Notice of Annual General Meeting of Fijian Holdings Limited

Notice is hereby given that the Annual General Meeting of Shareholders of Fijian Holdings Limited will be held at the Lali Room, Holiday Inn, 501 Victoria Parade, Suva on October 17th 2017 commencing at 11.00am for the purpose of transacting the following business:

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

**Agenda**

*General Business:*

**Minutes of the Previous Meetings held on October 20th 2016**

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on October 20th 2016 as correct record of the Meeting.

*Ordinary Business:*

**Item 1: Adoption of Financial Statements for year ended June 30 2017**

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 June 30 2017.

**Item 2: To ratify the interim dividends declared during the year.**

The Board recommends that the interim dividends declared by the Board for the year ended June 30 2016 be ratified.

**Item 3 Appointment of Auditors**

To appoint auditors of the company for financial year 2018 and that the Board be authorized to fix their remuneration.

**Item 4 Appointment, Retirement and Election of Directors by Rotation**

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

(a) **Sakiusa Raivoce**

Mr. Sakiusa Raivoce retires by rotation in accordance with Article 79 of the Company’s Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

(b) **Yogesh Karan**

To ratify the appointment of Mr. Yogesh Karan on 21st March 2017 as a Director of the Company representing “A” Class shareholders after being cleared by the South Pacific Stock Exchange as the winner of the election held during the Special General Meeting on 9th February 2017.
(c) Adrian Sofield

To ratify the appointment of Mr. Adrian Sofield on 9th March 2017 as a Director of the Company representing “B” Class shareholders with the concurrence of the Minister of ITaukei Affairs under Article 78 & 80 of the Company's Article of Association.

Other Business:

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

By order of the Board of Directors

Mereoni Matavou
Company Secretary
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 2017 Annual Report is for the shareholders to read prior to the meeting.

As stipulated in Article 55 of the Company's Articles of Association, it is a requirement that the shareholders present at the AGM receive, consider 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 To ratify the interim dividends declared during the year.

The Board recommends that the interim dividends declared by the Board for the year ended June 30 2017 be ratified.

Item 3 Appointment of Auditors

The Board proposes that KPMG be appointed auditors of the Company for 2018 and that the Board be authorized to fix their remuneration.

Pursuant to Article 121 of the Company's Articles of Association and further Section 422 of the Companies Act, 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 4 Appointment, Retirement and Election of Directors by Rotation

The Board proposes that Messrs Sakiusa Raivoce be appointed as Director of the Company and Messrs Yogesh Karan and Adrian Sofield appointment as Directors be ratified. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Sakiusa Raivoce

Is a Security Consultant and a former Senior Military Officer having served at the Republic of Fiji Military Force Headquarters as a Staff Officer and Government House as Military
Assistance/ADC to the President of the Republic of Fiji. Colonel Raivoce served on UN Peace Keeping Duties in the Middle East, (Lebanon, Sinai Desert, Syria, Kuwait and Iraq). He also served as Field Security Adviser in East Timor from September 1999 to Dec 2000. He served as Director for the British Security Firm Global Risks International as its Representative in Fiji from 2003 to 2012. Col. Raivoce was Chairman of Pacific Cement Limited and Fijian Holdings Property Limited from 2014 to 2016. He is currently the Chairman of Basic Industries Limited (BIL) and People and Leadership Sub-Committee.

**Note:**
The Company’s Board of Directors through a Resolution dated 29th June 2017 engaged the services of the Fijian Elections Office (FEO) to conduct the Election of a Director representing “A” Class Shareholders. A written request was made to the Minister of Election and subsequently the appointment of FEO was approved and published on the Government of Fiji Gazette, Volume 18, No. 85, dated Wednesday 23rd August 2017.

A “Call for Nomination” advert was published in the Fiji Sun of 31st July and 28th August 2017. The “Call for Nomination” was closed on 31st August 2017. FEO received one nomination only from Mr. Raivoce wherein he was nominated by Mr. Ulaiaisi Taoi and seconded by Mr. Napolioni Batimala. Upon assessing the nomination received, FEO found that Mr. Raivoce has met all requirements as per the Company’s Fit & Proper Policy and he has the required knowledge and expertise to carry out the duties and responsibilities of the position. The election is now uncontested since there was only one nomination received before the closing date.

