



TOYOTA TSUSHO (SOUTH SEA) LIMITED

Notice of the 99th Annual General Meeting of Shareholders of Toyota Tsusho (South Sea) Limited will be held at the Asco Motors Regional Training Centre, Ratu Mara Road, Nabua on Monday 8th July 2019 at 12.00 noon.

NOTICE OF ANNUAL GENERAL MEETING OF

TOYOTA TSUSHO (SOUTH SEA) LIMITED

Notice is hereby given that the Annual General Meeting of Toyota Tsusho (South Sea) Limited will be held at the Asco Motors Regional Training Centre in Nabua on 8 July 2019 at 12.00 noon to transact the following business:

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statements including audited consolidated financial statement of the Company for the financial year ended 31 March 2019 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Dividends:

The Board recommends to confirm the declaration of the final dividend of 20 cents per equity share, which was declared during the financial year ended on 31 March 2019.

3. Election of Directors

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

i. Mr. Masahiro Kuwahara

The Board of Directors appointed Mr. Masahiro Kuwahara on 13th July 2018 to the board to fill a vacancy in accordance with Article 105 of the Articles of Association, and being eligible offers himself for re-appointment as a Director of the Company.

ii. Mr. Craig Joseph Sims

To appoint Mr. Craig Joseph Sims, director of the Company who retires by rotation pursuant to Clause 114 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

iii. Mr. Terence Gerard Daubney

To appoint Mr. Terence Gerard Daubney, director of the Company who retires by rotation pursuant to Clause 114 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

4. 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. KPMG Fiji, 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.

SPECIAL BUSINESS:

All other business transacted at the AGM is special business.

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

By order of the Board of Directors.



Ronald Nitesh Kumar
Company Secretary

14 June 2019

NOTES:

- 1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his/her/its behalf.*
- 2. The proxy need not be a member of the Company.*
- 3. A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the Company not less than 48 hours before the time for holding the meeting.*

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. Confirmation of Final Dividend:

To confirm the final dividend of 20 cents per share declared on 4 February 2019 and paid on 28 February 2019.

3. Election of Directors

The Board proposes that Mr. M. Kuwahara, Mr. C. Sims, and Mr. T. Daubney be appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Mr. Masahiro Kuwahara

Mr. Kuwahara brings a wealth of knowledge and experience to TTSSL, having worked for the Toyota Tsusho Group in the automotive field for many years. He also has first-hand knowledge of the Company's business, having worked in the region some years ago, based in the Toyota Tsusho South Pacific Holdings office in Brisbane, during which time he visited Fiji and the TTSSL subsidiaries many times.

(b) Mr. Craig Joseph Sims

Mr. Sims is a Bachelor of Commerce and Bachelor of Economics graduate from University of Queensland. He is also a CPA, CIA (Certified Internal Auditor) and MBA graduate from University of Queensland and was employed with Toyota Tsusho South Pacific Holdings in Brisbane. He relocated to Fiji in 2014 as General Manager of the regional branch for TTSPH where he diligently managed the Toyota operations in Samoa, American Samoa and Tonga and in 2017 was appointed as the Company CEO for TTSSL. Mr. Sims possesses a diverse range of experience in the field of Audit, Finance, Operations and General Management.

(c) Mr. Terence Gerard Daubney

Mr. Daubney has worked for Toyota Tsusho since 2010, and is responsible for Planning and Business Development across the TTSPH Group. Prior to that, he has more than 20 years' commercial experience, and has served on a number of boards and representative councils in the commercial and not-for-profit sectors. He has an MBA from the AGSM (UNSW) and is a Fellow of CPA Australia.

4. Appointment of Auditors

Re- appointment of retiring Auditors:

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 178 of the 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. KPMG Fiji, Chartered Accountants, being eligible, offer themselves for appointment.

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 the above named Company, 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 Toyota Tsusho (South Sea) Limited General Meeting of the Company, to be held on 8 July 2019 at 12pm at Asco Motors Regional Training Centre 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
1.	Consideration of Financial Statements:			
2.	Confirmation of Final Dividend			
3.	Election of Directors			
4.	Appointment of Auditors			

Signed this _____ day of _____ 20__.

Signature of Member(s) _____

Notes:

1. *It is optional to put an '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, "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at 1 Ratu Mara Road, Nabua, Suva or Share Registry at Central Share Registry Pte Limited, Shop1 and 11 Sabrina Building, Victoria Parade or faxed on 3370309 or email address rkumar@asco.com.fj before 12.00 noon, 6th July 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.

Appointment of Corporate Representative

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at all meetings **OR** the meeting to be held on 8 July 2019 at 12pm at Asco Motors Regional Training Centre, Nabua, Fiji.

Of

Toyota Tsusho (South Sea) Limited

SIGNATURES- THIS MUST BE COMPLETED

	<i>Director</i>	<i>Sole director & Sole secretary</i>
Common Seal (if applicable)		
	<i>Director /Company Secretary</i>	<i>Date</i>
		/ /

Information

In order to be effective, the form must be received by the Company Secretary of Toyota Tsusho (South Sea) Limited within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment may be a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.

