

NOTICE OF ANNUAL GENERAL MEETING OF FIJICARE INSURANCE LIMITED

Notice is hereby given that the Annual General Meeting of Shareholders of FijiCare Insurance Limited (the Company) will be held at the Grand Pacific Hotel, Victoria Parade, Suva on Wednesday 5th June 2019 commencing at 10:30am to transact the following business;

General Business:

To receive, consider and adopt the minutes of the previous Annual General Meeting held on 16 May 2018 as a correct record of the meeting.

Ordinary Business:

1. Consideration of Financial Statements:

To receive, consider and adopt the audited financial position and comprehensive income statement of the Company for the financial year ended 31st December 2018 together with the reports of the Board of Directors and Auditors thereon.

2. Election of Directors

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

Re-appointment of Mr. Avinesh Raju.

To appoint Mr. Avinesh Raju, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

3. Appointment of Auditors

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

Re- appointment of retiring Auditors:

Pursuant to the Articles of Association of the Company, M/s. BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

4. Confirmation of Final Dividend:

To declare a final dividend of FJD 0.08 per equity share for the financial year ended 31st December 2018.

Special Business:

All other business transacted at an AGM is special business

5. Increase in Directors Fees

The Board recommends an increase in total directors' fees for all directors to a maximum of FJD 60,000.00.

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

By order of the Board of Directors.



Victor Vikash Robert
Company Secretary

06th May 2019

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 to 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.

1. Consideration of Financial Statements:

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. Election of Director

The Board proposes that Mr. Avinesh Raju be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr Avinesh Raju:

Mr Avinesh Raju has broad experience in information technology, private equity and the healthcare sector. He holds a Bachelor of Commerce from the University of Auckland and a Master's in Business Administration from Richard Ivey Business School, University of Western Ontario, Canada.

3. Appointment of Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 99 of Articles of Association of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s. BDO, Chartered Accountants, being eligible, offer themselves for appointment.

4. Confirmation of Final Dividend:

The Board recommends a final dividend of FJD 0.08 per share for the year ended 31st December 2018. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

5. Increase in Directors fees:

Directors fees have not been subject to an increase for a number of years and in view of the increased duties and responsibilities of directors under the revised Companies Act and other legislation, and also having regard to the level of directors fees paid by comparable listed companies, it is considered appropriate to increase directors fees.

Total directors' fees for all directors were previously \$22,000.00, in addition, it is proposed that two additional directors will be appointed in the near future. The Board recommends to shareholders an increase in total directors' fees for all directors to \$60,000.00.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of FijiCare Insurance Limited, hereby appoint:

1. Name _____, of _____ or failing that;

2. Name _____, of _____

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on 5th June 2019 at 10:30am at the Grand Pacific Hotel and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements:			
2.	Election of Directors			
3.	Appointment of Auditors			
4.	Confirmation of Final Dividend:			
5.	Special Business – Increase in Directors Fees			

Signed this _____ day of _____ 20__.

Signature of Member(s) _____

Notes:

1. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, Annexure K - "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in. The form is available from the South Pacific Stock Exchange website <http://www.spse.com.fj/Listing-On-The-SPSE/SPSE-Listing-Rules.aspx>
4. This Proxy Form must be received by the Company at "**FijiCare Insurance Limited, GPO Box 15808, Suva, Fiji**" or Share Registry at **Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3302119** or email address victor@fijicare.com.fj before 10:30am, Monday 3rd June 2019, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.