

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 Friday, 27th October, 2023** at **12:00noon** 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 on-line via Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to companysecretary@fijianholdings.com.fj before **12:00 noon, Wednesday 25th October 2023**.

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 2023 together with the reports of the Board of Directors and Auditors therein.

2. Confirmation of Interim Dividend for FY24:

The Board recommends that the interim dividend of \$0.01 per equity share declared on 27th September 2023 be ratified.

3. Re-Election and Appointment of Directors

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

a. Re-election of Sakiusa Raivoce

To appoint Sakiusa Raivoce 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. Appointment of Rokoseru Nabalarua

To appoint pursuant to Article 51 of the Articles of the Association of the Company, Rokoseru Nabalarua who was nominated by the majority shareholders on the 26th of September to replace Yogesh Karan 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.

c. Appointment of Semi Lotawa

To appoint pursuant to Article 51 of the Articles of the Association of the Company, Semi Lotawa who was nominated by the majority shareholders on the 26th of September to replace Savendra Dayal; 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.

d. Appointment of Anare Jale

To appoint pursuant to Article 51 of the Articles of the Association of the Company, Anare Jale who was nominated by the majority shareholders on the 26th of September to replace Mereia Volavola; 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.

e. Appointment of Kamal Haer

To appoint pursuant to Article 51 of the Articles of the Association of the Company, Kamal Haer who was nominated by the majority shareholders on the 26th of September to replace Eseta Nadakuitavuki; 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. **Appointment of Auditors**

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, 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 authorised to fix their remuneration.

5. **SPECIAL BUSINESS:**

To consider and if thought fit, approve as a special resolution, the amended Articles of Association of the company.

The current Articles of Association was adopted in 2018 under the Companies Act 2015. There are total of 111 articles in this Articles of Association. Some of the Articles have been amended and some have been totally removed. The revised Articles of Association will also include new articles which is in accordance with the Companies Act 2015.

The details of the amendments made to the Articles of Association and a copy of the amended Articles has been included with the Notice of AGM.

By order of the Board of Directors.



Mereoni Matavou
Company Secretary

29th September 2023

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 1st Interim Dividend for FY24

The interim dividend of \$0.01 per equity share declared by the company for the period ended 31st August during the financial year 2024 be ratified by the shareholders of the company.

3. Re-Election and Appointment of Directors

- a) The Board proposes that **Mr Sakiusa Raivoce** 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.

Colonel Sakiusa Raivoce (Ret'd)

Is currently the Chairman of Fijian Holdings Limited, South Sea Cruises Limited (SSC); Life Cinema; FHL People & Leadership Sub-Committee; and FHL Board Nominations & Remuneration Sub-Committee. He is a Security Consultant and a former Senior Military

Officer having served at the Republic of Military Force Headquarters as a Staff Officer; and Government House as Military Assistance/ADC to the President of the Republic of Fiji. Colonel Raivoce possesses extensive experience as a Board Director and has successfully completed the Directors course offered by the Australian Institute of Company Directors.

- b) The Board proposes that **Mr Rokoseru Nabalarua** be appointed as Director of the Company pursuant to Article 52 of the Article of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr Rokoseru Nabalarua:

Is currently the Group Chief Executive Officer of Kookai Lyndhurst Group, Fiji. Mr. Nabalarua is the Chairman and Advisory Board Member of BSP Bank, Fiji; Chairman and Director of Future Farms, a subsidiary of BSP Life; a director of Pacific Energy Fiji Limited, Electricity Fiji Limited, Kookai Lyndhurst Group of Companies; and Lako Yani Pte Limited, an investment arm of the Methodist Church of Fiji. He sits as a Trustee for Katalyst Foundation, and Chairman and Director of Genesis Consulting & Management Pte Limited.

Mr. Nabalarua holds a Bachelor of Civil Engineering from the University of Auckland in New Zealand.

