

COMMUNICATIONS (FIJI) LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting (AGM) of Communications (Fiji) Limited will be held on Wednesday, 30th May, 2018, at 11 a.m. at 231 Waimanu Road, Suva to transact the following business:

General Business:

Confirmation of Minutes of previous AGM

To receive, consider and adopt the minutes of the previous Annual general Meeting held on 10th May 2017 as correct record of the meeting.

Ordinary Business:

1 - Adoption of Financial Statements for the year ended 31st December 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 31st December 2017.

2 - Election of Directors

(a) Re-appointment of Mr. Vilash Chand

To appoint a Director in place of Mr. Vilash Chand who retires by rotation in accordance with Article 108 of the Articles of Association and being eligible offers himself for re-appointment as a director of the Company.

(b) Re-appointment of Ms. Sufinaaz Dean

To appoint a Director in place of Ms. Sufinaaz Dean who retires by rotation in accordance with Article 108 of the Articles of Association and being eligible offers herself for re-appointment as a director of the Company.

(c) Retirement of Mr. Matt Wilson as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Matt Wilson, a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company, and in accordance with Article 111 of the Articles of Association of the Company the vacancy so caused on the Board of the Company be not filled up.”

(d) Appointment of Ms. Josephine Yee Joy as Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Josephine Yee Joy, who was appointed as an Additional Director with effect from May 1, 2018 on the Board of the Company in terms of Article 91 of the Articles of Association and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent director of the company."

3 - Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015. The Board proposes that the retiring Auditors, M/s. Ernst & Young, Chartered Accountants, be re-appointed as auditors of the Company from the conclusion of this AGM until the conclusion of next AGM and that the Board be authorized to fix their remuneration.

4 - Declaration of Dividend

The Board recommends adopting the 3rd dividend of \$426,960 (12 cents per share) as final dividend for the year 2017.

Special Business:

5 – Approval and adoption of new Articles of Association

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 46 and other applicable provisions of the Companies Act, 2015, the new set of Articles of Association as circulated along with Notice of this meeting, be and is hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary and proper to give effect to this resolution.

By order of the Board of Directors,



Jyoti Khatri
Group Financial Controller & Company Secretary

Dated: 7th May 2018
Suva, Fiji Islands

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective must be received at the Company's Registered Office, either in person or through post, not later than 48 hours before the time fixed for holding the meeting.
3. Explanatory Statement in respect of business matters stated in the Notice is annexed hereto.

EXPLANATORY STATEMENT

The following statement sets out material facts relating to business matters mentioned in the accompanying Notice.

1 - Adoption of Financial Statements for the year ended 31st December 2017

The audited financial position and comprehensive Income Statement and report of the Directors and Auditors for the year ended 31st December, 2017, as included in the Annual Report was posted to all the members as on 14th March 2018 and has also been uploaded on the Company's website at www.cfl.com.fj. Members are requested to peruse the Financial Statement prior to the meeting and the members shall be given reasonable opportunity by the Chairman to ask questions or share their comments on the Financial Statements at the AGM.

As per your Articles of Association the Financial Statements requires to be adopted by the members of the Company at the AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

2(a) - Election of Directors - Re-appointment of Mr. Vilash Chand

As per Article 108 of Articles of Association of the Company, 1/3rd Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Mr. Vilash Chand, a Non-Executive Director of the Company, retires by rotation and is eligible for re-appointment. In accordance with the above, Mr. Vilash Chand offers himself to be re-appointed at this AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Mr. Vilash Chand is interested in this resolution.

2(b) - Election of Directors - Re-appointment of Ms. Sufi Dean

As per Article 108 of Articles of Association of the Company, 1/3rd Directors shall be required to retire at every AGM of the Company and a retiring Director shall be eligible for re-appointment. Accordingly, Ms. Sufi Dean, a Non- Executive Director of the Company, retires by rotation and is eligible for re-appointment. In accordance with the above, Ms. Sufi Dean offers herself to be re-appointed at this AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Ms. Sufi Dean and Mr. William Parkinson is interested in this resolution.

