

- Do you understand the importance of saving and investing? Yes ✓
- Have you been following our articles on or already know about investing in Fiji's stock market and the returns it offers? Yes ✓
- You've purchased shares in one or more of the companies listed on the South Pacific Stock Exchange? Yes ✓
- Are you now relaxed and sitting back to watch your investment grow your money? No ✘

Yes, the answer to the last question should be a very strong '**NO!**' Owing shares is not all there is to your investment journey. In fact that's just the beginning. When you become a shareholder and part owner of a SPSE listed company, you have important RIGHTS which you should exercise to ensure that the company in which you have invested your hard earned money continues to be appropriately managed, adding more value to your initial investment over time.

In this article, we will highlight some fundamental Shareholder Rights **relating to Annual General Meetings (AGM)** which should be of value to you as an investor in SPSE listed companies. We will also offer basic **recourse mechanisms** that are available to you as a listed company investor should your shareholder rights not be respected by listed companies and other stock market players.

AGM – Right to Receive Notice and Attend

- ✓ A listed company must conduct an Annual General Meeting (AGM) of shareholders once every year and within 6 months from the end of its financial year. It is your right as a shareholder of an SPSE listed company to receive at least 21 days' prior notice of the AGM from the company. The notice must include all relevant details of the matters that you as a shareholder will be required to vote on or approve at the AGM.
- ✓ It is your right to attend the AGM and air your views on matters requiring shareholder approval.

REMEMBER – You can be present at the AGM either in person or through a proxy (appointing someone else on your behalf to vote at the AGM). The proxy form must be attached with the notice of AGM and you must complete and deliver the proxy form to the company at least 48 hours prior to the AGM in order for it to be valid.

AGM – Right to Vote

- ✓ At the AGM, you will ordinarily vote on a show of hands or alternatively vote through a poll if it is demanded in certain situations. Voting through a show of hands means each shareholder present at the AGM has one vote but if voting is conducted through a poll then each shareholder's votes is equal to the number of shares owned in the listed company, for example, if you own 500 shares, your votes will be equal to 500.
- ✓ As a Shareholder, it is your right to vote on the following matters at the AGM (in addition to any other matters that the company puts forward for shareholders to approve): Appoint directors as well as auditors of the listed company and Approve remuneration of company directors.

Appoint directors of the listed company – you as a shareholder have the right to choose who serves as directors in the company you have invested in. The existing directors of the company may also appoint directors but any appointment made by them has to be confirmed by all shareholders at the next AGM. It is a requirement of the SPSE Listing Rules that background information be provided in the notice of AGM on the directors who will be voted on at the AGM so that you can make an informed decision on the appointment of that director.

Approve remuneration of company directors – it is the obligation of the company to seek approval from the shareholders present at the AGM for the remuneration that directors of the company will be getting through the year.

AGM - Right to Ask Questions

IMPORTANT - As a shareholder of a listed company, the AGM is one of the few opportunities that bring listed company representatives (directors and managers) and shareholders in one room for face to face discussion.

- ✓ As a shareholder, take full advantage of this opportunity and be present at the AGM to ask relevant questions relating to the company – you have the Right to do so.
- ✓ You should also note the following:
 - The Chairperson of the AGM must allow reasonable opportunity to shareholders present at the AGM to ask questions or make comments on the management of the company; and
 - The Companies Act, 2015 requires that at every listed company AGM, an auditor has to be present to answer any questions relating to the financial statements of the company.

Recourse Mechanisms – Complaints Management

1. If you have a complaint against a listed company, a licensed broker, SPSE or any issue relating to your investment, you have the Right to lodge a complaint with SPSE or Reserve Bank of Fiji.
2. The form for lodging complaints is available at our office and on the SPSE website (www.spse.com.fj) and SPSE personnel are available to assist you in completing the Complaint Form.
3. If a complaint is lodged with the listed company, the company is required to inform SPSE about the nature and details of the complaint received; and
4. Every reasonable effort will be made to resolve complaints as soon as practicable but not exceeding twenty-one working days except if legal proceedings are required.

Apart from the information provided in this column, SPSE has a number of user-friendly brochures, YouTube videos and publications that can be accessed via the following to provide you with information:

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