**(b) 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. A Fellow at the Australian Institute of Management, Snr. Mem. of the American Society for Quality, Mem. of American Society for Public Administration and Former Mem. of Aust. Inst. of Training Development. Mr. Karan is also Member of the Employment Relations Advisory Board (ERAB) and a Member of the Financial Literacy Committee of RBF. He is currently Chairman of FHL Stockbrokers Limited and sits as a committee member of FHL Board Nomination & Remuneration Sub-Committee.

**(c) Adrian Sofield**

Is an Architect by profession and holds an Associateship in Architecture from the West Australian Institute of Technology. Mr. Sofield is a retired Fellow of the Australian Institute of Architects, a Registered Architect in Fiji and a current member of the Australian Institute of Company Directors (AICD). He sits as Chairman on numerous Corporate Boards including Fijian Holdings Limited, Fiji Hardwood Corporation Limited, Naisoso Island Body Corporate Limited, and Project Bula Mai - a registered charity trust based in Nadi - and is a board member of the Nadi Rural Local Authority.
Proxy Form

Fijian Holdings Limited
ANNUAL GENERAL MEETING

I/We ..........................................................................................................................................
of ........................................................................................................................................... being a member/members

of Fijian Holdings Limited hereby appoint ..........................................................................
................................................................................................................................................. of
................................................................................................................................................. or failing that
................................................................................................................................................. of
................................................................................................................................................. as my/our proxy to vote
on behalf at the Annual General Meeting of the Company, to be held at 11.00am on October 17th
2017 and at any adjournment thereof.

As witnessed to my/our hands this ........ day of ........................................ 2017, at.........................

............................................................................................................................

Signature of Member

Signature of Witness

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending
as your proxy, please complete the above form of proxy. This form must be received by the
company by Sunday, October 15th at 11.00am. Proxy forms received later than this time will
be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not
be a member of the company.

The completed form of proxy may be:

1. Emailed to Company Secretary on mereoni.matavou@fijianholdings.com.fj or
2. Faxed to + (679) 330 5020.
3. Hand Delivered: Level 7 Ra Marama House, 91 Gordon St, Suva
### Voting on Business at the General Meeting

<table>
<thead>
<tr>
<th>Resolution</th>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
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<tbody>
<tr>
<td>To adopt the Minutes of the previous Annual General Meeting held on <strong>October 20 2016</strong> as correct record of the Meeting.</td>
<td></td>
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<tr>
<td>To adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended <strong>June 30 2017</strong>.</td>
<td></td>
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<tr>
<td>Appointment of auditors of the company for the Financial Year 2018 and that the Board be authorized to fix their remuneration.</td>
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<tr>
<td>Approve the Interim Dividends Declared During The Year</td>
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<tr>
<td>Re-appointment of <strong>Mr. Sakiusa Raivoce</strong></td>
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<tr>
<td>Ratify <strong>Mr. Yogesh Karan’s</strong> appointment</td>
<td></td>
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<tr>
<td>Ratify <strong>Mr. Adrian Sofield’s</strong> appointment</td>
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<tr>
<td>Any other business in conformity with Articles of Association.</td>
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</tr>
</tbody>
</table>

*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.*
VOTING ON POLL

When Voting Takes Place on Poll

The Companies Act and Article 56 of the Company’s Articles of Association stipulate that voting on poll can take place in the following scenarios:

1. If demanded before or on the declaration of the result of the show of hands by the chairman of the meeting; or
2. If demanded before or on the declaration of the result of the show of hands by at least 3 members present in person or by proxy; or
3. If demanded before or on the declaration of the result of the show of hands by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
4. If demanded before or on the declaration of the result of the show of hands by a member or members holding shares in the company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Voting Procedures

If a poll is duly demanded it shall be taken in the manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting in which the poll was demanded.

A poll demanded on the election of a chairman or a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than upon which a poll has been demanded may be preceded with, pending the taking of the poll.

In the case of an equality of votes, the chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote.
Voting Process

Poll is demanded

Chairman explains process

Chairman introduces Scrutineer

Scrutineer distributes voting slip

Members present at meeting who are entitled to vote cast their vote

Scrutineer collects all votes cast by Members.

Scrutineer counts all votes cast for and against the resolution and disregards votes that are invalid

Scrutineer hands over decision to Chairman

Chairman announces results of poll