2(c) Retirement of Mr. Matt Wilson as Director of the Company

Pursuant to the provisions of Article 108 of the Articles of Association of the Company, Mr. Matt Wilson, Director of the Company, retires by rotation at the ensuing Annual General Meeting. Mr. Matt Wilson has indicated to the Company that he is not seeking re-appointment in view of his other commitments.

Mr. Matt Wilson has been on the Board of the Company since its inception. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. Matt Wilson during his tenure as a Director and Chair on the Board of the Company.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors are interested in the said resolution except Mr. Matt Wilson.

2(d) Appointment of Ms. Josephine Yee Joy as Independent Director

SPSE Listing requirement stipulates that Board of every listed company must have at least 1/3rd independent directors. Pursuant to the retirement of Mr. Matt Wilson, an Independent Director, at this AGM there was a need to appoint an Independent Director to meet SPSE's Listing requirements.

A Committee of directors was formed to carry out the selection and screening process of the Independent Director. Subsequently, the Board of Directors at its meeting held on 1st May, 2018, appointed Ms. Josephine Yee Joy, as an Additional Director, holding the position of an Independent Director, effective 1st May, 2018. The Company has made a market announcement in this regard on 2nd May 2018.

As per Article 91 of Articles of Association the term of an Additional director shall end at this AGM of the Company and the Board proposes Ms. Josephine Yee Joy to be appointed as Independent Director of the Company at this AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

None of the Directors except Ms. Josephine Yee Joy is interested in this resolution.

3 – Appointment of M/s. Ernst & Young, Chartered Accountants as Auditors

As per the Articles of Association of the Company, an auditor of the Company shall be appointed at every Annual General Meeting and shall hold office until the conclusion of the next AGM.

Therefore, the Board recommends the appointment of M/s. Ernst & Young, Chartered Accountants, as the Auditors of the Company who shall hold office from the conclusion of this AGM until the conclusion of the next AGM.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

4 - Declaration of Dividend

During the financial year 2017 the Board had declared its 3rd dividend amounting to \$426,960 (12 cents per share). The Board recommends adopting the 3rd dividend as final dividend for the year 2017.

Your Directors recommend the resolution to be passed as an Ordinary Resolution.

5 – Adoption and approval of New Articles of Association

In view of changes in the corporate legislative environment of the country effected by introduction of the Companies 2015, the provisions contained in the existing Articles of Association of your Company required review and amendment. The existing Articles of Association were adopted in the year 2000 and was drafted under Companies Act, 1983 [Cap 247]. It had become vital to revise the existing Articles in order to align it with the requirements of the new Companies Act, 2015 and Listing Rules of the South Pacific Stock Exchange. The Board of Directors of the Company in its meeting held on 6th March 2018 deliberated in detail on the new Articles of Association and on 15th March 2018 passed a circular resolution approving the new Articles of Association subject to the approval of shareholders of the Company. The draft new Articles of Association of the Company is available on the Company's website www.cfl.com.fj and SPSE website www.spse.com.fj for shareholder's information. Shareholders can also request for a hard copy of the Articles by contacting the Company Secretary at the registered office of the Company.

In accordance with Section 46 of the Companies Act, 2015, approval of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution.

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 30th of May, 2018 and at any adjournment thereof

Signed this _____ day of _____ 2018

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 32 nd Annual General Meeting held on 10 th May 2017 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 2017.			
Re-election of <i>Mr Vilash Chand</i> .			
Re-election of <i>Ms Sufinaaz Dean</i> .			
Retirement of Mr. Matt Wilson as Director of the Company.			
Appointment of Ms. Josephine Yee Joy as an Independent Director.			
Appointment of auditors of the company for 2018 and that the Board be authorized to fix their remuneration.			
Adoption of 3 rd interim dividend of 12cents per share as final dividend			
Special Business: Approval and adoption of new Articles of Association.			
<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.