

**Annexure A: Listing Application & Agreement**

Name of Company

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Company Registration Number

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Address

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Date

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To:

The South Pacific Stock Exchange

Application for Listing of Securities

We would like to apply for a listing for securities issued/to be issued by this company.

**Section A: General Information about the Company:**

1	Date of incorporation:	
2	Place of incorporation:	
3	Address of registered office:	

4	Telephone number, postal address, fax number, website address and e-mail address for contact purposes:	
5	Nature of Business of Company, in brief:	
6	Name of Holding and Subsidiary company/companies, if applicable:  Also, provide interrelationship of the applicant company with the holding and subsidiary company:	
7	Type of securities to be listed: (e.g. shares, debentures, etc.)  For shares Section D applies, for any other security Section E applies.	
8	Three (3) alphabet code to identify the listed security for trading purposes:	

9	Proposed method (public offer or compliance listing) by which the securities are to be brought to listing and details of any proposed distribution of the securities:	
10	Name and address of Share Registry for each class of security:	
11	If the company is a foreign company which has a registered Share Registry for listed securities, the location of Fijian security registers:	
12	Name of Investment Adviser:	

**Section B: Financial Details of the Company [In FJD]:**

1	Issued Capital before listing of securities:	
2	Capital proposed to be issued by this offering:	
3	Issued Capital after listing of securities:	
4	Estimated Market Capitalisation before listing	
5	Estimated Market Capitalisation after listing	
6	Annual Balance Sheet Date	

**Section C: Details of Director/Secretary of the Company:**

1	Full Name & Address of Managing Director/ Chief Executive Officer	
2	Full Name & Address of Executive Directors (except Managing Director mentioned in point 1.)	
3	Full Name & Address of Non-Executive Independent Directors	
4	Full Name & Address of Company Secretary	

**Section D: Particulars of securities (shares) of the Company to be listed:**

Class of Security [A]	Number of securities to be offered to the public or applied for listing [B]	Paid up Value per share in FJD [C]	Total paid up Value in FJD [D]: [product of column B and C]

**Section E: Particulars for securities (securities other than shares) applied for listing are as follows:**

Type of Security	Total Amount in FJD	Unit in FJD	Rate of Interest %	Interest Due Date	Date of Redemption

### **Agreement and Warranty:**

We affirm that the company wishes to list its securities on the South Pacific Stock Exchange and understand that the goal in doing so is to create an attractive market for investors for trading in securities. We understand that the purpose of the SPX's Listing Rules is to facilitate the development and successful operation of such a market.

We agree that our admission to the official list is subject to SPX's absolute discretion and that SPX may allow listing on any conditions it decides.

We warrant to SPX that all documents required by the Companies Act 2015, Listing Rules and any other statutory or regulatory requirement, to be filed with the Registrar of Companies and the Reserve Bank of Fiji, in respect of listing of the company, have been duly filed and that due compliance has been made with all other legal requirements in connection with the issue/offer of any of its securities applied for listing.

We warrant to SPX that the securities to be listed comply with the law, and are not for an illegal purpose and that there is no reason why the securities should not be listed.

We agree and undertake to conform to the rules of the SPX and any amendments that may be made from time to time. We understand that SPX will undertake necessary action for any breach or misconduct of SPX Rules.

We agree to give SPX the information and documents required for this application. If any information or document is not available now, we will provide it to SPX before the securities are listed. We acknowledge that SPX is relying on the information and documents. We warrant that they are (will be) true and complete.

We undertake that securities of the company shall not be withdrawn from listing without prior approval of the SPX.

We agree that the Listing Rules are to be interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and

- in a way that best promotes the principles on which the Listing Rules are based.

We will comply with the Listing Rules that are in force from time to time, even if listing of our securities is deferred, suspended or subject to a trading halt.

We will indemnify SPX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

We declare and confirm to the best of our knowledge, information and belief:

1. That the Company is duly formed and validly existing as a Company limited by shares registered as a \_\_\_\_\_ [local/foreign] company under the laws of the Republic of Fiji;
2. That the Company is legally and properly organised and is in compliance with the statutory and regulatory requirements in its business conduct;
3. That the Company is authorised to apply for listing its securities with SPX and has in this regard obtained approval from shareholders of the Company by way of a Special Resolution in its duly convened \_\_\_\_\_ [Annual/Extra-ordinary] General Meeting held on \_\_\_\_\_;
4. That the securities of the Company in respect of which application for listing is being made have been duly authorised and issued in accordance with the Companies Act 2015, SPX Listing Rules and Articles of Association of the Company;
5. That the Company has sufficient working capital to last at least twelve (12) months and that the Company will be able to pay all person's debts, as and when they become due and payable; and
6. That by making an application to SPX for listing its securities with SPX, the Company does not violate any provision of law, rule, regulation, order, writ, judgment, injunction, decree, determination or award presently in effect having applicability to the Company.

Given under the common seal, if applicable, of the company this \_\_\_\_\_ day of \_\_\_\_\_  
20\_\_\_\_

.....  
Director

.....  
Director/Company Secretary

## Annexure B: Investment Adviser's Declaration

To: The South Pacific Stock Exchange

We \_\_\_\_\_, the Investment Adviser  
to \_\_\_\_\_ (name of company applying  
for listing/listed entity)

declare that:

### 1. Public Shareholding

- a. To the best of our knowledge and belief, at the time trading commences on SPX, the minimum public shareholding (or security holding in case of debt security) prescribed under Chapter 3 of the SPX Listing Rules will be satisfied by the Company applying for listing.

