



TOYOTA



TOYOTA TSUSHO (SOUTH SEA) LIMITED FIJI
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Asco Motors

13th July 2018

Resolutions of the 98th Annual General Meeting

SPSE Listing rules: Section 6.21

In accordance to the above section, we hereby confirm that the following resolutions, as per the notice of the Annual General Meeting (which was circulated along with the Audited Accounts), were declared to be passed without any objection, at the AGM held on 13th July 2018 at 11.30am.

Resolution 1:

Minutes of the previous meeting held on 2nd August 2017

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 2nd August 2017 as correct record of the Meeting.

The motion was moved by Mr. I. Nand and seconded by Mr. S. Briggs (TTSPH Proxy) which was on show o/hands and was unanimously accepted by the Shareholders.

Resolution 2:

Adoption of Financial Statements for year ended 31 March 2018

To receive, consider and adopt the Audited Statements of Financial Position, Statements of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31st March 2018.

The motion was moved by Mr. I. Nand and seconded by Mr. Mr. S. Briggs (TTSPH Proxy) which was on show o/hands and was unanimously accepted by the Shareholders

Resolution 3:

Election of Directors

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

(a) Mr. Terence Gerard Daubney

Mr. Terence Gerard Daubney retires as a director in accordance with the Article 105 of the Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

The motion was moved by Mr. I. Nand and seconded by Mr. S. Briggs (TTSPH Proxy), which was on show o/hands and was unanimously accepted by the Shareholders

(b) Mr. Mitsuyoshi Okutsu

Mr. Mitsuyoshi Okutsu retires by rotation in accordance with Article 105 of the Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

The motion was moved by Mr. I. Nand and seconded by Mr. S. Briggs (TTSPH Proxy), which was on show o/hands and was unanimously accepted by the Shareholders.

(c) Mrs. Teresa Julia Apted

Mrs. Teresa Julia Apted retires by rotation in accordance with Article 114 of the Articles of Association, and being eligible offers herself for re-appointment as a Director of the Company.

The motion was moved by Mr. I. Nand and seconded by Mr. F. Kotobalavu, which was on show o/hands and was unanimously accepted by the Shareholders.

(d) Mr. Digby Bossley

Mr. Digby Bossley retires by rotation in accordance with Article 114 of the Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

The motion was moved by Mr. S. Briggs (TTSPH Proxy) and seconded by Mr. I. Nand, which was on show o/hands and was unanimously accepted by the Shareholders.

Resolution 4:

Appointment of Auditors

The Board proposes that KPMG be re-appointed as auditors of the company for the ensuing year ending 31st March 2019.

The motion was moved by Mr. S. Briggs (TTSPH Proxy) and seconded by Mr. I. Nand, which was on show o/hands and was unanimously accepted by the Shareholders.

Resolution 5:

Confirmation of dividend

To confirm the interim dividend of 20 cents per share declared on 13 June 2018 and to be paid on 10 July 2018.

The motion was moved by Mr. S. Briggs (TTSPH Proxy) and seconded by Mr. I. Nand, which was on show o/hands and was unanimously accepted by the Shareholders.

**Resolution 6:
Remuneration of Directors**

- (i) To confirm the Director's fee remuneration for Mr. D. Bossley of FJD10,000 per annum for the coming year ending 31st March 2019 in accordance with Article 110.

The motion was moved by Mr. S. Briggs (TTSPH Proxy) and seconded by Mr. I. Nand, which was on show o/hands and was unanimously accepted by the Shareholders.

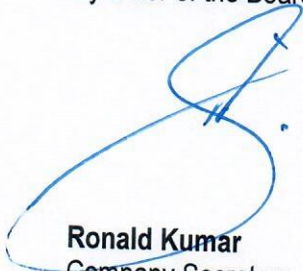
- (ii) The Board proposes that Mrs. T. Apted will continue to be provided with a Company Car in lieu of a Director's fee during the coming year ending 31st March 2019.

The motion was moved by Mr. I. Nand and seconded by Mr. S. Briggs (TTSPH Proxy), which was on show o/hands and was unanimously accepted by the Shareholders.

Other Business:

No other matters arising. The meeting concluded at 11.50am.

By order of the Board of Directors.



Ronald Kumar
Company Secretary