

Notice of Annual General Meeting of Fijian Holdings Limited

Notice is hereby given that the Annual General Meeting of Shareholders of the *Fijian Holdings Limited* will be held at the **Britannia Ball Room, Grand Pacific Hotel, Suva on October 23rd 2015 commencing at 3.00pm** for the purpose of transacting the following business;

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

Agenda

General Business:

Minutes of the Previous Meetings held on October 29 2014

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on *October 29 2014* as correct record of the Meeting.

Ordinary Business:

Item 1 Adoption of Financial Statements for year ended June 30 2015

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 *June 30 2015*.

Item 2 Appointment, Retirement and Election of Directors by Rotation

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

(a) Iowane Naiveli

Iowane Naiveli retires by rotation in accordance with *Article 79* of the Company's Constitution, and being eligible offers himself for re-appointment as a Director of the Company

(b) Sakiusa Raivoce

Sakiusa Raivoce retires by rotation in accordance with *Article 79* of the Company's Constitution, and being eligible offers himself for re-appointment as a Director of the Company

(c) Viliame Naupoto

To ratify the appointment of Viliame Naupoto on August 11 2015 as a Director of the company representing B Class shareholders with the concurrence of the Minister for iTaukei Affairs under *Article 78 & 80* of the Company's Memorandum and Articles of Association.

(d) Ratu Aisea Waka Vosailagi

To ratify the appointment of Ratu Aisea Waka Vosailagi on August 11 2015 as a Director of the company representing B Class shareholders with the concurrence of the Minister for iTaukei Affairs under *Article 78 & 80* of the Company's Memorandum and Articles of Association.

(e) John O'Connor

To ratify the appointment of John O'Connor on August 11 2015 as a Director of the company representing B Class shareholders with the concurrence of the Minister for iTaukei Affairs under *Article 78 & 80* of the Company's Memorandum and Articles of Association.

Item 3 Appointment of Auditors

The Board proposes that *KPMG Chartered Accountants* be appointed auditors of the company for *financial year 2016* and that the Board be authorized to fix their remuneration.

Item 4 To Approve the interim dividend declared during the year.

The Board recommends that a final dividend of *11cents per share* be declared bringing the total dividends declared to *22cents per share* for the year ended June 30 2015.

Other Business:

Any other business brought up in conformity with the Articles of Association of the company.

By order of the Board of Directors



Kelepi Rakabikabi

Company Secretary

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 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.

Item 1 Adoption of Financial Statements

The Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors included in the 2015 Annual Report is for the shareholders to read prior to the meeting.

As stipulated in the Articles of Association of the company, it is a requirement that the shareholders present at the AGM receive and adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors of the company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about, or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditor's Report. Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

Item 2 Appointment, Retirement and Election of Directors by Rotation

The Board proposes that Messrs Iowane Naiveli, Sakiusa Raivoce, Viliame Naupoto, Ratu Aisea Waka Vosailagi, and John O'Connor be appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Iowane Naiveli

Is a Chartered Accountant and a business consultant by profession. He is the sole partner of I. Naiveli & Company. He holds a Bachelor of Arts degree in Accounting and was previously the president of Fiji Institute of Accountants. Mr. Naiveli is also the Chairman also the Chairman for South Sea Cruises Ltd, Media Niugini Ltd, and a Board member for the Reserve Bank of Fiji, RB Patel Group Ltd, Basic Industries Ltd, Pasifika Holdings Ltd, and FHL Retailing Ltd. He is a member of the Australian Institute of Directors. He is a Financial Advisor to the iTaukei Affairs Board and is a Trustee for the Unit Trust of Fiji. He is a member of the USP council and Chairman of its Audit & Risk Committee. He is a former Chairman and member of the External Audit Committee of the International Monetary Fund (IMF), Washington DC.

(b) *Sakiusa Raivoce*

Is a Security Consultant and a former Senior Military Officer having served in Headquarters, RFMF as a Staff Officer and Government House as Military Assistance/ADC to the President of the Republic of Fiji. Colonel Raivoce served on UN Peace Keeping Duties in the Middle East, (Lebanon, Sinai Desert, Syria, Kuwait and Iraq). He also served as Field Security Adviser in East Timor from September 1999 to Dec 2000. He served as Director for the British Security Firm Global Risks International as its Representative in Fiji from 2003 to 2012. He is currently the Chairman for Pacific Cement Limited and FHL Properties Limited. He is the Chairman of FHL People & Leadership Sub Committee and Director Merchant Finance, Human Resources Sub Committee.