### 2. General

- a. Having made due and careful enquiry of the company and its advisers, we affirm that the company has satisfied all relevant conditions for listing and other relevant requirements of the Listing Rules;
- b. Having made due and careful enquiry of the company and its advisers, we affirm that all the documents required by the Listing Rules to be included in the application for listing have been supplied to the SPX;
- c. We affirm that the directors of the company:
- i. have been explained by us or other appropriate professional advisers the nature of their responsibilities and obligations as directors of a listed company under the Listing Rules; and
  - ii. in particular, understand what is required of them to enable holders of the company's listed securities and the public to appraise the position of the company and avoid the creation of a false market in its securities once they are listed.

Given under the common seal, if applicable, of the company this \_\_\_\_\_ day of \_\_\_\_\_  
20\_\_\_\_

.....

Director

.....

Director/Company Secretary

**Annexure C: Application for Listing of Additional Securities and Agreement**

Company Registration Number	
Name of Company	
Address	
Date	

To:

The South Pacific Stock Exchange

Application for Listing of Additional Securities

We would like to apply for a listing for the following securities issued/to be issued by this company:

1	Type of securities applied for listing (e.g. shares, debentures, etc.)	
2	Class of securities for which listing is sought (mention, if applicable)	
3	Number of securities for which listing application is being made	

4	Principal terms of the securities (e.g. if options, exercise price and expiry date; if convertible securities, the conversion price and dates for conversion)	
5	Date of allotment of securities	
6	Dates of despatch of certificates or statement of holdings, as applicable	
7	Number of holders of additional securities	
8	Issue price or consideration of additional securities	
9	Purpose of the issue (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)	

10	<p>Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the voting rights of the additional securities</li> <li>• the rights of the additional securities to participate in new issues of securities</li> </ul>	
11	Number and class of all securities listed on SPX (including the securities in clause 1 above)	
12	Were the securities issued for cash?	
13	Name of Investment Adviser (if applicable)	

### Agreement:

We affirm that the company wishes to list additional securities on the South Pacific Stock Exchange and understand that the goal in doing so is to create an attractive market for investors for trading in securities. We understand that the purpose of the SPX's listing rules is to facilitate the development and successful operation of such a market.

We warrant to SPX that all documents required by the Companies Act 2015, SPX Listing Rules and any other statutory or regulatory requirement, to be filed with the Registrar of Companies and Reserve Bank of Fiji, in respect of listing of the company, have been duly filed and that compliance

has been made with all other legal requirements in connection with the rights issue of additional securities applied for listing.

We warrant to SPX that the securities to be listed comply with the law and it is not for an illegal purpose, and that there is no reason why those securities should not be listed.

We agree and undertake to conform to the rules of the SPX and any amendments that may be made from time to time.

We give SPX the information and documents required by this form. If any information or document is not available now, we will give it to SPX before the securities are listed. We acknowledge that SPX is relying on the information and documents. We warrant that they are (will be) true and complete.

We will indemnify SPX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.

We declare and confirm to the best of our knowledge, information and belief:

1. That the Company is duly formed and validly existing as a Company limited by shares registered as a \_\_\_\_\_ [local/ foreign] company under the laws of the Republic of Fiji;
2. That the Company is legally and properly organised and is in compliance with the statutory and regulatory requirements in its business conduct;
3. If applicable that the Company is authorised to apply for listing additional securities with SPX and has in this regard obtained approval of shareholders of the Company by way of a Special Resolution in its duly convened \_\_\_\_\_ [Annual/Extra-ordinary] General Meeting held on \_\_\_\_\_;
4. That the securities of the Company in respect of which application for listing is being made have been duly authorised and issued in accordance with the Companies Act 2015, SPX Listing Rules and Articles of Association of the Company;
5. That the Company has sufficient working capital to last at least twelve (12) months and that the Company will be able to pay all person's debts, as and when they become due and payable; and
6. That by making an application to SPX for listing additional securities with SPX, the Company does not violate any provision of law, rule, regulation, order, writ, judgment, injunction, decree, determination or award presently in effect having applicability to the Company.

Given under the common seal, if applicable, of the company this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

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 Director

.....  
 Director/ Company Secretary

**Annexure D: Half/Full Year Accounts/Reports**

Name of Listed Entity.....

(Half Year Report can be audited or unaudited. If accounts are audited, an audit statement needs to be attached)

**Statement of Profit or Loss and Other Comprehensive Income**

**For \*half/full year ended.....(date)**

		Consolidated		
		Current *half /full year FJD\$000	% change	Previous corresponding *half /full year FJD\$000
<b>1. OPERATING REVENUE</b>			%	
	(a) Sales Revenue			
	(b) Other Revenue			
	(c) Total Operating Revenue			
<b>2. (a) Net Profit/Loss before Tax</b>			%	
	(b) Income Tax Expense			
	(c) <b>Net Profit/Loss after Tax</b>			
<b>3. (a) Extraordinary item after Tax</b>				
	<b>(b) Net Profit/Loss after Tax &amp; Extraordinary Item</b>			
<b>4. (a) OEI in net profit and extraordinary items after Income Tax</b>				
	<b>(b) Net Profit/Loss after Extraordinary Items and Income Tax Attributable to Members of the Company</b>		%	
	(c) Retained Profit at Beginning			
	<b>(d) Total available for appropriation</b>			
	(e) Ordinary dividend provided for			
	(f) Preference dividend provided for			
	(g) Transfer to general reserves			
	(h) Total appropriations			

