



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 FMF Gymnasium, Laucala Bay Road, Suva on Friday, 26th November 2021 at 10:00am to transact the following business under C below.

B. COVID-19 Safe Measures

Due to the COVID-19 mandatory restrictions currently in place, attendees at the AGM have the options of attending in-person or on-line. All those wishing to attend in person must be fully vaccinated and will be permitted upon clearance of vaccination card on the VAX check tool.

Additionally, all attendees will be accommodated within the COVID-19 safe measures in compliance with the company's safe measures protocol and the advisories from the Government. The Company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site.

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 Mereoni.Matavou@fijianholdings.com.fj before 10:00am, Wednesday 24th November, 2021.

The following options are available for the shareholders, media and other stakeholders to participate in the AGM:

1. Attend in Person
2. Attend on-line via Zoom
3. Attend via Proxy

Circumstances relating to COVID-19 are changing rapidly and we will update shareholders if any of these changes impact arrangements for the AGM.

C. 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 2021 together with the reports of the Board of Directors and Auditors therein.

2. Confirmation of Dividend FY21:

To confirm that no dividend be declared for the financial year ended on June 30 2021.

3. Re-Election and Election of Directors

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

a. Re-election of Mrs. Litiana Loabuka

To appoint Mrs. Litiana Loabuka, an Independent 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.

b. Retirement of Ms. Kalpana Lal

Ms. Kalpana Lal, an Independent Director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, has chosen to retire and does not offer herself for re-election as a director of the company.

c. Election of Mr. Ilimotama Cawi

A nomination has been received for the election of Mr. Ilimotama Cawi as an Independent Director of the Company, pursuant to Articles 51 of the Articles of Association of the Company, without any objections or appeal, to fill a vacancy left by the retirement of Ms Kalpana Lal.

d. Re-appointment of Mr. Yogesh Karan

To re-appoint Mr. Yogesh Karan pursuant to Article 51 of the Articles of Association of the Company, who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-appointed as a director of the Company.

e. Appointment of Mr. Alifereti Kikau

To appoint Mr. Alifereti Kikau pursuant to Article 51 of the Articles of the Association of the Company, to fill a vacancy for an additional director, 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.

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.



Mereoni Matavou
Company Secretary

29 October, 2021

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 Dividend FY21

Pursuant to Article 101.3 of the Company's Articles of Association, the Company may determine a dividend only if the Directors have recommended the same. Due to the consent of ANZ Bank not being granted, and the continuing drastic impacts of COVID-19 pandemic on the FHL Group, the Board has thoroughly considered the status of the business and decided that no dividend be declared with respect to the 2021 financial year. Regardless of the Holding company making profit for the financial year, the Board is carefully taking a precautionary measure to protect its subsidiaries given the ongoing uncertainty around the pandemic. The Board is also designing a more conservative dividend policy so that the company can actively reduce debt, manage its cash flows for sustainability of the operations and for new investment. Further the new dividend policy will ensure that dividends paid would not compromise the future solvency of the Group.

3. Re-Election and Election of Directors

- a) The Board proposes that **Mrs. Litiana Loabuka**, be appointed as an Independent Director of the Company pursuant to Article 51 of the Articles of Association of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mrs. Litiana Loabuka:

Is currently the Chief Executive Officer of the Fiji Sports Council, an appointment she has held since January 2011. She has a Degree in Economics and Management in Public

Administration and a Post Graduate Certificate in Human Resource Management along with a Post Graduate Diploma in Business in Public Administration from the University of the South Pacific. She completed her Masters in Business Administration at the University of the South Pacific in 2019.

Mrs. Loabuka has more than 15 years' executive management experience and holds professional qualification as a Member of the Australia Institute of Company Directors (AICD). She formerly sat on the RB Group Board as an Independent Director and also as Chair of the HR Sub Committee for the RB Group. She is currently a Board Director of the Fiji National Sports Commission. She is presently the Chairperson of FHL Properties Limited and Board member of Fijian Holdings Limited.