(c) *Viliame Naupoto*

Is a military officer by profession. He is currently the Acting Commander for RFMF. He served in Government from 2007 to 2014 as Director Immigration, Permanent Secretary for Fisheries and Forests and as Minister for Youth and Sports. He also served previously as Chairman of FTIB, Chairman of Fiji Pine Group and a board member of Fiji Film.

(d) *Ratu Aisea Waka Vosailagi*

Is a former Naval Officer and holds a Bachelor of Engineering (Maritime & Naval Architecture). He is the Company Secretary and Chief Executive Officer of Na Hina Limited. He holds directorship positions for Fiji Resorts Limited (owners of Yanuca Island Limited, T/A Shangri-La's Fijian Resort & Spa), National Fire Authority and Fiji Rugby Union. He is the current Chairman of the Nadroga/Navosa Provincial Council.

(e) *John O'Connor*

Is the Chief Executive Officer for National Fire Authority. Previously, he was the General Manager – Human Resources with Fiji Electricity and had held various senior roles in the Authority. He holds a Masters of Business Administration and a Masters of Arts in Governance and Leadership. Both from the University of the South Pacific. He has also received an Order of Merit from the Australian Institute of Company Directors and a member of the institute. He also serves as a director on the Fiji Rugby Union Board.

Item 3 Appointment of Auditors

The Board proposes that **KPMG** be appointed auditors of the Company for 2016 and that the Board be authorized to fix their remuneration.

Pursuant to Section 162 of the Companies Act, every company shall, at each annual general meeting, appoint auditor or auditors to hold office from the conclusion of that, until the conclusion of the next, annual general meeting. The section also stipulates that the remuneration of the auditors may be fixed by the directors of the company upon approval from shareholders in a general meeting.

Item 4 To approve the interim dividend declared during the year.

The Board recommends that a **final dividend of 11cents per share** be declared bringing the total dividends declared to **22cents per share** for the year ended **June 20 2015**.

Pursuant to **123** of the company's Articles of Association, the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors. The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

As a listed company, we are obliged to follow the format and structure entailed in the SPSE Listing Rules and guidelines when declaring dividends.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the company by Wednesday, October 21st at 3.00pm. Proxy forms received later than this time will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the company.

The completed form of proxy may be:

1. Emailed to kelepi.rakabikabi@fijianholdings.com.fj or
2. Faxed to + (679) 330 5020.
3. Hand Delivered: Level 7 Ra Marama House, 91 Gordon St, Suva



Proxy Form

Fijian Holdings Limited
ANNUAL GENERAL MEETING

I/We..... of
..... being a member/members of
Fijian Holdings Limited hereby appoint
..... of
..... or failing that
..... of
..... as my/our proxy to
vote on behalf at the Annual General Meeting of the Company, to be held at 3.00pm on
October 23rd 2015 and at any adjournment thereof.

As witnessed to my/our hands thisday of20..., at

.....

.....

Signature of Witness

.....

Signature of Member

Voting on Business at the General Meeting

Resolution	For	Against	Abstain
To adopt the Minutes of the previous Annual General Meeting held on October 29 2015 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 June 30 2015 .			
Re-election of <i>Iowane Naiveli</i>			
Re-election of <i>Sakiusa Raivoce</i>			
Appointment of <i>Viliame Naupoto</i>			
Appointment of <i>Ratu Aisea Waka Vosailagi</i>			
Appointment of <i>John O'Connor</i>			
Appointment of auditors of the company for <i>the financial year 2016</i> and that the Board be authorized to fix their remuneration.			
Approve the Interim Dividend Declared During The Year <ul style="list-style-type: none"> - The Board recommends that a final dividend of <i>11cents per share</i> be declared bringing the total dividends declared to <i>22cents per share</i> for the year ended June 30 2015. 			
Any other business in conformity with Articles of Association.			

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 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.