(i) Retained profit at year end

	%	
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**5. Earnings Per Share**

(a) Basic earnings per share

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(b) Diluted earnings per share

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\*Delete as required

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Director

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Director/Company Secretary

**Statement of Financial Position**

**For half/full year ended.....(date)**

	Consolidated		
	At end of current *half /full year FJD\$000	As shown in last Annual Report FJD\$000	If half yearly as shown in last Half Yearly Report FJD\$000
<b>6. CURRENT ASSETS</b>			
(a) Cash Assets			
(b) Trade receivables			
(c) Other receivables			
(d) Inventories			
(e) Short-term investment			
(f) Other assets			
<b>(g) Total Current Assets</b>			
<b>NON-CURRENTS ASSETS</b>			
(h) Property, plant and equipment			
(i) Long-term investment			
(j) Term deposit			
(k) Future Income tax benefit			
(l) Intangible assets			
(m) Other			
<b>(n) Total Non-Current Assets</b>			
<b>(o) Total Assets</b>			
<b>7. CURRENT LIABILITIES</b>			
(a) Trade payables			
(b) Other payables and accruals			
(c) Current tax liabilities			
(d) Interest-bearing borrowings			
(e) Term loan – secured			
(f) Bank overdraft			

(g) Unsecured advance			
(h) Inter-company loan			
(i) Provisions			
(j) Other			
<b>(k) Total Current Liabilities</b>			

**NON-CURRENT LIABILITIES**

(l) Term loan – secured			
- unsecured			
(m) Unsecured advance			
(n) Inter-company loan			
(o) Deferred tax liabilities			
(p) Provisions			
(q) Other			
<b>(r) Total Non-Current Liabilities</b>			
<b>(s) Total Liabilities</b>			
<b>(t) NET ASSETS</b>			

**8. EQUITY**

(a) Contributed equity			
(b) Reserves			
(c) Retained profits/accumulated losses			
<b>(d) Equity Attributable to Members</b>			

**OEI in Controlled Entities**

(e) Contributed equity			
(f) Reserves			
(g) Retained profits/accumulated losses			
<b>(h) Total Outside Equity Interest in Controlled Entities</b>			
<b>(i) TOTAL EQUITY</b>			

\*Delete as required

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Director

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Director/Company Secretary

**Statement Of Cash Flows**

For half/full year ended.....(date)

**9. CASH FLOW FROM OPERATING ACTIVITIES**

- (a) Cash Received from Trading activities
- (b) Cash Payments
- (c) Interest Received
- (d) Dividend Received
- (e) Interest Paid
- (f) Income Tax Paid
- (g) **Net Cash Inflow from Operating Activities**

**10. CASH FLOWS FROM INVESTING ACTIVITIES**

- (a) Acquisition of Fixed Assets
- (b) Proceeds from Sale of Fixed Assets
- (c) Acquisition of Investment
- (d) Long Term Deposit
- (e) Audio Visual Production
- (f) Proceeds from Sale of Associate
- (g) Proceed from Sale of Investment
- (h) **Net Cash (Outflow) from Investing Activities**

**11. CASH FLOWS FROM FINANCING ACTIVITIES**

- (a) Acquisition of Fixed Assets
- (b) Repayment of Secured Loan
- (c) Proceed from Issue of Shares
- (d) Proceeds from Borrowings
- (e) Repayment of Lease Principal

<b>CONSOLIDATED</b>	
Current *half /full year FJD\$000	Previous corresponding *half /full year FJD\$000



(f) **Net Cash (Outflow)/Inflow from Financing Activities**

**12. NET INCREASE/(DECREASE) IN CASH HELD**

- (a) Cash/(Overdraft) at beginning of year
- (b) Effects of exchange rate changes on opening cash balances
- (c) Cash/(Overdraft) at end of year


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Director

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Director/Company Secretary

**Annexure E: Distribution Schedule of Security Holders**

No. of Shareholders	Shareholding	Total Percentage Holding
	0 - 500	
	501- 5,000 shares	
	5,001 - 10,000 shares	
	10,001 - 20,000 shares	
	20,001 - 30,000 shares	
	30,001 - 40,000 shares	
	40,001 - 50,000 shares	
	50,001 - 100,000 shares	
	100,001 - 1,000,000 shares	
	over 1,000,000 shares	

**Annexure F: Dividend Declaration**

[NAME OF COMPANY]

**Declaration of Dividend****PART A: Basic Details**

Sr. No.	Particulars	Answer
1.	Type of dividend/distribution	<input type="checkbox"/> Final <input type="checkbox"/> Interim <input type="checkbox"/> Any other (specify) _____ _____
2.	The dividend/distribution relates to	<input type="checkbox"/> a period of one month. <input type="checkbox"/> a period of one quarter. <input type="checkbox"/> a period of six months. <input type="checkbox"/> a period of twelve months. <input type="checkbox"/> any other (specify) _____ _____
3.	The dividend/distribution relates to the period ended/ending (date)	
4.	Date of dividend declaration/approval	a. Date of declaration at a meeting of Board of Directors: _____ or b. Date of approval of dividend at a meeting of Shareholders: _____ or c. Any other (specify) _____. [Insert date in a, b, or c as applicable]
5.	Record date <i>[the listed entity must give an advance notice of at least 14 working days (excluding the date of declaration) to SPX of the Record Date]</i>	
6.	Date of Ex-benefit <i>[Date of Ex-Benefit shall be calculated as 3 working days prior to the Record Date (excluding the Record Date)]</i>	

