

CHAPTER 5: CONTINUING LISTING REQUIREMENTS

38. Obligations of Listed Entities

- 38.1 Upon listing of its Securities on the SPX, a Listed Entity is obliged to comply with the Listing Rules, Guidance Notes and any other requirement, whether existing or introduced by SPX from time to time.
- 38.2 A Listed Entity shall ensure that directors, Senior Management, other officers or any other person(s) dealing with the Listed Entity complies with responsibilities or obligations, if any, assigned to them under these Listing Rules.
- 38.3 Obligations of a Listed Entity continue to be in effect even if trading in Securities of a Listed Entity is deferred or suspended.
- 38.4 Where the Listing Rules impose requirements in addition to the requirements of the Companies Act 2015, Reserve Bank and/or any other statutory body, a Listed Entity must comply with such additional requirements under the Listing Rules.
- 38.5 A Listed Entity must not contravene a Listing Rule through a subsidiary or other entity in which it has a controlling interest. A Listed Entity is required to disclose material information about subsidiaries or other entities in which it has a controlling interest as detailed under Rule 38.6 to determine material test for applicability of Listing Rules to a subsidiary. A Listed Entity is required to ensure subsidiaries or other entities in which it has a material interest do not engage in activities which if undertaken by the Listed Entity would constitute a violation of the Listing Rules, including but not limited to rules concerning related party transactions, insider dealing, and offence against the market.
- 38.6 For the purpose of Rule 38.5, in determining whether disclosure and announcement obligations apply with regard to new information about the subsidiary of a Listed Entity or other entity in which a Listed Entity has a controlling interest, the standard of materiality shall be on the basis of treating the entire group (Listed Entity and all subsidiaries and entities in which it has a controlling interest) as if the entire group were a single business.
- 38.7 A Listed Entity must give SPX any information, document or explanation that the SPX requests to enable it to be satisfied that the Listed Entity is, and has been complying with the Listing Rules. SPX may require a Listed Entity to make market announcements to the public for the purpose of making disclosures, providing clarifications, clearing rumours or otherwise, regarding any information affecting the Listed Entity, whether material or not. A Listed Entity must do so within the time specified by the SPX.

39. Disclosure of Material Information

- 39.1 For the purpose of this Chapter, material information has been defined and explained as below:

“Material Information”

Information is deemed to be material if a reasonable person would be taken to expect that information to have a material effect on the price or value of listed Securities. A material effect occurs if (and only if) that information would, or would be likely to, influence persons who commonly acquire Securities in deciding whether or not to acquire or dispose of the first mentioned Securities.

39.2 A Listed Entity is required to immediately notify the SPX of:

- i. information requiring immediate announcement as specified in this Chapter; or
- ii. information regarding specified events or matters as they arise;

for the purpose of SPX making such information available to participants in the market.

39.3 A Listed Entity must as soon as reasonably practicable after the inside information has come to its knowledge disclose the inside information to the public or to SPX or both.

39.4 Any information received by SPX from a Listed Entity, except information received under Rule 39.5 and 39.6, shall be made available to market participants.

39.5 In certain circumstances SPX may not disclose inside information or delay disclosure of inside information to the public provided that all of the following conditions are met:

- i. immediate disclosure is likely to prejudice the Listed Entity's legitimate interests;
- ii. delay of disclosure or non-disclosure is not likely to mislead the public; and
- iii. the Listed Entity is able to ensure the confidentiality of the information.

39.6 Information disclosed by a Listed Entity to SPX may be wholly withheld from public disclosure or may not be disseminated wholly to the public by SPX and also a Listed Entity may not be required to disclose information to the public in the following circumstances:-

- i. when the Listed Entity is holding negotiations and has not reached an agreement;
- ii. when the information is based on assumptions or beliefs and it is insufficiently definite to disclose it;
- iii. when the information is changing frequently and a more appropriate moment for disclosure is imminent;
- iv. when information is generated for the internal management of the Listed Entity;
- v. when information is a trade secret of the Listed Entity; or
- vi. when release of the information would breach a law.