- b) The Board proposes that **Mr. Ilimotama Cawi**, be appointed as an Independent Director of the Company pursuant to Article 51 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. Ilimotama Cawi:

Is currently a Lecturer at the University of the South Pacific since 2016. Mr. Cawi has a Doctorate in Philosophy (Forensic Accounting) and Master of Forensic Accounting with Distinction from the University of Wollongong, Australia in 2017 and 2008 respectively. He also graduated with a Bachelor of Arts (Accounting/Banking) and Bachelor of Arts (Economics/Management) from the University of the South Pacific in 2001 and 1996 respectively. Mr. Cawi holds professional qualifications and affiliations as a CPA and Certified Forensic Accountant Specialist (ACFE). He was a former Board Director for Fijian Holdings Limited and has extensive work experience as a Lecturer at USP and FNU and at various forensic accounting field.

- c) The Board proposes that **Mr. Yogesh Karan** be re-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. Yogesh Karan:

Is currently the Permanent Secretary to the Office of Prime Minister, Sugar Industry, and Immigration. He holds a Masters Degree in Management, Graduate Certificate in HRM, Advanced Diploma in Quality Management, Diploma in Civil Engineering, Cert IV in Business Excellence Evaluation from respective Universities in Australia and other professional qualifications from International Institutions.

Mr. Karan was the former High Commissioner to India, Non-Accredited Ambassador to SAARC Countries and Fiji's Rep. on Colombo Plan Secretariat. He has also served as Fiji's Alternate Dir. with the Asian Productivity Organization-Japan. A Fellow at the Aust. Institute of Management, Snr. Mem. of the American Society for Quality, Mem – Aust. Institute of Company Directors, Mem - American Society for Public Administration and Former Mem. of

Aust. Inst. of Training Development. He is also a Board Member of Investment Fiji, Member of the Employment Relations Advisory Board (ERAB), Member of the Financial Literacy Committee of RBF, was the former Vice President of the Fiji Human Resources Institute, Member-Panel of Review of the Fiji Business Excellence Award and Member of Judges on the Panel for Investment Fiji's Prime Ministers Award. He is currently the Acting Chairman of Fijian Holdings Limited, Chairman of RB Patel Group and Chairman of the FHL Board Nomination & Remuneration Sub-Committee.

- d) The Board proposes that **Mr. Alifereti Kikau** 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. Alifereti Kikau:

Is currently the Head of Public Sector Business at Kontiki Finance. Mr Kikau has expertise in the area of Banking and Finance, Corporate Governance, Corporate & SME Finance, Risk Analyst & management, Business Strategic & Logistic Planning, Portfolio Management with proven strong Leadership Skills.

Mr. Kikau was the Manager Microfinance/Branch Manager Acting/Senior Lender at BSP Bank Fiji from 2003 to 2013. He holds a Bachelor of Art majoring in Business Economics from the Fiji National University and currently pursuing Masters program at the University of Fiji.

e) 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.

The Board, in observance of the current Company policy, has advertised for the selection of an Auditor to be recommended to shareholders at the AGM. As the process is still underway when this 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 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 26th November 2021 at 10:00am at FMF Gymnasium, Laucala Bay Road, Suva 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 No Dividend			
3a)	Re-election of Mrs. Litiana Loabuka as an Independent Director.			
3b)	Election of Mr. Ilimotama Cawi as an Independent Director			
3c)	Re-appointment of Mr Yogesh Karan as a Director			
3d)	Appointment of Mr. Alifereti Kikau as a Director			
4.	Appointment of Auditors			
5.	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.
- 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 Mereoni.Matavou@fijianholdings.com.fj on 24th November before 10:00 am 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)	<div style="border: 1px solid black; height: 30px;"></div>	<div style="border: 1px solid black; height: 30px;"></div>
	<i>Director /Company Secretary</i>	<i>Date</i>
	<div style="border: 1px solid black; height: 30px;"></div>	<div style="border: 1px solid black; height: 30px; text-align: center;">/ /</div>

Information

In order to be effective, the form must be received by the Company Secretary of Fijian Holdings 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 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.

PRE-REGISTERING FORM FOR ONLINE ATTENDANCE

I/We named below, being a shareholder of the Company, wish to register my/ our attendance for the Annual General Meeting through Zoom.

(Please tick only ONE 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 n 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 Mereoni.Matavou@fijianholdings.com.fj before 10.00am, Wednesday 24th November,2021.

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 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