7.	Date of payment of dividend  <i>[Subject to the Articles of Association of a listed entity dividend must be paid within 21 working days from the date of declaration by the Board or approval of shareholders of the listed entity, as the case may be]</i>	
8.	Are the necessary approvals as required under the Companies Act 2015, SPX Listing Rules and Articles of Association of the Company obtained?	

**PART B: Dividend/distribution amounts per type and other details**

	Current Dividend/Distribution	Previous Dividend/Distribution [corresponding to the current period, if applicable]
Dividend per share		
Amount of dividends (\$)		
Turnover		
Gross Profit		
Income from other sources		
Income tax expense		
Net profit after tax		

Chairman/ Chief Executive Officer/ Managing Director/ Company Secretary's Comments to record further information not included above.

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Director

.....  
Director/Company Secretary

**PART C: Draft Resolutions****Sample 1: Resolution at the meeting of Board of Directors for declaration of Interim Dividend**

**“RESOLVED THAT** an Interim Dividend of \_\_\_\_ cent(s) per fully paid-up equity share amounting to FJD \_\_\_\_\_ be paid out of the profits of the Company for the [PERIOD] ended \_\_\_\_\_, to [TYPE & CLASS] shareholders whose names appear as registered shareholder at the close of business hours on \_\_\_\_\_[RECORD DATE], being the Record Date determined for this purpose.

**RESOLVED FURTHER THAT** the said amount be paid to the trust account of \_\_\_\_\_ [Share Registry], for distribution of the said dividend.

**RESOLVED FURTHER THAT** that pursuant to Section 210 of the Companies Act 2015, the Board of Directors of the Company have reviewed the Company’s latest financial statements together with the current and projected financial position and are of the opinion that the Company is solvent.

**RESOLVED FURTHER THAT** the Director(s)/Company Secretary is hereby authorised to do all such things and acts necessary to comply with the announcement of dividend with the South Pacific Stock Exchange.”

**Sample 2: Resolution approving Final Dividend at Annual General Meeting of Shareholders**

**“RESOLVED THAT** a Final Dividend of \_\_\_\_ cent(s) per fully paid-up equity share amounting to FJD \_\_\_\_\_ be paid out of the profits of the Company for the financial year ended \_\_\_\_\_, to [TYPE & CLASS] shareholders whose names appear as registered shareholder at the close of business hours on \_\_\_\_\_[RECORD DATE], being the Record Date determined for this purpose.

**RESOLVED FURTHER THAT** the said amount be paid to the trust account of \_\_\_\_\_ [Share Registry], for distribution of the said dividend.

**RESOLVED FURTHER THAT** that pursuant to Section 210 of the Companies Act 2015, the Board of Directors of the Company have reviewed the Company’s financial statements together with the current and projected financial position, and are of the opinion that the Company is solvent.

**RESOLVED FURTHER THAT** the Director(s)/Company Secretary is hereby authorised to do all such things and acts necessary to comply with the announcement of dividend with the South Pacific Stock Exchange.”

## Notes:

1. Only Part A and Part B of this Annexure is required to be included in the Market Announcement to SPX;
2. Draft format of resolution in Part C is recommended, not mandatory. While the format of the resolution is a recommendation, adoption of the resolution is mandatory; and
3. Resolution should also take into consideration requirements of Articles of Association or any other internal policies (e.g. Dividend Policy) of the Listed Entity.

**Annexure G: Change in Substantial Shareholding**

<b><i>Details of Substantial Shareholder</i></b>	
Name	
Board Representation <small>(if applicable)</small>	
Ranking in Shareholding	
<b><i>Details of Trade</i></b>	
Security	
Trade Date	
Trade Number	
Quantity of Shares	
Type of Trade	
Net Movement	
Share Price	
Consideration	

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Director

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Director/Company Secretary

## Annexure H: Notice of Annual General Meeting

### NOTICE OF ANNUAL GENERAL MEETING OF \_\_\_\_\_ [INSERT FULL NAME OF THE COMPANY]

Notice is hereby given that the Annual General Meeting of \_\_\_\_\_ [insert full name of the entity] will be held at the \_\_\_\_\_ (*insert venue of AGM*) on \_\_\_\_\_ (*insert date of AGM*) at \_\_\_\_\_ (*insert time of AGM*) to transact the following business;

#### ORDINARY BUSINESS:

#### **1. Consideration of Financial Statements:**

To receive and consider the audited financial statement including audited consolidated financial statement of the Company for the financial year ended \_\_\_\_\_ together with the reports of the Board of Directors and Auditors thereon.

#### **2. Confirmation of Interim Dividend/Declaration of Final Dividend:**

To confirm declaration of Interim Dividend of \_\_\_ per equity share, declared during the financial year ended on \_\_\_\_\_.