- c) The Board proposes that **Mr Semi Lotawa** 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 Semi Lotawa

Is the Co-Founder of Rise Beyond the Reef and currently its Director of Operations since 2016. He was responsible for establishing the organisation, developing programs and strengthening partner community capacity. Mr. Lotawa was the former Chief Executive Officer of Callison Pacific Pine Chemicals; and Co-Founder of Serevi Rugby. He was the former Director of Environment Education Centre in the Seattle Parks Department; Rugby Nations LLC; Callison Inc in Seattle, Washington.

Mr. Lotawa holds an Associate Degree from the School of Business, University of Washington, USA. He is a Director of Ba Holdings Company Limited, Pine group of Companies and Soqosoqo Vakamarama in Ba.

- d) The Board proposes that **Mr Anare Jale** 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 Anare Jale

Is currently the Chairman of Nulomadovu Holding Company Limited. Mr Jale is a former member of Parliament and retired Senior Civil Servant. He was a former Fiji's Ambassador to the United States of America and Mexico. He was a former Chairman of the FNPB Board;

Fijian National Training Council (TPAF); and RKS Board of Governors; a former Director of Yatu Lau Company Limited; Asian Productivity Organisation; and Fiji Medical School.

Mr. Jale holds a Diploma in Industrial Relations from the University of Wellington in New Zealand; and Certificate in Industrial relations and Human Resources Planning from the Oxford University in the UK.

- e) The Board proposes that **Ms Kamal Haer** 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.

Ms Kamal Haer

Is a seasoned senior hotelier with direct and indirect commercial and strategic leadership experience managing 20 IHG Hotels and resorts in the South Pacific, South East Asia and Japan. Ms Haer was the former Head Strategy Proposition Development for Fixed and Converged Portfolio with Telecom New Zealand; Head of Marketing, Sales and Distribution, Pacific with ANZ Pacific; Head of Marketing & Product with Digicel Fiji.

Ms Haer holds a Bachelor of Arts Degree in Management from the University of the South Pacific and Master of Business with Distinction from the RMIT University in Melbourne, Australia.

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 until the conclusion of the next AGM and authorize the Directors to fix their remuneration.

Following the previous Annual General Meeting of the company, the Board proposes to reappoint the retiring Auditors in accordance with Article 98 of the 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 Messrs KPMG Fiji, Chartered Accountants, being eligible, offer themselves for appointment.

5. Special Business:

The current Articles of Association was adopted in 2018 under the Companies Act 2015. There are total of 111 articles in this Articles of Association. Some of the Articles have been amended and some have been totally removed. The revised Articles of Association will also include new articles which is in accordance with the Companies Act 2015.

The details of the amendments made to the Articles of Association and a copy of the amended Articles has been included with the Notice of AGM.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: _____ Registered Address: _____ SIN: _____
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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 **Friday 27th October 2023 at 12:00 noon** at the **Harbour Point Convention Centre, 1 Marine Drive, Lami** 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.	Consideration of Financial Statements			
2.	Confirmation of Interim Dividend Declaration			
3a)	Election of Mr. Sakiusa Raivoce as an Independent Director			
b)	Appointment of Mr Rokoseru Nabalarua as a Director representing the majority shareholders			
c)	Appointment of Mr. Semi Lotawa as a Director representing the majority shareholders			
d)	Appointment of Mr. Anare Jale as a Director representing the majority shareholders			
e)	Appointment of Ms. Kamal Haer as a Director representing the majority shareholders			
4.	Appointment of Auditors			
5.	Special Business: To approve and adopt the Articles of Association			

Signed this _____ day of _____ 2023.

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 the Company at Fijian Holdings Limited, 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 330 5020 or email to companysecretary@fijianholdings.com.fj on **Wednesday, 25th October 2023 before 12:00 noon** 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

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 & 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 48 hours before the commencement of the Annual General 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 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.

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 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 Preregistration Form.

Name(s) of Shareholder(s):

Name of attendee:

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

Shareholder Identification Number:

Email Address:

Contact Number(s):

Signature(s):

Date: _____

*Where authorized representative 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 purpose.
4. Shareholders should raise their hand to vote.

NOTE:

Duly completed Pre-registration Form must be emailed to companysecretary@fijianholdings.com.fj before 12.00noon, Wednesday 25th October 2023.

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