39.7 In cases of doubt presumption must always be in favour of disclosure.

39.8 A Listed Entity does not contravene Rule 39.2 if the person(s) responsible for notifying SPX proves that all steps (if any) reasonable in the circumstances were taken to ensure that the Listed Entity complied with its obligations under Rule 39.2; and after doing so, believed on reasonable grounds that it was complying with its obligations under that Rule.

39.9 Whenever material information is being temporarily withheld, strict confidentiality must be maintained. Once the information is received by any person who is not bound by any corresponding obligation of confidentiality the exception no longer applies and the information must be disclosed to the SPX. This is the case even if the Listed Entity has entered into confidentiality arrangements and/or the information has come from a source other than the Listed Entity.

40. Rumours and Unusual Trading Activity

40.1 A Listed Entity should respond to enquiries made by the SPX within the timeframe stipulated in the following circumstances:

- i. if there are rumours or reports regarding the Listed Entity or a subsidiary or other entity if such rumour or report would be material under Rule 39; or
 - ii. where there is unusual price movement and/or trading activity in the Listed Entity's shares without any apparent publicly available information.
- 40.2 SPX may require a Listed Entity to make a market announcement and/or disclose information using any other additional means, within a particular time frame, to provide clarification to public regarding rumours or false news affecting the Listed Entity in order to prevent unusual market action in Securities price movement, trading activity or both.

41. Procedure for releasing Information

- 41.1 Information that is required to be disclosed in terms of Rule 39.2 must first be released to the SPX during its office hours before being released to any other party. If the information is available for release outside SPX office hours, it shall be released to the SPX before 9.30am the next Business Day before being released to any other person.
- 41.2 Information that is disclosed under Rule 39.2 must be on the letterhead of the Listed Entity, clearly marked 'For Public Release', signed by either two (2) directors or one (1) director and a Company Secretary of the Listed Entity submitted to SPX by the Company Announcements Platform.
- 41.3 In case the information that is required to be disclosed in terms of Rule 39.2 is complex or longer than five (5) pages in length, the Listed Entity shall provide a summary of the information.
- 41.4 The Listed Entity shall take steps to verify that SPX has received the information that is required to be disclosed in terms of Rule 39.2 in legible form before releasing the information to any other person.
- 41.5 SPX may, following receipt of any information, require the Listed Entity to disclose further information.

42. Immediate Announcement

- 42.1 A Listed Entity must immediately notify SPX of the following circumstances:
- i. proposed joint venture, merger, acquisition or takeover or reorganisation of the Listed Entity in any manner;
 - ii. decision to change the capital structure of the Listed Entity. This includes issue of new Security, Rights Issue, Bonus Issue, issue of Security under Dividend or Distribution Plan, splitting of shares, or any other manner in which shares are issued by the Listed Entity;
 - iii. decision on Buy-back of Securities containing details of type of Buy-back, maximum number of shares to be bought back, the class(es) of shares to be bought back, details of the Buy-back scheme, duration of the buyback scheme, and the consideration paid for each share;
 - iv. reduction in the share capital of Listed Entity;
 - v. change in the key personnel including chairman, directors, company secretary and Senior Management;