AND/OR

To declare a final dividend of FJD \_\_\_ per equity share for the financial year ended \_\_\_\_\_.

#### **3. Election of Directors**

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

[Re-appointment of a Director retiring by rotation]

To appoint \_\_\_\_\_ [Name of Director], director of the Company who retires by rotation pursuant to Clause \_\_\_ of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

AND/OR

[Appointment of an Additional Director as Director of the Company]

To appoint, pursuant to Article \_\_\_ of Articles of Association of the Company, \_\_\_\_\_ [Name of Director], who was appointed as an additional director of the Company on \_\_\_\_\_, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as a Director of the Company.

AND/OR

[Appointment of a Director appointed to fill in casual vacancy as Director of the Company]

To appoint, pursuant to Article \_\_\_\_ of Articles of Association of the Company, \_\_\_\_\_[Name of Director], who was appointed to fill in the casual vacancy caused by \_\_\_\_\_ [reason of casual vacancy] on \_\_\_\_\_, and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed 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:

##### **Auditor's appointment at first AGM:**

Pursuant to provisions of Section 422 (1) (a) of the Companies Act 2015, \_\_\_\_\_[Name of Auditors], be and is hereby appointed as Statutory Auditors of the Company at a remuneration fixed by the Board of Directors of the Company.

The Board of Directors of the Company be and is hereby authorised to take all necessary action to implement the resolution.

OR

##### **Auditor's appointment to fill in a vacancy:**

Pursuant to the provisions of Section 422(2) & 422(3) of the Companies Act 2015, \_\_\_\_\_ [Name of Auditors], be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to \_\_\_\_\_ [reason of casual vacancy] at a remuneration fixed by the Board of Directors of the Company.

The Board of Directors of the Company be and is hereby authorised to take all necessary action to implement the resolution.

OR

##### **Re- appointment of retiring Auditors:**

Pursuant to the Articles of Association of the Company, M/s. \_\_\_\_\_ (Name of the Auditors re appointed), 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 an AGM is special business.

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

By order of the Board of Directors.

\_\_\_\_\_  
(Name of Director/Company Secretary)

(Date)

## 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 behalf.
2. The proxy need not be a member of the company or The proxy must be a member of the Company [draft in accordance with Articles of Association 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.

**Sample 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 Interim Dividend or Declaration of Final Dividend:**

*The interim dividend of \_\_\_\_ per share declared by the company for the period ended \_\_\_\_\_ during the financial year \_\_\_\_ be ratified by the shareholders of the company.*

OR

*The Board recommends a final dividend of (dividend per share) amounting to total dividends declared to (total dividends per share) for the year ended (date of reporting). 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.*

**3. Election of Directors**

*The Board proposes that (name of director) be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.*

*Name of Director:*

*Provide background information on the director that will assist shareholders in deciding whether to elect the nominee as a director of the company.*

#### **4. Appointment of Auditors**

*Auditor's appointment at first AGM:*

\_\_\_\_\_ [name of the first auditor] appointed by the Board/Shareholders pursuant to Section 421 (1) of the Companies Act 2015, holds office until the conclusion of Company's first Annual General Meeting.

Therefore, the Board proposes that in the first Annual General Meeting of the Company \_\_\_\_\_ [name of the auditor] be appointed as auditors of the Company under Section 422(1)(a) of the Companies Act 2015 and the Board be authorised to fix the auditor's remuneration.

OR

*Auditor's appointment to fill in a vacancy:*

The Board informs the shareholders of the Company that \_\_\_\_\_ [Name of outgoing auditors], cease to be auditors of the Company due to \_\_\_\_\_ [reason of casual vacancy]. Pursuant to Section 422(2) & 422(3) of the Companies Act 2015, the casual vacancy requires to be filled up by appointment of auditors. The Board therefore proposes the appointment of \_\_\_\_\_ [Name of auditors] as auditors of the Company effective the forthcoming Annual General Meeting of the Company.

OR

*Re- appointment of retiring Auditors:*

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

## Annexure I: Notice of Extra-Ordinary General Meeting

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF \_\_\_\_\_ [INSERT FULL NAME OF THE COMPANY]

Notice is hereby given that Extra-Ordinary General Meeting of \_\_\_\_\_ [insert full name of the company] will be held at the \_\_\_\_\_ (*insert venue of EGM*) on \_\_\_\_\_ (*insert date of AGM*) at \_\_\_\_\_ (*insert time of EGM*) to transact the following business;

**SPECIAL BUSINESS:** [All businesses transacted at an Extra Ordinary General Meeting is special business]

Agenda Items:

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

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

By order of the Board of Directors.

\_\_\_\_\_  
 (*Name of Director/Company Secretary*)  
 (*Date*)

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 behalf.*
2. *The proxy need not be a member of the company or The proxy must be a member of the Company [draft in accordance with Articles of Association 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.*

Sample Explanatory Notes

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*This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Extra-Ordinary 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. [Provide relevant information together with necessary documents explaining the purpose of recommending the resolution to shareholders]*

**Annexure J:**

**PROXY FORM**

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

**Annexure J: Proxy Form**

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 \_\_\_\_\_ General Meeting of the Company, to be held on \_\_\_\_\_ [date] at \_\_\_\_\_ [time] at \_\_\_\_\_ [venue of the meeting] 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.	Confirmation of Interim Dividend/Declaration of Final Dividend:			
3.	Election of Directors			
4.	Appointment of Auditors			
5.	Special Business [add if applicable]			

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.
4. This Proxy Form must be received by the Company at \_\_\_\_\_ [address] or Share Registry at \_\_\_\_\_ [address] or \_\_\_\_\_ (fax number of the Company) or email address \_\_\_\_\_ (insert email address) on \_\_\_\_\_, 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.

