



AMALGAMATED TELECOM HOLDINGS LIMITED.
Annual General Meeting of Shareholders

Notice of Meeting

Notice is hereby given that the 17th Annual General Meeting of Shareholders of Amalgamated Telecom Holdings Limited will be held on Wednesday, 26 August 2015 Commencing at 9.30am at the Lali Room, Holiday Inn, Victoria Parade, Suva

Order of Business:

1. Apologies
2. Determination of Proxies and Quorum
3. Address by the Chairman
4. Address by the General Manager/Company Secretary
5. General Business

Minutes of the Previous Meeting Held on 22 October 2014

To receive, consider and adopt the minutes of the 16th Annual General Meeting held on Wednesday, 22 October 2014 as correct record of the meeting.

6. **Ordinary Business**

Item 1 Adoption of Financial Statements for the Year Ended 31 March 2015

To receive, and if thought fit, adopt the financial statements of the Company and of the group, comprising of the statements of financial position, the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows, and the reports of the Directors and Auditors for the financial year ended 31 March 2015.

Item 2 Election of Directors

To consider and if thought fit, pass a resolution for the election of Mr Umarji Musa who retires by rotation in accordance with Article 6.4 of the Company's Articles, and has been nominated by Government for re-appointment.

Item 3 Remuneration of Directors

To fix the total remuneration of Directors for the ensuing year. In accordance with *article 6.7*, the meeting is to set a fixed sum annually.

Item 4 Appointment of Auditors

The Board proposes that BDO be appointed auditors of the company for the financial year ending 31 March 2016 and that the Board be authorized to fix their remuneration.

Item 5 Declaration of Dividends

The Board recommends that a final dividend of \$0.035 per share or \$14,773,670.38 be ratified. This brings the total dividends already been declared to \$0.07 per share or \$29,547,340.76 for the year ended 31 March 2015.

7. **Other Business**

To transact any other business which may be properly brought forward in accordance with the *Articles of Association*.

8. **Close**

By Order of the Board

Ivan Fong
Company Secretary

Dated this 5 August 2015

Explanatory Notes

This Explanatory Notes are 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 Notes 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 need to be addressed through a market announcement by the Company within a reasonable timeframe.

Item 2 Election of Directors

Article 6.5 provides for the appointment of Strategic Investor Directors while article 6.4 provides for the appointment of Fiji Directors. The Strategic Investor Directors are appointed by the Fiji National Provident Fund ('FNPF'). The FNPF currently holds 58.2% of the company's issued shares and is therefore entitled to 4 nominees under Article 6.5(i)(a).

The Government has written to ATH nominating Mr Umarji Musa's re-appointment as a director of the Company. Government considers that the nominee possesses attributes necessary for the development of the Company.

Mr Umarji Musa holds a Bachelor of Arts majoring in Economics and holds a number of professional credentials including Senior Associate of the Financial Services Institute of Australia (FINSIA).

He joined the Fiji Development Bank in 1974 and retired in 2010 after serving 36 years. He has had a distinguished career, having held the position of General Manager in the Bank's Lending Operations for 21 consecutive years prior to his retirement.

Presently, Mr Musa holds board membership of various government entities, which includes the Water Authority of Fiji, Housing Authority of Fiji, Amalgamated Telecom Holdings Limited and Telecom Fiji Limited. He is also a Credit Sub-Committee member of HFC Bank. He brings across extensive experience in Banking, Financial Analysis and Project Finance.

Item 3 Appointment of Auditors

The Board proposes that BDO be appointed Auditors of the Company for the year ending 31 March 2016 and that the Board be authorised to fix the 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 Declaration of Dividends

The Board recommends that a final dividend of \$0.035 per share or \$14,773,670.38 be ratified. This brings the total dividends already been declared to \$0.07 per share or \$29,547,340.76 for the year ended 31 March 2015.

Pursuant to Article 9.1 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.

Item 5 Distribution

The Notice of Meeting is given pursuant to *Article 5.2*, to the following:

- Each registered shareholder as at the date of the notice.
- Chairman of the Board of Directors, Mr Ajith Kodagoda
- Directors: Mr Arun Narsey, Mr Taito Waqa, Mr Tom Ricketts, Mr Umarji Musa and Mr Isikeli Vocedua
- Auditors: Messrs BDO, Attention: Mr Pradeep Patel
- South Pacific Stock Exchange Limited.

Item 6 Attendance and Proceeding

Any shareholder or proxy, attorney or representatives can attend and vote (*Articles 5.9 & 5.10*). The Chairman of the Board of Directors will preside as Chairman of the meeting or in his absence the Deputy Chairman (if any) or a person elected by members present (*Article 5.6*)

Item 7 Proxy

Under *article 5.10 (ix)*, if any shareholder wishes to vote by proxy then the attached proxy form must be completed by the shareholder and deposited with the Company Secretary at the registered office not less than 48 hours before the time for holding the meeting.

The registered office is located on the Second Floor, Harbour Front Building, Rodwell Road, Suva. Its postal address is G P O Box 11643, Suva, and telephone number 3308-700, or fax number 3308-044. The Company Secretary can also be contacted via e-mail at IvanF@ath.com.fj



AMALGAMATED TELECOM HOLDINGS LIMITED

APPOINTMENT OF PROXY

The Company Secretary
G P O Box 11643
Suva

I / We,
being a member/s of Amalgamated Telecom Holdings Limited, hereby appoint

.....
as my / our proxy, to vote for me / us and on my / our behalf at the 17th Annual General Meeting of Amalgamated Telecom Holdings Limited to be held on **Wednesday, 26 August 2015 at 9.30 am** and at any adjournment thereof.

Signed this day of2015

Signature of member/s:

Name of member/s:

Signature of witness: this day of2015

Voting on Business at the General Meeting

Resolution	For	Against	Abstain
To adopt the Minutes of the previous Annual General Meeting held on 22 October 2014 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 31 March 2015.			
Re-election of Mr Umarji Musa			
Remuneration of Directors			
Appointment of BDO as auditors of the company for the financial year ending 31 March 2016 and that the Board be authorized to fix their remuneration.			
Approve a final dividend of 3.5 cents per share to be declared			
(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.