- vi. change in registrars or auditors;
- vii. change of address of the registered office or of any office at which the register of the Securities of the Listed Entity is kept;
- viii. change in control or majority shareholding;
- ix. earnings and dividends of an unusual nature;
- x. declaration, recommendation, or payment of any dividend or other distribution on listed Securities, including the rate and amount, using the format outlined in Annexure F;
- xi. entry into possession of or the sale by any mortgagee of a portion of the assets;
- xii. occurrence of any event which would result in the winding up of the Listed Entity or any of its subsidiaries or the appointment of a receiver or liquidator for the Listed Entity or any of its subsidiaries;
- xiii. significant judicial or quasi-judicial actions initiated by or against the Listed Entity;
- xiv. acquisition or loss of a significant contract;
- xv. significant change in the Listed Entity's financial forecast or expectation;
- xvi. a call of Securities for redemption;
- xvii. a significant labour dispute;
- xviii. a tender offer for another Company's Securities;
- xix. any over-subscription or under-subscription of an issue of Securities;
- xx. a change in capital investment plans;
- xxi. any changes in the corporate purpose and any alterations in the Listed Entity's general nature of business or the initiation of new ones;
- xxii. any proposed alteration of the Listed Entity's Articles of Association;
- xxiii. any change in the rights attaching to any class of listed Securities and any change in the rights attaching to any shares into which any listed Debt Security are convertible or exchangeable;
- xxiv. any transaction by the Listed Entity or its subsidiaries that will have a significant impact on the Listed Entity. Normally an amount of 5% or more of the Company's assets value would be significant but a smaller amount may be significant in a particular case;
- xxv. a significant new product or discovery;
- xxvi. any occurrence of an event of default under the terms and conditions of any issue of debentures, promissory notes, bonds or any other security issued by the Listed Entity;
- xxvii. any significant penalties imposed by statutory authorities;

- xxviii. any acquisition of voting rights which results in the Listed Entity becoming the holding or subsidiary Company;
- xxix. a change to the exercise price of an option, or the number of underlying Securities over which the option is exercisable, and the date the changes become effective. The Listed Entity must inform SPX at least five (5) Business Days before the changes become effective; or
- xxx. any such circumstance that SPX consider material in its absolute discretion.

43. Disclosure of Substantial Interest

43.1 A Listed Entity must make an immediate disclosure to SPX in Annexure G regarding change in Substantial Interest of a person on receipt of such information from that person as explained in Rule 43.2.

43.2 Pursuant to the provisions of Section 213(3) of Companies Act 2015, a person is required to provide information to a Listed Entity within three (3) working days after the person becomes aware of any one or more of the following information:

- i. the person begins to have, or ceases to have, a Substantial Interest in the Listed Entity;
- ii. a person has a Substantial Interest in a Listed Entity and there is a movement in their interest equivalent to at least 1% of the total number of voting shares [if it relates to a Company] or voting interests [if it relates to a Managed Investment Scheme]; or
- iii. the person makes an offer under a Registered Bidder's Statement.

43.3 For the purpose of this Chapter "**Substantial Interest**" is the holding a person has in a Listed Entity, if—

- i. the total votes attached to voting shares in the Company, or voting interests in the Managed Investment Scheme, in which they or their Related Bodies Corporate, have Relevant Interests is 5% or more of the total number of votes attached to voting shares in the Company, or interests in the Managed Investment Scheme; or
- ii. the person has issued an offer under a Bidder's Statement for voting shares in the Company, or voting interests in the Managed Investment Scheme, and the bid period has started and not yet ended.

For the purposes of this Rule, Relevant Interest shall have the meaning assigned to it under Companies Act 2015.

43.4 For the purposes of this Rule, there is a "movement of at least 1%" in a person's holding if the percentage worked out using the following formula increases or decreases by 1 or more percentage points from the percentage they last disclosed under this Rule in relation to the Company or Managed investment scheme—

$\frac{\text{Person's and Related Body Corporates' votes}}{\text{Total votes in Company or Managed Investment Scheme}} \times 100$
--

where—

“Person’s and Related Body Corporates’ votes” is the total number of votes attached to all the voting shares in the Company or interests in the Managed Investment Scheme (if any) that the person or a Related Body Corporate has a Relevant Interest in.

“Total votes in Company or Managed Investment Scheme” is the total number of votes attached to all voting shares in the Company or interests in the Managed Investment Scheme.