**Annexure K: 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 \_\_\_\_\_ (Date)

Of

*Insert the name of the company holding the meeting*

**SIGNATURES- THIS MUST BE COMPLETED**

	<i>Director</i>	<i>Sole director &amp; 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 \_\_\_\_\_ [Name of the Registry/Company] 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 maybe 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 maybe 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.

## **Annexure L: Procedure for Voting on a Poll**

The procedure for voting on a Poll given below must be read together with the Articles of Association of the Company. In case of inconsistency between this Annexure and the Articles of Association of the Company, the Articles of Association shall prevail. The Chairperson is required to explain the poll procedures to shareholders after poll is demanded and before vote is taken on the proposed resolution.

### **General Requirements of Voting on a Poll**

#### **1. When a Poll is effectively demanded**

1.1 At a meeting of a Company's Members, a poll may be demanded by—

- a. at least 5 Members entitled to vote on the resolution;
- b. members with at least 5% of the votes that may be cast on the resolution on a poll; or
- c. the chair.

Explanation: Fewer number of members or members with lesser percentage of shares may demand a poll if provided in the Articles. Please read Clause 1.1 in accordance with the Articles of Association of your Company.

1.2 At a meeting Poll may be demanded—

- a. before a vote is taken;
- b. before the voting results on a show of hands are declared; or
- c. immediately after the voting results on a show of hands are declared.

The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

#### **2. When and How Polls must be taken**

- 2.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 2.2 poll on the election of a chair or on the question of an adjournment must be taken immediately.

#### **3. Appointment of Scrutineer**

- 3.1 The SPX may, if it considers appropriate, direct a listed entity to appoint an independent person as a scrutineer, to decide the validity of votes cast at a general meeting. The scrutineer shall provide a Report on the Results of Voting as prescribed in Annexure M.

#### **4. Explaining Procedure on Voting on a Poll to Shareholders**

For the benefit of the shareholders, SPX believes that if one or more resolutions at the general meeting would be voted through poll, it is important that shareholders are informed about the procedures on how voting would be carried out. As such, listed companies would be required to circulate this Annexure at the general meeting should voting by poll be demanded. The procedure on voting should then be included as an agenda item of the meeting and be explained by the Chairman of the general meeting.

**Annexure M: Format of Scrutineer Report****SCRUTINEER REPORT**

To ,

THE CHAIRMAN

\_\_\_\_\_  
\_\_\_\_\_

**Polling Result:** \_\_\_\_\_ GENERAL MEETING of the Equity shareholders of

\_\_\_\_\_ LIMITED held on \_\_\_\_\_, at \_\_\_\_\_

Dear Sir,

I, \_\_\_\_\_, appointed as Scrutineer for the purpose of the Poll conducted on the below mentioned resolutions(s), at the \_\_\_\_\_ General Meeting of the Equity Shareholders of \_\_\_\_\_ LIMITED, held on \_\_\_\_\_ submit our report as under:

- 1) Immediately after the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Share Registry of the Company and the Authorizations /proxies lodged with the Company.
- 3) The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
- 4) The result of the Poll is as under:

**Resolution 1: \_\_\_\_\_ [STATE THE RESOLUTION HEADING]**

Particulars	No. of Members present and Voting (in person or by proxy)	Number of votes Cast by them	% of total number of Votes Cast
Valid votes in favor of the Resolution			
Valid votes against the Resolution			
Abstained Votes			
Invalid Votes			

**Resolution 2: \_\_\_\_\_ [STATE THE RESOLUTION HEADING]**

Particulars	No. of Members present and Voting (in person or by proxy)	Number of votes Cast by them	% of total number of Votes Cast
Valid votes in favor of the Resolution			
Valid votes against the Resolution			
Abstained Votes			
Invalid Votes			

The poll papers and all other relevant records were sealed and handed over to the \_\_\_\_\_ [Chairman/Director/Company Secretary] of the Company, authorised by the Board for safe keeping.

