



Registered Office: Level 12, BSP Suva Central Building, Cnr of Renwick Rd & Pratt Street, Suva, Fiji Islands.
Postal Address: Private Mail Bag, Suva, Fiji Islands, Telephone (+679) 321 4412, Fax (+679) 321 4422

Market Announcement to South Pacific Stock Exchange

“BSP FIJI BRANCH CONVERSION”

About BSP Convertible Notes Limited (BSP CN Fiji):

BSP Convertible Notes Limited (BSP CN Fiji) is a wholly owned subsidiary of BSP Financial Group Limited (BSP). BSP is a Papua New Guinea based full service Bank with representation in many major Pacific economies. BSP is listed on the Port Moresby Stock Exchange (PNGX). BSP Convertible Notes Limited (BSP CN Fiji) is a special purpose vehicle incorporated in Fiji with limited powers under its Memorandum and Articles. It is listed in the South Pacific Stock Exchange (SPX) in Fiji as BCN.



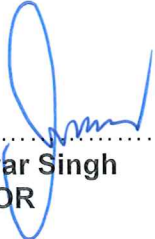
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4 October 2024

“BSP FIJI BRANCH CONVERSION”

“Market Announcement to South Pacific Stock Exchange”

Our Parent Company, BSP Financial Group Limited based in Port Moresby, PNG has released this market announcement on PNGX.



.....
Rajeshwar Singh
DIRECTOR



.....
Alvina Ali
COMPANY SECRETARY

About BSP Convertible Notes Limited (BSP CN Fiji):

BSP Convertible Notes Limited (BSP CN Fiji) is a wholly owned subsidiary of BSP Financial Group Limited (BSP). BSP is a Papua New Guinea based full service Bank with representation in many major Pacific economies. BSP is listed on the PNGX Markets Limited (PNGX). BSP Convertible Notes Limited (BSP CN Fiji) is a special purpose vehicle incorporated in Fiji with limited powers under its Memorandum and Articles. It is listed in the South Pacific Stock Exchange (SPX) in Fiji as BCN.

3rd October 2024

Ms Elizabeth Wamsa
General Manager
PNGX Markets Limited
Office 2 Level 1,
Monian Tower
Douglas Street,
Port Moresby

By email only

Dear Ms Wamsa

Fiji branch conversion

BSP Financial Group Limited (ASX:BFL | PNGX:BSP) ("BSP") refers to the PNGX letter dated 30 September 2024 (copy attached) regarding the announcements made last month by the Fiji Government on social media and Fiji Live in respect of the conversion of BSP's Fiji branch to a Fiji subsidiary company, and responds to the following questions:

- i. Please confirm the announcement made by the Fiji Government on social media and Fiji Live on the 13th and 14th September 2024 regarding the proposed restructuring is accurate, relevant and reflects the corporate intentions of the company.**

Yes. The proposed change of the Fiji branch of BSP to a wholly owned subsidiary (BSP Financial Group (Fiji) PTE Limited) is a continuation of BSP's Fiji operation and reflects BSP's modernization of its Pacific banking services and conforms with current trends in financial regulation.

As the transaction that is contemplated remains subject to approval by Fiji's Parliament, BSP welcomes the social media statements made by the Fiji Government on 13 and 14 September 2024 as these statements are encouraging indicators of BSP receiving the desired outcome which is Parliament's approval in 2024.

- ii. If the announcement is accurate, relevant and reflects the corporate intentions of the company:**



- (a) please confirm when BSP intended to inform the market about the proposed restructure;**

BSP has a comprehensive corporate governance framework that places significance on its continuous disclosure obligations. The information in respect of the proposed conversion has not been communicated to the market as it would have been inappropriate to preempt Parliament. BSP had intended to make an announcement following endorsement by Parliament of the Bill.

BSP Financial Group Limited

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(b) please confirm whether the proposed restructure is expected to have a material impact on the Group's earnings.

No. The proposed conversion is an operational decision with negligible impact for the Fiji business and the wider Group and as such the transaction is not expected to have a material impact on the Group's earnings.

Yours sincerely,
BSP Financial Group Limited



Laurentia Laracy
Company Secretary



30 September 2024

Laurentia Laracy
Company Secretary
BSP Financial Group Limited
Level 3, Ravalian Haus
Harbour City Konedobu
Port Moresby, NCD,
Papua New Guinea

Sent by email: LLaracy@bsp.com.pg

Dear Laurentia Laracy,

Subject: BSP Financial Group Limited – Compliance with Listing Rule 4.1

PNGX Markets Limited (“PNGX”) refers to a public announcement released by the Fiji Government on 13th and 14th September 2024 on Social Media and Fiji Live respectively where the Fiji Prime Minister, the Hon.Sitiveni Rabuka announced a proposed restructuring of BSP Financial Group Limited (“BSP” or the “Company”) Fiji Branch Operations to a subsidiary structure. Copies of the announcements are **attached** for your reference.

The announcement stated that the proposed restructuring of the BSP Fiji Branch to a subsidiary structure was intended by BSP and was in line with recent global corporate financial structure trends and to gain operational efficiencies . The announcement further called for national consultation on the proposed restructure and the draft BSP Fiji Bill 2024.

PNGX became aware of the announcement on 17 September 2024.

PNGX notes that the announcement was not made by BSP nor was it discussed at the recent company 2024 Annual General Meeting.