44. Disclosure of non-compliance with Market Capitalisation, Working Capital or Public Shareholding Requirement

- 44.1 A Listed Entity shall immediately inform the SPX if it becomes aware that it no longer meets the listing requirements of market capitalisation, working capital or public shareholding contained in Chapter 3.
- 44.2 As soon as the Listed Entity becomes aware that it no longer meets the requirements of market capitalisation, working capital or public shareholding, the Listed Entity shall take all necessary actions to ensure compliance with the requirement within the timeframe stipulated by the SPX.
- 44.3 SPX has powers to take actions, including but not limited to suspending or halting trade in listed Securities as referred to in Rule 72, against the Listed Entity if the Listed Entity fails to meet the requirements of this Rule, within the time specified by SPX.

45. Record Date

- 45.1 Subject to these Rules, a Listed Entity shall determine a Record Date for the following purposes:
- i. declaration of dividend;
 - ii. issue of right or new Securities;
 - iii. issue of shares for conversion of Debentures or any other Convertible Security;
 - iv. shares arising out of rights attached to Debentures or any other Convertible Security;
 - v. entitlement to interests;
 - vi. entitlement to receive notices and participate in voting at the general meeting;
 - vii. corporate actions like mergers, de-mergers, splits, bonus shares; and
 - viii. such other purposes as may be specified by SPX.
- 45.2 A Listed Entity shall give an advance notice of at least fourteen (14) working days (excluding the date of declaration) to SPX of a Record Date specifying the purpose of the Record Date.
- 45.3 Unless otherwise specified by SPX, the Date of Ex-Benefit shall be calculated as three (3) Business Days prior to the Record Date (excluding the Record Date).
- 45.4 SPX may if requested by a Listed Entity or at its own discretion, if it deems fit, advise a Listed Entity on matters concerning the determination of Record Date and Date of Ex-Benefit.
- 45.5 The names of shareholders as on a Record Date or Date of Ex-Benefit shall be worked out as at 5pm on the specified Record Date or Date of Ex-Benefit, as the case may be.

46. Dividends

- 46.1 A Listed Entity shall declare and disclose dividend on per share basis only.
- 46.2 Subject to the Articles of Association of a Listed Entity dividend must be paid within twenty one (21) days from the date of declaration by the Board or approval of shareholders of the Listed Entity, as the case may be.
- 46.3 A Listed Entity shall make dividend payment in the mode of payment opted by the shareholder as communicated to the Registry or Listed Entity.
- 46.4 A Listed Entity is obliged to follow the guidelines issued by SPX when declaring dividend.

47. Buy-back of Shares

- 47.1 Subject to the Companies Act 2015, these Rules and approval of shareholders of the Listed Entity in a General Meeting, a Listed Entity shall buy its own Shares on such terms and conditions as may be determined by the Directors of the Listed Entity.
- 47.2 A Listed Entity may Buy-back its shares only if:-
- i. the Buy-back does not materially prejudice the Listed Entity's ability to pay its creditors;
 - ii. the Listed Entity will remain solvent immediately after the Buy-back of its own shares;
 - iii. the Buy- back scheme has been vetted and approved by SPX; and
 - iv. the Listed Entity does not contravene the Buy-back procedures laid down in Companies Act 2015.

48. Takeovers

- 48.1 A Listed Entity agrees that it is a condition for continued listing that whenever a takeover offer is made or there is any change in the control of the Listed Entity, the person who secures the control of the Listed Entity and the entity whose shares have been acquired shall comply with provisions relating to takeovers contained in Part 22 of Companies Act 2015. Also the Listed Entity shall obtain approval of Reserve Bank and approval of SPX wherever necessary.

49. Accounting and Financial Disclosure: Half Yearly Accounts/Reports

- 49.1 A Listed Entity must submit a copy of its half yearly consolidated accounts/reports containing at least the information specified in Annexure D to the SPX as soon as the accounts are available and in any event not later than two (2) months after the end of each half year accounting period.
- 49.2 The half yearly financial results filed with SPX shall be prepared in accordance with accounting practices adopted for all the periods.
- 49.3 All half yearly accounts/reports shall be approved by the Listed Entity's Board of Directors and signed by either two (2) Directors or one (1) Director and Company Secretary of the Listed Entity and should state whether or not the half yearly accounts/reports are audited.