SCRUTINEER'S NAME & ADDRESS

\_\_\_\_\_

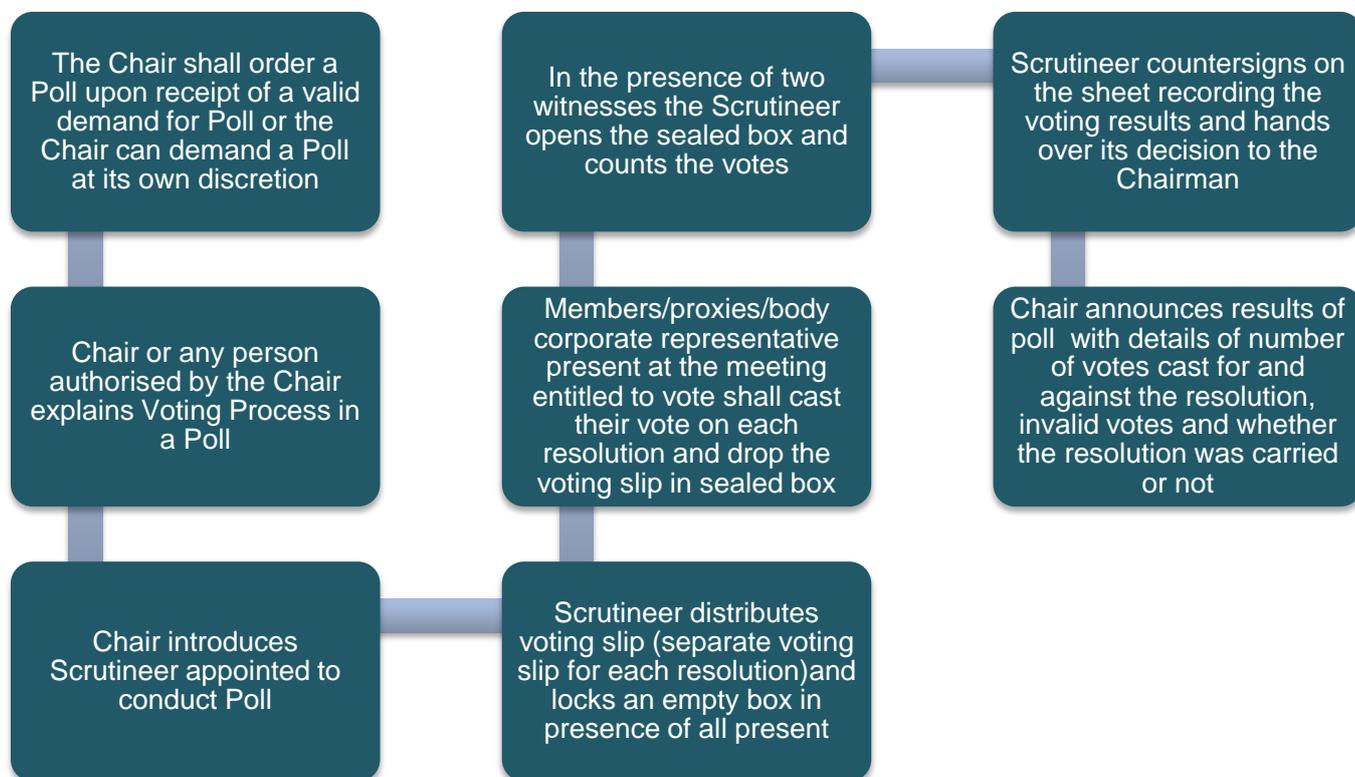
**SIGNATURE**

Representing: [Company Name]

Place:

Dated:

**Annexure N: Voting Process**



## Annexure O: Meeting Results

(Date)

### Results of General Meeting of XYZ Limited

The following resolutions were passed at the General Meeting of the Shareholders of the (*company name*) that was held at (*venue of meeting*) on (*date of meeting*):

Resolution 1 <sup>^</sup> (state resolution)	
The motion was carried/not carried as an ordinary resolution/a special resolution on poll*	
Total number of shares eligible for voting	<i>(state total number of shares eligible for voting)</i>
Summary of Votes	
- In favour of the resolution	<i>(state number of shares voted in favour)</i>
- Against the resolution	<i>(state number of shares voted against)</i>
- Abstained from voting	<i>(state number of shares abstained from voting)</i>

<sup>^</sup> (*use similar table for other resolutions*)

*\*(delete as required)*

.....

Director

.....

Director/Company Secretary

## Annexure P: Annual Compliance Report on Corporate Governance

Name of Listed Entity:

For the Financial Year ended on:

Principle	Requirement	Compliance Status (Please provide details)
1. Establish clear responsibilities for board oversight	Separation of duties: Clear separation of duties between Board and Senior Management.	
	Board Charter: Adopt a Board charter detailing functions and responsibilities of the Board.	
2. Constitute an effective Board	Board Composition: Balanced Board Composition with Executive and Non-Executive directors of which 1/3 <sup>rd</sup> of total number of directors to be independent directors.	
	Gender Diversity: Do you have a policy for promoting gender diversity at Board level and have you achieved your policy goals?	
	Nomination Committee: Selection, approval, renewal and succession of Directors to be conducted by Nomination Committee in accordance with Articles of Association of the Company and Fit and Proper Policy of Reserve Bank.	
	Board Evaluation: Process of evaluation of performance of the Board, its Committees and individual directors. Evaluation to be linked to key performance indicators of the listed entity.	
	Directors Training: Directors' training and induction procedure to be in place to allow new directors to participate fully and effectively.	
	Board Sub-committees: Board must have sub-committees which	

	<p>must at a minimum include -</p> <ul style="list-style-type: none"> <li>• Audit Committee;</li> <li>• Risk Management Committee; and</li> <li>• Nomination Committee/Recruitment Committee.</li> </ul>	
3. Appointment of Chief Executive Officer/Managing Director	CEO: To appoint a suitably qualified and competent Chief Executive Officer/Managing Director	
4. Appointment of a Board and Company Secretary	Company Secretary: Board to appoint a suitably qualified and competent Company Secretary, who is accountable to the Board, through Chair, for all compliance and governance issues.	
5. Timely and balanced disclosure	<p>Annual Reports:</p> <p>Timely and accurate disclosures are made in Annual reports as per Rule 51 of Listing Rules.</p>	
	<p>Payment to Directors and Senior management:</p> <p>Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior management.</p>	
	<p>Continuous Disclosure:</p> <p>General disclosures or company announcements to be made in a timely manner. The disclosures should be factual without omitting material information and to be expressed in a clear and objective manner to shareholders.</p>	
6. Promote ethical and responsible decision-making	<p>Code of Conduct:</p> <p>To establish a minimum Code of Conduct of the listed entity applicable to directors, senior management and employees and conduct regular trainings on the same.</p>	
7. Register of Interests	<p>Conflicts of Interest:</p> <p>Transactions with related parties resulting in conflict of interest are disclosed and a register is maintained for this purpose.</p>	

