
VISION INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is hereby given that the Annual General Meeting of Vision Investments Limited will be held on 24th September 2019 at 4.00pm at the Vision Motors Showroom – Karsanji Street, Vatuwaqa.

ORDINARY BUSINESS

1. *Welcome*
2. *Confirmation of Proxies and Quorum*
3. *Apologies*
4. *Minutes*
To receive, consider and adopt the Minutes of the last Annual General Meeting held on 25th September 2018.
5. *Annual Report and Group Financial Statements for the Year Ended 31st March 2019*
To receive, consider and adopt the Annual Report and The Group Financial Statements and the reports of the Directors and Auditors thereon for the year ended 31 March 2019.
(Refer Note 1 of this Notice)
6. *Directors*
 - 6.1 To resolve that Ms. Carina Hull retiring by rotation as per Article 98, be and hereby re-elected as an Independent Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
 - 6.2 To resolve that Mr. Suresh Patel retiring by rotation as per Article 98, be and hereby re-elected a Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
 - 6.3 To resolve that Mr. Satish Parshotam retiring by rotation as per Article 98, be and hereby re-elected as a Director of the Company as per Article 101.
(Refer Note 2 of this Notice)
7. *Appointment of Auditors*
To resolve to re-appoint PricewaterhouseCoopers as Auditors of the Company until the conclusion of the next Annual General Meeting at a fee to be fixed by the Directors.
(Refer Note 3 of this Notice)
8. *Declaration of Dividends*
The Directors recommend no further dividends be declared. The following interim dividends were declared out of profits for the financial year ended 31st March 2019.

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<u>DATE DECLARED</u>	<u>DIVIDEND AMOUNT</u>	<u>DIVIDEND PER SHARE</u>	<u>REMARKS</u>
16/11/18	\$4,150,777.00	4.00 cents	1 st Interim
26/06/19	\$6,485,589.06	6.25 cents	2 nd Interim
TOTAL	\$10,636,366.06	10.25 cents	

SPECIAL BUSINESS

All other business transacted at an AGM is special business.

EXPLANATORY NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING 2019

This Explanatory Note is intended to provide members with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting (AGM).

The Directors recommend Members to read these Explanatory Notes in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

Note 1: *Annual Report and Group Financial Statements Year Ended 31st March 2019*

The Annual Report and the Group Financial Statements for the year ended 31st March 2019 was posted to all members on 31st July 2019 to the address nominated by the members. These documents are also published on the SPX website and the Company website – www.vil.com.fj

The Audited Financial Statements have been prepared on a Group basis and include the full 12 months trading of its fully owned subsidiary in Papua New Guinea – Vision Homecentres Limited.

The Group Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors thereon, included in the 2019 Annual Report is for the members to read prior to the meeting.

As stipulated in the Articles of Association of the Company, it is a requirement that the members present at the AGM receive and adopt the Audited Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors thereon.

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The Chairman of the meeting will allow a reasonable opportunity for members to ask relevant questions about or make comments on these reports. Members will be given a reasonable opportunity to ask the Company and the Auditors questions about the conduct of the audit and the content of the Directors' or Auditor's Reports. Questions that cannot be answered at the AGM will be addressed through a Market Announcement by the Company within a reasonable timeframe.

Note 2: *Directors Retiring by Rotation*

Article 98 of the Company's Articles of Association specifies that every year, one third of the Directors (or the number nearest to one third) shall retire from office. Article 101 specifies that retiring Directors are eligible for re-election. Accordingly, the Directors retiring by rotation this year, being eligible, offer themselves for re-election by the members.

Ms. Carina Hull is a HR specialist and holds an advanced Diploma in Business Management from Manukau Institute of Technology (MIT) and a Bachelor of Arts Degree from the University of Auckland, NZ.

Mr. Satish Parshotam is a Founder Shareholder and Director of the Company, and former principal partner of Parshotam Lawyers. He is also the Managing Director of Candle Investments Limited, a property development company and holds a Bachelor of Law Degree from the University of Auckland.

Mr. Suresh Patel is a Founder Shareholder and Director of the Company, and the Managing Director of the Challenge Engineering Group of Companies. He holds a Bachelor of Commerce Degree from the University of Auckland and member of the Institute of Chartered Accountants of New Zealand.

Note 3: *Appointment of Auditors*

The Board proposes that PricewaterhouseCoopers be reappointed Auditors of the Company for the year ending 31st March 2020 and that the Board be authorized to fix the remuneration.

Pursuant to Section 422 of the Companies Act 2015, every company shall, at each AGM, appoint auditor or auditors to hold office from the conclusion of that meeting, until the conclusion of the next AGM. The section also stipulates that the remuneration of auditors may be fixed by directors of the company upon approval from shareholders in a general meeting.

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By Order of the Board

A handwritten signature in blue ink that reads "N Bhartu".

Niraj Bhartu
Company Secretary
Suva
02nd September 2019

VISION INVESTMENTS LIMITED

Proxy Form

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of Vision Investments Limited, 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 Annual General Meeting of the Company, to be held on 24th September 2019 at 4.00pm at Vision Motors Showroom – Karsanji Street, Vatuwaqa 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.	To adopt the Audited Group Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income and the reports of the Directors and Auditors, for the year ended 31st March 2019.			
2.	Re-election of Ms Carina Hull as an Independent Director			
3.	Re-election of Mr Suresh Patel as a Director			
4.	Re-election of Mr Satish Parshotam as a Director			
5.	Reappointment of PricewaterhouseCoopers as Auditors of the Company until the next AGM at a fee to be fixed by the Directors			

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Signed this _____ day of _____ 20__.

Signature of Member(s) _____

Notes:

1. *It is optional to put an '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, "*Appointment of Corporate Representative*" (enclosed) 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 Level 2/Vivrass Plaza, Laucala Beach Estate, Nasinu or Share Registry at Central Share Registry Limited, Shop 1 and 11, Sabrina Building, Victoria Parade, Suva or faxed to 3370483 or email address emily.fong@courts.com.fj on 22nd September 2019, 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.

VISION INVESTMENTS LIMITED

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

Vision Investments Limited

Insert the name of the company holding the meeting

SIGNATURES- THIS MUST BE COMPLETED

Common Seal
(if applicable)

Director

Director /Company Secretary

Sole director & Sole Secretary

Date

/ /

Information

In order to be effective, the form must be received by Vision Investments Limited within the time limit 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.

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For office use only:

Proxy received on..... at am/pm by