50. Accounting and Financial Disclosure: Annual Audited Financial Statements

50.1 A Listed Entity must submit a copy of its annual audited financial statements to the SPX as soon as the accounts are available and in any event not later than three (3) months after the end of the annual accounting period.

51. Annual Report

51.1 A Listed Entity must lodge the Annual Report on Company Announcements Platform and send one (1) copy to each shareholder through the mode nominated by the shareholder and submit two (2) printed copies to the SPX, as soon as the Report is available and in any event not later than four (4) months after the end of annual accounting period.

51.2 The annual report must contain the following:

- i. the audited financial statements which have been prepared and presented in accordance with the accounting standards which are in force in Fiji;
- ii. a statement discussing, amongst other issues, the outlook for the Listed Entity and any significant developments that might be expected in the industry in the next twelve (12) months;
- iii. any supplementary information which in the opinion of the Directors is necessary for a reasonable appreciation of the results;
- iv. shareholdings of Directors and Senior Management and their connected persons (in the Listed Entity and any of its subsidiaries);
- v. shareholdings (number of shares, listed class of shares, % of total listed Securities) of the twenty (20) largest shareholders;
- vi. a distribution schedule of each class of Equity Security setting out the number of holders and percentage as set out in Annexure E;
- vii. the composition of Board of Directors and Committees thereof;
- viii. a table showing the attendance of board meetings and committee meeting(s) by each director;
- ix. a full list of investments in listed and unlisted Securities, held by the Listed Entity as investment;
- x. a statement showing the name of every subsidiary, its principal country of operation, its country of incorporation and the following information for each subsidiary: turnover, other income, depreciation and amortisation, interest expense, tax, other expenses, net profit, assets, liabilities and shareholders' funds;
- xi. particulars of any related party transaction during or at the end of the financial year in which a person referred to in Rule 61 is or was materially interested, directly or indirectly. If there has been no such contract, a statement of that fact;
- xii. particulars of any arrangement under which a director has waived or agreed to waive any emoluments;
- xiii. particulars of any arrangement under which a shareholder has waived or agreed to waive any dividends;

- xiv. a summary, in the form of a comparative table, of the net profit, assets, liabilities and equity of the group for the last five (5) financial years (or, for such of those years during which the group traded);
- xv. if ordinary equity shares are listed, the following information relating to the shares:
 - a. dividend per share;
 - b. earnings per share;
 - c. net tangible assets per share;
 - d. highest and lowest Market Prices during the financial year, and the Market Price at the end of the financial year;
- xvi. the name of the company's secretary;
- xvii. the address and telephone number of the Listed Entity's registered office in Fiji; and of its principal administrative office, if the two are different;
- xviii. the address and telephone number of each office at which a register of Securities, register of depositary receipts or other facilities for registration of transfers is kept; and
- xix. a report on compliance with corporate governance requirements as per the format given in Annexure P.

52. Change of Balance Sheet Date

- 52.1 If a Listed Entity changes its annual Balance Sheet date so that its next annual financial statements cover a period that is more than twelve (12) months, the Listed Entity must complete Annexure D covering the twelve (12) months since its previous balance date and submit it to SPX.

53. Transfer of Securities

- 53.1 A Listed Entity shall ensure that there are no restrictions on the right to transfer Securities that are listed on the SPX except:
- i. any statutory restrictions on transfers;
 - ii. any restriction contained in the Articles of Association of the Listed Entity which SPX allows; and
 - iii. any other restriction which SPX allows.

54. Statutory and Shareholder Disclosures

- 54.1 A Listed Entity shall provide to the SPX:

- i. a copy of every material document that it submits to any statutory body; and
- ii. a copy of every document it sends to its shareholders, whether material or not.

- 54.2 A Listed Entity is not required to provide a document if:

- i. the Listed Entity has a confidentiality agreement with the statutory body; and/or
- ii. the statutory body does not make the document publicly available.