8. Respect the rights of shareholders	<p>Communication with shareholders:</p> <p>To design communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, or any other means of electronic communication.</p>	
	<p>Website:</p> <p>To create and maintain a Website of the listed entity to communicate effectively with shareholders and other stakeholders. All matters of importance to be updated regularly on the Website.</p>	
	<p>Grievance Redressal Mechanism:</p> <p>To establish a Grievance Redressal Mechanism for Shareholders to address shareholders complaints and grievances.</p>	
	<p>Shareholders' Complaints:</p> <p>To provide the number of shareholders' complaints received and attended to during the year. Provide reasons if any complaint is unresolved or unattended.</p>	
	<p>Corporate Sustainability:</p> <p>To adopt a business approach that creates long-term shareholder value by embracing opportunities, managing risks, maximising profits and minimising negative social, economic, and environmental impacts.</p>	
9. Accountability and audit	<p>Internal Audit:</p> <p>To appoint an internal auditor or an alternative mechanism to achieve the objectives of risk management, control and governance.</p>	
	<p>External Audit:</p> <p>To appoint an external auditor who reports directly to the Board Audit Committee.</p>	
	<p>Rotation of External Auditor:</p>	

	<p>To appoint the external auditor for a fixed term requiring senior partner of the audit firm to rotate once in every three or less financial years.</p>	
<p>10. Risk Management</p>	<p>Audit Committee: To establish an Audit Committee comprising of at least 3 members of which majority are independent and Chair is not Chair of the Board.</p>	
	<p>Risk Management Policy: To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy to clearly define the roles and responsibilities of the Board, Audit committee, management and internal audit function.</p>	
	<p>Whistle Blower Policy: As part of risk management strategy, establish a Whistle Blower Policy by creating a mechanism of reporting concerns of unethical behavior, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPX Rules or Companies Act. [Refer Rule 68 of the Listing Rules]</p>	

### **Annexure Q: List of Recognised Stock Exchanges**

1. Australian Securities Exchange	2. BME Spanish Exchanges – Spain
3. BM&F Bovespa – Brazil	4. Bombay Stock Exchange
5. Botswana Stock Exchange	6. Canadian Stock Exchange
7. Casablanca Stock Exchange	8. Colombo Stock Exchange
9. Deutsche Bourse – new	10. Dhaka Stock Exchange
11. Dubai Stock Exchange	12. Euronext – European Union
13. Ghana Stock Exchange	14. Hong Kong Stock Exchange
15. Irish Stock Exchange	16. Jakarta Stock Exchange
17. Japan Stock Exchange	18. Johannesburg Securities Exchange
19. Korea Exchange	20. London Stock Exchange
21. Madrid Stock Exchange	22. Malawi Stock Exchange
23. Malaysia Exchange	24. Milan Stock Exchange
25. NASDAQ Stock Market	26. National Stock Exchange of Australia
27. National Stock Exchange of India	28. New Zealand Stock Exchange
29. New York Stock Exchange	30. OMX Nordic Exchange – Stockholm
31. Port Moresby Stock Exchange	32. Shanghai Stock Exchange
33. Shenzhen Stock Exchange	34. Singapore Exchange
35. Stock Exchange Morocco	36. Stock Exchange of Mauritius
37. Swiss Stock Exchange	38. The Egyptian Exchange
39. Taiwan Stock Exchange	40. Toronto Stock Exchange

Other exchanges can be considered upon application for dual listing.

## Annexure R: Fees and Fines

### Application for Listing and Annual fees

The annual fee is payable on or before the 15<sup>th</sup> January in each calendar year based on the value of the listed security as at 31<sup>st</sup> December immediately preceding.

Value of Listed Securities	Application for Listing and Annual Fees
Up to \$2m	\$4,000
\$2,000,001 to \$10m	\$4,000 + 0.025% on excess over \$2m
\$10,000,001 to \$50m	\$6,000 + 0.01% on excess over \$10m
\$50,000,001 to \$100m	\$10,000 + 0.0035% on excess over \$50m
\$100,000,001 to \$500m	\$11,750 + 0.0025% on excess over \$100m
Over \$500m	\$21,750 + 0.001% on excess over \$500m

### Other Fees

Delisting	\$10,000
Listing of additional securities	\$2,000

### Fines

The following fines are payable in the event of any violation of the continuing listing requirements:

Failure to submit material information required under Rule 39.	\$500 per day: Maximum of \$5,000
Failure to submit half yearly accounts (Rule 49), annual audited accounts (Rule 50) and annual report (Rule 51).	\$500 per day: Maximum of \$5,000
Failure to comply with any other continuing listing requirements under Chapter 5.	\$250 per day: Maximum of \$2,500