

COMMUNICATIONS (FIJI) LIMITED **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 32nd Annual General Meeting of the members of Communications (Fiji) Limited will be held at 12pm on Wednesday, the 10th of May 2017, at 231 Waimanu Road, Suva to transact the following business:

AGENDA

General Business

Minutes of the Previous Meetings held on 27th of May 2016:

To receive, consider and adopt the minutes of the previous Annual general Meeting held on 27th May 2016 as correct record of the meeting.

Ordinary business:

Item 1 Adoption of Financial Statements for the year ended 31st December 2016

To receive, consider and adopt the Audited financial position and Comprehensive Income Statement and the reports of the Directors and Auditors for the year ended 31st December 2016.

Item 2 Election of Directors

- (a) Mr Pramesh Sharma retires by rotation in accordance with Article 108 of the Articles of Association of the Company, and being eligible offers himself for re-appointment as a director of the company.

Item 3 Appointment of Directors

- (b) To ratify appointment of Ms Thelma Savua on 22nd Feb 2017 as an Independent director under South Pacific Stock Exchanges (SPSE) listing rules section 6.35.

Item 4 Appointment of Auditors

To appoint auditors in accordance with section 422 of the Companies Act, 2015. The board proposes that M/s. Ernst & Young, Chartered Accountants, be re-appointed as auditors of the company for the year 2017 and that the board be authorized to fix their remuneration.

Item 5 Declaration of Dividends

The board recommends adopting the 1st dividend of \$426,960 (12 cents per share) as final dividend for the year 2016.

Other Business:

Any other business brought up in conformity with the Articles of Association of the company.

By order of the Board of Directors,



Jyoti Khatri
Company Secretary

Dated: 19th April 2017
Suva, Fiji Islands

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 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.

Item 1 Adoption of Financial Statements

The Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors included in the 2016 Annual Report is for the shareholders to read prior to the meeting.

As stipulated in the Articles of Association of the company, it is a requirement that the shareholders present at the AGM receive and adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors of the company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about, or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditor's Report. Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

Item 2 Election of Directors

The Board proposes that *Mr Pramesh Sharma* be appointed as director of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Mr Pramesh Sharma

Mr Sharma has been Director of Communication Fiji Limited Since 2008. He holds the position of General Manager- Investment in BSP Life (Fiji) Ltd. He is also on the board of various prestigious organizations and has wider knowledge and experience in strategic planning and development of businesses.

Item 3 Appointment of Directors

(b) To ratify appointment of Ms Thelma Savua on 22nd February 2017 as an Independent director on the board.

Ms Thelma has wide commercial experience and specialized in Human Resource management. She holds executive in position across the Pacific.

Item 4 Appointment of Auditors

The Board proposes that M/s. Ernst & Young be appointed auditors of the Company for 2017 and that the Board be authorized to fix their remuneration.

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

Item 5 Declaration of Dividends

The Board recommends that the 1st dividend of *12 cents per share* be adopted as final dividend for the year ended *31st December 2016*.

Pursuant to *Article 146* of the company's Articles of Association, the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors. The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

As a listed company, we are obliged to follow the format and structure entailed in the SPSE Listing Rules and guidelines when declaring dividends.

COMMUNICATIONS FIJI LTD

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APPOINTMENT OF PROXY

THE COMPANY SECRETARY,

I/We _____ of _____

being a member of Communications Fiji Limited, hereby appoint,

_____ of _____

or failing him/her _____ of _____

as my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of Communications Fiji Limited to be held on 10th of May, 2017 and at any adjournment thereof

Signed this _____ day of _____ 2017

Signature of Member: _____

Name of Member: _____

Signature of Witness: _____

In case of a body corporate, this form should be under its Seal or be signed by an Officer or an Attorney duly authorized by it.

This form is to be used in favour of/against* the resolution.

*Strike out which ever is not applicable. Unless otherwise instructed, the proxy may vote as he/she thinks fit.

This proxy form, to be effective, must reach the registered office of the Company, 231 Waimanu Road, Suva, no less than 48 hours before the time of holding the meeting.

Voting on Business at the General Meeting

Resolution	For	Against	Abstain
To adopt the Minutes of the previous 31 st Annual General Meeting held on 27 th May 2016 as correct record of the Meeting.			
To adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended 31 st December 2016.			
Re-election of <i>Pramesh Sharma</i>			
Appointment of Independent Director <i>Ms Thelma Savua</i>			
Appointment of auditors of the company for 2017 and that the Board be authorized to fix their remuneration.			
Adoption of 1st dividend of 12 cents per share as final dividend.			
<i>Any other business in conformity with Articles of Association</i>			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.