55. Submitting Draft Documents to SPX

55.1 A Listed Entity must submit a draft of each of the following documents for review and confirmation by the SPX:

- i. amendments proposed to the Articles of Association;
- ii. amendments proposed to the trust deed in relation to Debt Security or Convertible Debt Security;
- iii. amendments proposed to the Scheme Deed of the Managed Investment Scheme of the Trustee or Manager listed with SPX; or
- iv. a document to be sent to persons whose listed options are about to expire.

55.2 At least thirty (30) days before finalising a document, a Listed Entity must send the documents referred to Rule 55.1 to SPX for review and approval. Upon review of documents, SPX will inform the Listed Entity within fifteen (15) working days whether it accepts the draft or not, or that it needs more time to examine the document. In case the draft is not accepted, SPX will provide appropriate reasons for non-acceptance.

56. Maintaining Share Register with a Registry

56.1 Every Listed Entity shall ensure that all activities in relation to both physical and electronic share transfer facility are maintained with the Registry acceptable to the Reserve Bank.

56.2 Every Listed Entity shall ensure that its registry functions are performed promptly and properly and shall indemnify the members of the SPX and persons having dealings with its registrar against any losses, costs or expenses incurred as a consequence of any failure in such performance of registry functions which is not fairly attributable to the fault of the person claiming indemnity (or his agent).

56.3 All properly executed security transfers shall be registered within the timeframe stipulated by the SPX.

56.4 A Listed Entity shall not register transfers in listed Securities which have not been conducted through trades executed on the SPX or transfers approved by the SPX or the Reserve Bank, where relevant.

57. Shareholder Meetings

57.1 A Listed Entity must give at least twenty one (21) clear days' notice of the meeting of Listed Entity's members.

57.2 Notice of the meeting shall be simultaneously released on SPX Company Announcements Platform.

57.3 In case of an Annual General Meeting, the notice of the meeting should be accompanied with:

- i. Annual Report of the Listed Entity for the last financial year;

- ii. Proxy Forms, in the format outlined in Annexure J or Corporate Representative Appointment, in the format outlined in Annexure K; and
 - iii. any other necessary document.
- 57.4 The Notice of Annual General Meeting must be sent in the format outlined in Annexure H.
- 57.5 The Notice of Extra-Ordinary General meeting must be sent in the format outlined in Annexure I and should be accompanied with necessary documents.
- 57.6 A requirement in the Listing Rules for approval by shareholders means approval by ordinary resolution at a general meeting of the holders of ordinary Securities, unless otherwise specified.
- 57.7 At any general meeting, a resolution put to vote at the meeting shall be decided on a show of hands, unless a poll is demanded. Where a poll is demanded, the Listed Entity must follow the Procedure for Voting on Poll and Voting Process as outlined in Annexure L and Annexure N respectively.
- 57.8 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 any general meeting and decide whether those votes should be regarded or disregarded. The format of Scrutineer Report is outlined in Annexure M.
- 57.9 Immediately after the meeting, a Listed Entity should provide to SPX the contents of any announcement, prepared address or presentation delivered by Listed Entity representatives.
- 57.10 A Listed Entity must notify SPX the outcome in respect of each resolution put to a meeting of shareholders. The Listed Entity must do this within two (2) business days of the meeting unless any resolution requires immediate disclosure under Rule 42.
- i. Where resolutions are voted by show of hands, the Listed Entity must state whether each resolution was carried or not carried.
 - ii. Where resolutions are voted through poll, the Listed Entity must notify the results of the poll in the format outlined in Annexure O.

58. Preservation of Shareholders Rights

- 58.1 The right of a holder of a share to vote or receive dividends must not be altered or removed unless:
- i. a call due on the share has not been paid;
 - ii. in relation to a voting right, the instrument of proxy deposited fails to comply with the Listed Entity's Articles of Association and Companies Act 2015;
 - iii. in relation to a voting right, the person did not become registered as the holder in time to be considered under the Articles of Association as the holder of the share for the purposes of the meeting;
 - iv. required under or in order to comply with Fiji legislation;
 - v. ordered by a court;
 - vi. altered or removed under a provision of the Listed Entity's Articles of Association; or
 - vii. required by SPX.

