 3,113,082.75	3.00 cents	1 st Interim
Total	\$5,188,471.25	5.00 cents	

SPECIAL BUSINESS

All other business transacted at an AGM is special business.

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING 2024

This Explanatory Note is intended to provide members with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting (AGM).

The Directors recommend Members to read these Explanatory Notes 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.

Note 1: *Annual Report and Group Financial Statements Year Ended 31st March 2024*

The Annual Report and the Group Financial Statements for the year ended 31st March 2024 was published on the SPX website and released to all members on 31st July 2024 and has also been posted to the address nominated by the members. These documents are also published on the Company website – www.vil.com.fj

The Audited Financial Statements have been prepared on a Group basis and include the operating results of its fully owned subsidiary in Papua New Guinea – Vision Homecentres Limited (Dormant) and Vision FinTech Services Pte Limited.

The Group Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon, included in the 2024 Annual Report is for the members to read prior to the meeting.

VISION INVESTMENTS LIMITED

As stipulated in the Articles of Association of the Company, it is a requirement that the members present at the AGM receive and adopt the Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon.

The Chairman of the meeting will allow a reasonable opportunity for members to ask relevant questions about or make comments on these reports. Members will be given a reasonable opportunity to ask the Company and the Auditors questions about the conduct of the audit and the content of the Directors' or Auditor's Reports. Questions that cannot be answered at the AGM will be addressed through a Market Announcement by the Company within a reasonable timeframe.

Note 2: *Directors Retiring by Rotation*

Article 98 of the Company's Articles of Association specifies that every year, one third of the Directors (or the number nearest to one third) shall retire from office. Article 101 specifies that retiring Directors are eligible for re-election. Accordingly, the Directors retiring by rotation this year, being eligible, offer themselves for re-election by the members.

Mr. Dilip Khatri – Mr. Dilip Khatri is the Chairman and Managing Director of the Jack's of Fiji Group of Companies. He was the Mayor of Nadi Town from 1993 to 1999. In 2002, he was appointed the Officer of the Order of Fiji and on 1 August 2006, he was appointed a member of the Fiji College of Honours.

Mr. Navin Patel – Mr. Navin Patel is a retired Chairman and Managing Partner of DFK Oswin Griffiths Carlton, a Chartered Accountancy Practice in Auckland New Zealand and is a graduate of Victoria University of Wellington. He is now a Consultant with the same firm. He has spent over 50 years in the Chartered Accounting profession with the initial 13 years in a Big 8 firm. He has been member of the Institute of Chartered Accountants in New Zealand since 1997 and a Registered Fellow Trustee with the New Zealand Trustees Association. Navin had extensive experience in providing strategic business advice to corporates in New Zealand and Fiji.

Mr. Dinesh Patel – Mr. Dinesh Patel is the Managing Director and Chairman of R.C Manubhai Group (RCM) of Companies. He is a Commerce Graduate of the Auckland Technical Institute, NZ and was a Board Member of Fiji Islands Trade & Investment Bureau from 2001 to 2007. He was also the Chairman of the Board of Directors at Fiji Roads Authority from 2015 to 2019 and is currently the President of Ba Chamber of Commerce & Industries (since 2002) and newly elected President of Ba Gujarat Education Society.

VISION INVESTMENTS LIMITED

Note 3: *Appointment of Auditors*

The Board proposes that PricewaterhouseCoopers be reappointed Auditors of the Company for the year ending 31st March 2025 and that the Board be authorized to fix the remuneration.


Pursuant to Section 422 of the Companies Act 2015, every company shall, at each AGM, appoint an auditor or auditors to hold office from the conclusion of that meeting, until the conclusion of the next AGM. The section also stipulates that the remuneration of auditors may be fixed by directors of the company upon approval from shareholders in a general meeting.

Note 4: *Declaration of Dividend*

In view of the satisfactory profit after tax of the Group and the anticipated trading conditions, the Board recommends a final dividend of 5.00 cents per share amounting to a dividend payment of \$5,188,471.25, declared out of the profits for the financial year ended 31st March 2024. The Board has reviewed the latest management accounts, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that immediately after the declaration and payment of the dividend, the Company will remain solvent.

Considering the interim dividends of 5.00 cents per share previously paid by the Company, with this final dividend payment, the total for the financial year will be 10.00 cents per share amounting to a total dividend payment of \$10,376,942.50. This rate of distribution is in alignment with the Company's dividend policy.

By Order of the Board



P. L. MUNASINGHE
COMPANY SECRETARY
SUVA

VISION INVESTMENTS LIMITED

Proxy Form

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of Vision Investments Limited holding 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 Friday 27th September 2024 at 4.30pm at the Vision Motors Showroom – Karsanji Street, Vatuwaga. 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
	Ordinary Business			
1.	To adopt the Audited Group Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31 st March 2024			
2.	Re-election of Mr. Dilip Khatri as a Director			
3.	Re-election of Mr. Navin Patel as a Director			
4.	Re-election of Mr. Dinesh Patel as a Director			
5.	Reappointment of PricewaterhouseCoopers as Auditors of the Company until the next AGM at a fee to be fixed by the Directors			
6.	Declaration of final dividend of 5.00 cents per share amounting to a total dividend payment of \$5,188,471.25.			

Signed this _____ day of _____ 20_____.

Signature of Member(s) _____

Notes:

VISION INVESTMENTS LIMITED

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" (enclosed) 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 Level 2, Challenge Plaza, Laucala Beach Estate, Nasinu or emailed to address marys@courts.com.fj on or before 25th September 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.

VISION INVESTMENTS LIMITED

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 27th September 2024.

Of

Vision Investments 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, the form must be received by Central Share Registry/Vision Investments Limited before 25th September 2024, being no later than 48 hours before the commencement of the meeting. 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

VISION INVESTMENTS LIMITED

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.

For office use only:

Proxy received on..... at am/pm by