

JOINT PRESS RELEASE

FIJICARE INSURANCE LIMITED DEMONSTRATES NEW TAKEOVER PROVISIONS ON SPSE

The South Pacific Stock Exchange (SPSE or Exchange) witnessed the first takeover transaction under a **Registered Bidder's Statement** as provisioned under the 2015 Companies Act of Fiji. In contrast to previous requirements, these new provisions require more detailed information to be made public so that shareholders can determine whether to participate in a takeover transaction by selling their shares.

Through special crossing transactions executed on the market on 25th April 2018, the SPSE witnessed an exchange of a total of 6,150,879 shares at a price of \$1.10 per share through which majority shares in FijiCare Insurance Limited (FIL) was acquired by Mount Sophia Ventures (Fiji) Pte Limited.

SPSE Chief Executive Officer, Ms Krishika Narayan said "the Exchange has witnessed fairly large corporate actions being carried out in the market in the past, but this is the first transaction through which the takeover provisions and, in particular, the Bidder and Target Statement requirements as stipulated in the 2015 Companies Act of Fiji have been tested and actioned. This experience demonstrates the effectiveness of the Bidder's Statement provisions in providing information to the investing public." She also highlighted that witnessing such corporate actions being facilitated on our local stock market reiterates the fact that we continue to develop and are well positioned to be a key player in the financial market.

Ms Narayan also stated that since FIL is a publicly listed company, the process through which this acquisition was carried out clearly demonstrates the important role of Reserve Bank of Fiji (RBF) and SPSE as market regulators since the requirements set out by RBF and SPSE ensured that the transaction was executed in a transparent manner. The Exchange worked together with FIL and the bidder's representatives to ensure that adequate disclosures were made to the market regarding the transaction and that where information could not be disclosed immediately, trading suspension in FIL shares was implemented in view of protecting the interest of minority shareholders. Ms Narayan concluded by saying that this transaction has also set a benchmark for future corporate actions of this nature.

The FIL Managing Director, Mr Peter McPherson said "he would like to thank all the parties concerned especially the guidance from RBF and SPSE during the takeover transaction. He further added that FijiCare Insurance Limited being the first publicly listed company to go through a takeover transaction via a registered Bidder's Statement had to face a lot of challenges in meeting all the requirements from the 2015 Companies Act; however, in the end we had successfully accomplished the target."

Mr. McPherson further stated that there will be no significant changes to the FIL operations and the management team at FijiCare and that he looks forward to the new leadership in achieving its strategic goals. He also mentioned that he welcomes the new Chairman on FijiCare board as he believes that his expertise will greatly contribute toward expanding our business in other areas.

The newly appointed FIL Chairperson, Mr Avi Raju also shared his sentiments on becoming part of Fiji's capital markets. He said "I would like to thank the SPSE and RBF for all their support and guidance as we navigated through uncharted waters, being the first takeover transaction of this nature, of a publicly listed company in Fiji. The takeover transaction was a thorough, robust process and I would like to thank all the service providers who were involved in this historic transaction. I look forward to working with the

FijiCare management team to continue to provide excellent service to our customers and grow the business to provide superior returns to shareholders.”

Meanwhile, trading in FIL shares continues as normal with the last traded price of FIL shares standing at \$1.20 per share.

Should you require any further information on the content of this press release, please do not hesitate to contact us.



Ms. Krishika Narayan
Chief Executive Officer - SPSE
8th May 2018



Mr. Avi Raju
Chairman - FIL
8th May 2018