59. Preservation of documents

59.1 A Listed Entity shall adopt a policy for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows-

- i. documents whose preservation shall be permanent in nature;
- ii. documents with preservation period of not less than seven (7) years after completion of the relevant transactions

59.2 A Listed Entity may preserve documents specified in clauses (i) and (ii) in electronic mode.

60. Grievance Redressal Mechanism

60.1 A Listed Entity shall establish an effective mechanism for addressing shareholders' complaints and grievances in line with relevant Reserve Bank policies. The Board of Directors of the Listed Entity shall in its meeting approve the Grievance Redressal Mechanism to ensure protection of shareholders' rights and interests.

60.2 Listed Entity shall ensure that adequate steps are taken for expeditious redressal of shareholders' complaints or questions.

60.3 Listed Entity shall provide details regarding shareholders complaints received and attended to during the year and reasons of unresolved or unattended complaints in the Corporate Governance Report, Annexure P.

61. Transactions with Related Parties

61.1 A Listed Entity must not acquire, dispose or lease an asset or borrow, lend, pay and receive an amount or enter into an obligation of an amount greater than 5% of the total equity Market Capitalisation from the following parties without approval from shareholders:

- i. a director or members of their families and/or their nominees;
- ii. a related body corporate as defined in Section 6 of the Companies Act 2015;
- iii. Associates as defined in Section 2 of the Companies Act 2015;
- iv. an entity controlling the Listed Entity in accordance with Section 9 of Companies Act 2015; or
- v. an entity with a relationship to the Listed Entity that is, in SPX's opinion, of such a nature that it is appropriate for the transaction to be approved by the Listed Entity's shareholders.

61.2 Rule 61.1 does not apply to the following circumstances:

- i. a transaction with a wholly owned subsidiary of the Listed Entity;
- ii. a transaction between wholly owned subsidiaries of the Listed Entity;
- iii. a transaction whereby a person receives the Securities under a Dividend or Distribution Plan;
- iv. a transaction whereby a person receives Securities under an employee incentive scheme; or
- v. a transaction whereby a person receives the Securities on the conversion of Convertible Securities.

61.3 Notice of the meeting requiring approval of shareholders of the company under Rule 61.1 must be annexed with an explanatory statement containing brief description of nature of transaction, aggregate amount of transaction, interest of a related party, potential risk, if any, and any other relevant information.

- 61.4 A Director who is a related party in a transaction shall refrain from voting and participating in the Board Meeting of the Listed Entity in respect of that particular transaction.
- 61.5 If a Listed Entity breaches the above Rule, SPX may require it to:
- i. cancel the transaction (or arrange for its cancellation); or
 - ii. seek approval of the transaction from the shareholders.

62. Reserve Bank's Corporate Governance Code & Report on Corporate Governance

- 62.1 Reserve Bank's Corporate Governance Code recommends adoption and implementation of corporate governance practices for entities listed on the SPX with a view to achieve good corporate governance outcomes and to meet reasonable expectations of investors.
- 62.2 A Listed Entity is required to adopt the Corporate Governance Code or any other applicable policy issued by the Reserve Bank or SPX to achieve an optimal governance framework. However, if a Listed Entity considers that a recommendation in the current Corporate Governance Code is inappropriate to its particular circumstances, it has the flexibility to not adopt it but is required to explain the reasons for not adopting it.
- 62.3 A Report on Corporate Governance as per the format given in Annexure P shall be included in Annual Report of the Listed Entity.

