

CHAPTER 2: DEFINITIONS AND INTERPRETATIONS

6. Definitions

In these Rules, unless the context otherwise requires:

“**Act**” means the Companies Act 2015, or any statutory modification or re-enactment thereto, as the case may be;

“**Audit**” includes a review of financial reports for half, quarterly and annually;

“**Board**” means the board of directors of a Company;

“**Bonus Issue**” means issue of additional shares to existing shareholders at a pro-rata for no consideration;

“**Business Day**” means a day that is not a Saturday, a Sunday or a public holiday or Financial Institution holiday in Republic of Fiji;

“**Buy-back**” by a Company means acquisition by the Company of shares in itself;

“**Chief Executive Officer**” shall mean a person so appointed pursuant to the Articles of Association of the Company or any other contractual arrangement entered into between the Company and Chief Executive Officer;

“**Committee**” shall mean Committee of Board of Directors or any other Committee so constituted;

“**Company**” means a company as defined under the Companies Act 2015, or a company incorporated in a foreign jurisdiction, or a government or quasi government borrowing authority;

“**Company Announcements Platform**” means an online medium via the SPX website that enables a Listed Entity to facilitate the electronic lodgement of market announcements as part of its continuing listing requirements. The lodged announcement is then distributed electronically to the market through a subscriber network;

“**Convertible Securities**” includes any Security which subject to the terms of the issue is convertible into or exchangeable into another Security of the Listed Entity at a later date with or without the option of the Security holder and includes convertible debt instruments and convertible preference shares;

“**Date of Ex-Benefit**” in relation to a benefit, means the first Business Day that a purchaser of Security will not be entitled to receive that benefit;

“**Debenture**” shall have the same meaning as assigned to it under Companies Act 2015;

“**Debt Security**” means a debenture including but not limited to an unsecured note, a bond, and any other Security classified by SPX as a debt security;

“**Director**” shall have the same meaning as assigned to it under the Companies Act 2015;

“**Dividend or Distribution Plan**” means any plan which gives holders of Securities the opportunity to accept Securities in place of dividend distribution or interest payment (either partly or wholly);

“**Equity Security**” includes a share, a unit, a Convertible Security or any other Security SPX classifies as an equity security;

“Financial Year” shall have the same meaning as per Section 407 of the Companies Act 2015;

“Investment Adviser” means a holder of Security Industry Licence issued by Reserve Bank under Section 273 of the Companies Act 2015, to carry on a business of an Investment Adviser;

“Listed Entity” means a Company or any other body approved by SPX that has listed its Securities on SPX in accordance with the Listing Agreement and that is included in the Official List of SPX;

“Listing Agreement” shall mean an agreement that is entered into between SPX and a Company or with any other body approved by SPX, agreeing and undertaking to comply with conditions for listing of Securities;

“Managed Investment Scheme” shall have the same meaning as assigned to it under Companies Act 2015;

“Managing Director” shall mean a person so appointed pursuant to the Articles of Association of the Company or any other contractual arrangement entered into between the Company and Managing Director;

“Market” or “Financial Market” means a market for trading in Securities in Fiji, whether operated by a third party or not and including, but not limited, to a Securities Exchange;

“Market Capitalisation” means (a) for a Listed Entity the product of the number of issued Securities and the Market Price, and (b) for a Company under application for listing, the product of the minimum number of issued Securities after the offer of Securities and the minimum offer price;

“Market Price” means the last traded price at which a Security traded;

“Officers” shall have the same meaning as per the Companies Act 2015;

“Official List” means Securities of listed entities approved for listing on the SPX;

“Person” includes an individual, body corporate or other Company;

“Record Date” is the date for determining who is entitled to a dividend or any other entitlement associated with a Security and those listed in the register as on the record date are eligible for that entitlement;

“Reserve Bank of Fiji or Reserve Bank or RBF” means the Reserve Bank of Fiji established under Section 3 of the Reserve Bank of Fiji Act (Cap 210);

“Rights Issue” is an offer by way of rights to existing security holders which enables those holders to subscribe for further Securities in proportion to their existing holdings;

“Right of Renunciation” in relation to a rights issue or offer of Securities means issue of rights where the offeree can choose to take up the rights offered, let them lapse, or transfer the rights to another person;

“Security or Securities” includes Equity Security, Debt Security, preference shares or other marketable securities of a like nature, or Derivatives thereof of a Company, whether listed or not;

“Senior Management” shall mean personnel of the Listed Entity who are members of its core management team excluding Board of directors; normally this shall comprise all members of management one level below the executive directors, including all functional heads;

“**Suspension**” means a halt in trading in the Security listed on the SPX; and

“**SPX**” means the South Pacific Stock Exchange Pte Limited.

7. Principles of Interpretation

- 7.1 In Listing Rules, headings do not affect the interpretation of the Rules and unless the context otherwise requires:
- i. words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa;
 - ii. references to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form and electronic mail received by the SPX e-mail systems;
 - iii. the dollar sign “\$” refers to Fiji Dollars (FJD); and
 - iv. references made to time are in Fiji time.
- 7.2 All other words and expressions used but not defined in these Rules, but defined in the Companies Act 2015, Reserve Bank of Fiji Act (Cap 210), SPX Business Rules or rules and regulations made thereunder or documents published by SPX shall have the same meaning as respectively assigned to them in any such Act or Rules or Regulations or published documents. If, however, there is a contradiction in the meaning of a word or expression that is defined in the Companies Act 2015, Reserve Bank of Fiji Act (Cap 210), SPX Business Rules or Rules and Regulations made there under or documents published by SPX, the meaning assigned to the word or expression under the Companies Act 2015, shall prevail.
- 7.3 The Rules shall be interpreted, administered and enforced by SPX. Any decision of SPX regarding the interpretation, administration or enforcement of the Rules shall be conclusive and binding on a Company applying for listing and a Listed Entity. The SPX may issue practice notes and guidance notes, from time to time, to assist listed entities in interpreting and complying with the Rules. SPX reserves the right to amend or add to the Rules from time to time, after following the due procedure of approvals from Reserve Bank.