BSP is a listed company and is bound by the PNGX Listing Rules.

Listing Rules

Listing Rules 4.1 states that once an issuer is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the issuer's securities, the issuer must immediately tell PNGX that information.

“Information” may include information necessary to prevent or correct a false market under Listing Rule 4.3. It may also include matters of supposition and other matters that are insufficiently definite to warrant disclosure to the market, and matters relating to the intentions, or likely intentions, of a person. A confidentiality agreement cannot prevent an issuer from complying with its obligations under the Listing Rules and, in particular its obligation to give PNGX information for release to the market where required by the Listing Rules.

Listing rules 4.2 says that Listing Rule 4.1 does not apply to particular information while each of conditions 1, 2 and 3 is satisfied in relation to the information:

1. One or more of the following 5 situations applies:
 - a. It would be a breach of a law to disclose the information;

PNGX Markets Limited
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P.O Box 1531, Port Moresby, NCD
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Telephone: (675) 320 1980,1982 or 1983

- b. The information concerns an incomplete proposal or negotiation;
 - c. The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - d. The information is generated for the internal management purposes of the issuer; or
 - e. The information is a trade secret; and
2. The information is confidential and PNGX has not formed the view that the information has ceased to be confidential; and
 3. A reasonable person would not expect the information to be disclosed.

The underlying policy is to ensure that the PNGX Markets is fully informed at all times. This policy supports market integrity, investor confidence and fair-trading conditions.

Because the announcement was released by the Fiji Government and not BSP, PNGX would need to carry out its own investigations to verify the authenticity of the announcement to prevent trading in an unformed market.

Given the circumstance, PNGX requests BSP to answer the following:

- i. Please confirm the announcement made by the Fiji Government on social media and Fiji Live on the 13th and 14th September 2024 regarding the proposed restructuring is accurate, relevant and reflects the corporate intentions of the company.
- ii. If the announcement is accurate, relevant and reflects the corporate intentions of the company;
 - a) please confirm when BSP intended to inform the market about the proposed restructure; and
 - b) please confirm whether the proposed restructure is expected to have a material impact on the Group's earnings.


PNGX requests that the responses to items (i) and (ii)(a)&(b) be provided in the form of a market announcement by 10am on Friday 04 October 2024.

In accordance with the continuous disclosure obligations under the Listing Rules, PNGX reserves the right to investigate and to release this correspondence to the market.

In accordance with the obligations of PNGX as an approved stock exchange pursuant to section 13(6) of the *Capital Market Act 2015* (the "CMA") PNGX reserves the right to refer this matter to the Securities Commission of Papua New Guinea for its investigation and consideration pursuant to section 443 (1)(a) of the CMA as to whether BSP has failed to comply with the Listing Rules.

If you have any questions or require guidance under the listing rules, please do not hesitate to contact the exchange on email compliance@pngx.com.pg.

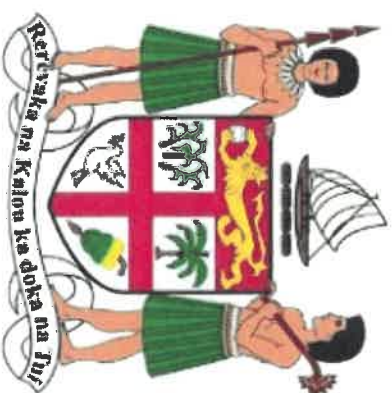
Yours sincerely



Elizabeth Wamsa
General Manager

National consultations BSP Fiji Bill 2024

September 14, 2024 10:22 AM [Share](#) [f](#) [X](#) [v](#) [🌐](#)



FIJI GOVERNMENT

Prime Minister Sitiveni Rabuka says Cabinet has agreed that national consultations be conducted with relevant stakeholders on the proposed restructuring of the Bank of South Pacific (BSP) Fiji and the draft BSP Fiji Bill 2024 (BFI).

In a statement released by the Office of the Prime Minister, Rabuka said the Bank of South Pacific Financial Group Limited (BSF Group and parent company) intends to restructure BSP Financial Group Limited – Fiji (BSF Fiji) by converting its Fiji Branch operation into a subsidiary structure.

Rabuka said this is in line with recent global corporate financial structure trends and to gain operational efficiencies. BSF Fiji proposes to implement the conversion by way of legislation that assigns BSF Fiji a working business as the new subsidiary.

Prime Minister Sitiveni Rabuka
Office of the Prime Minister
Draft BSP Fiji Bill 2024



Sitiveni Rabuka
Prime Minister
Government of Fiji



FIJI GOVERNMENT



Fiji Government
September 13 at 4:05 PM · 🌐

Proposed Restructure of the Bank of South Pacific Financial Group Limited – Fiji from Branch Operation to a Subsidiary Structure and the Draft BSP Fiji Bill 2024

Cabinet agreed that national consultations be conducted with relevant stakeholders on the proposed restructure of Bank of South Pacific (BSP) Fiji and the draft BSP Fiji Bill 2024 (Bill).

The Bank of South Pacific Financial Group Limited's (BSP Group and parent company) intends to restructure BSP Financial Group Limited – Fiji (BSP Fiji) by converting its Fiji Branch operations into a subsidiary structure.

This is in line with recent global corporate financial structure trends and to gain operational efficiencies

BSP Fiji proposes to implement the conversion by way of a legislation, that is, assign BSP Fiji's existing business to the new subsidiary.

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