63. Board Composition

- 63.1 The minimum number of Directors (other than alternate Directors) shall be three (3) out of which at least one third (1/3rd) Directors must be independent and at least two (2) Directors must be Fiji residents. It is recommended that Board of Directors of a Listed Entity adopt a policy on promotion of gender diversity at Board level.
- 63.2 A Listed Entity must comply with Guidance Note on Independent Directors issued by SPX.
- 63.3 Every director shall inform the Listed Entity of his or her interests in other companies and notify changes as and when they take place. Further, it shall be the duty of an independent director to notify the Board of a Listed Entity if he or she no longer meets the qualifications of an 'independent director' as per the explanation given in Guidelines issued by SPX in this behalf.
- 63.4 The Board shall lay down a Code of Conduct for the Board members, Senior Management and employees of the Listed Entity. The Board shall adopt a Board charter that sets out in detail the functions and responsibilities of members of the Board and Committees thereof.

64. Board Meetings

- 64.1 The Board shall meet at least four times in a year with a minimum of four (4) Board Meetings every year.

65. Directors' Remuneration

- 65.1 Any remuneration paid to Directors, whether executive or non-executive shall be fixed by the Board of a Listed Entity and such remuneration shall not be in excess of the amount from time to time approved by the members of the Listed Entity in a general meeting.
- 65.2 The shareholders meeting may specify and approve the maximum limit of remuneration payable to Directors and a Listed Entity must seek prior approval of shareholders in the event the remuneration exceeds the approved maximum limit.

66. Appointment of Compliance Officer

- 66.1 A Listed Entity shall appoint a Compliance Officer who shall be responsible for co-ordinating with the Board, SPX, Share registry or any other statutory or regulating body to ensure compliance with Listing Rules, or any requirements of the Rules, specified by SPX from time to time. Where a Listed Entity has appointed a Company Secretary, the Company Secretary so appointed may perform the role and duties of a Compliance Officer.

67. Prohibition on Insider Dealing

- 67.1 A Listed Entity shall establish and implement an internal policy on 'Prevention of Insider Trading' approved by the Board of Directors of the Listed Entity and submit a copy to SPX.
- 67.2 The Policy must regulate dealing in Securities by directors, Senior Management, other officers and person(s) connected thereto, restricting their ability to trade on the basis of unpublished price sensitive information.
- 67.3 The Policy must ensure that directors, Senior Management, other officers and person(s) connected thereto, do not abuse their positions or place themselves under suspicion of abusing price-sensitive information that they may know or ought reasonably to know especially in periods leading up to an announcement of results.
- 67.4 The Policy must clearly state that it is an offence for a person who has information as an insider to deal in a regulated market, or through or as a professional intermediary, in Securities whose price would be significantly affected if the inside information were made public. Also, it is an offence to encourage insider dealing and to disclose inside information with a view to others profiting from it.
- 67.5 In addition to these Rules, the Reserve Bank's Capital Markets Supervision Policy Statement No. 10 on the Code of Conduct for Prevention of Insider Trading (including any amendment thereof) and all associated filings thereof and provisions on Insider Trading contained in the Companies Act 2015, applies to a Listed Entity.

68. Whistle blower policy

- 68.1 A Listed Entity shall establish a mechanism for persons (disclosers) referred to in Section 680(a) of Companies Act 2015, being:
- i. an Officer of a Listed Entity;
 - ii. an employee of a Listed Entity;

- iii. a person who has a contract for the supply of services or goods to a Listed Entity; or
- iv. an employee of a person who has a contract for the supply of services or goods to Listed Entity;

to report concerns about unethical behaviour, actual or suspected fraud or violation of the Listed Entity's code of conduct or ethics policy, SPX Rules or Companies Act.

- 68.2 This mechanism should also provide for adequate safeguards against victimisation of discloser who avail of the mechanism and also provide for direct access to the Officer of the Listed Entity or a person authorised by the Listed Entity to receive disclosures.
- 68.3 This mechanism should provide for protection of confidential information disclosed by the discloser and for maintaining confidentiality of disclosers name in order to limit sharing the confidential information or disclosures name or both with only those who 'need to know'.
- 68.4 The details of establishment of Whistle Blower policy shall be disclosed by the Listed Entity in the Corporate Governance Report – Annexure P.