

# Free Bird Institute Limited

## Fiji Islands

### Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General of the members of Free Bird Institute Limited will be held on 26 May 2017 from 10am to 12pm at the Tanoa Skylodge Conference room in Nadi for the purpose of transacting the following business:

*(Explanatory notes containing information in relation to each of the resolutions below accompany this Notice)*

#### Agenda

##### General Business:

##### Minutes of the last AGM

To receive, consider and adopt the Minutes of the last Annual General Meeting held on 18 March 2016 as a true and correct record of the meeting.

##### Ordinary Business

#### 1. Audited Financial Statements for the year ended 31 December 2016

To receive, consider and adopt the Audited Financial Statements for the year ended 31 December 2016 comprising of the statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows, directors' report, statement by the directors and the Report of the Auditors together with the notes comprising significant accounting policies and other explanatory information for the year then ended.

#### 2. Appointment and Retirement of Directors

To consider and if thought fit; pass the following resolutions as ordinary resolutions:

##### (a) Hiroshi Taniguchi

Hiroshi retires by rotation in accordance with Article 7.3 of the Company's Article of Association and being eligible offers himself for re-appointment as a Director of the Company.

##### (b) Mereseini Baleilevuka

Mereseini retires by rotation in accordance with Article 7.3 of the Company's Article of Association and being eligible offers herself for re-appointment as a Director of the Company.

##### (c) Waisale Iowane

Waisale retires by rotation in accordance with Article 7.3 of the Company's Article of Association and being eligible offers himself for re-appointment as a Director of the Company.

**(d) Yoshinobu Higashi**

Yoshinobu retires by rotation in accordance with Article 7.3 of the Company's Article of Association and being eligible offers himself for re-appointment as a Director of the Company.

**(e) Adi Litia Qionibaravi**

The board of Directors appointed Adi Litia on 14 July 2016 as an Independent Director in accordance with Article 80 of the Company's Article of Association and being eligible offers herself for re-appointment as an Independent Director of the Company.

**(f) Ms Latileta Qoro**

The Board of Directors appointed Ms Qoro on 10 April 2017 as an additional director in accordance with Article 7.5 of the Company's Article of Association and being eligible offers herself for re-appointment as a Director of the Company.

**(g) Mrs Yoko Nameki**

The Board of Directors appointed Mrs Nameki on 10 April 2017 as an Independent Director in accordance with Article 7.5 of the Company's Article of Association and being eligible offers herself for re-appointment as an Independent Director of the Company.

**(h) Mr Raman Velji**

Mr Velji has tendered his resignation on 12 April 2017 in accordance with Article 7.4(v) of the Company's Article of Association.

**3. Appointment of Auditors**

The board proposes that Messrs KPMG be appointed as auditors of the company until the next AGM and that the Board be authorised to fix their remuneration.

**Other Business:**

Any other business brought up in conformity with the Articles of Association of the Company.

By order of the Board of Directors.

  
Tupou Ma'ata  
Company Secretary

28 April 2017



## Explanatory Notes

The following notes are intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of the Annual General Meeting.

The Directors recommend that all the Shareholders 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.

### 1. Adoption of Financial Statements

The Audited financial statements for the year ended 31 December 2016 comprising of the statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows, Reports of the Directors and Auditors included in the 2017 Annual Report is for the shareholders to read prior to the meeting.

As stipulated in section 401 of the Fiji Companies Act 2015, it is a requirement that the shareholders present at the AGM receive and adopt the Audited financial statements, reports of the directors and Auditors of the Company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about, or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditor's Report. Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the Company within a reasonable timeframe.

### 2. Election of Directors

The Board proposes that Hiroshi Taniguchi, Mereseini Baleilevuka, Waisale Iowane, Yoshinobu Higashi, Adi Litia Qjonibaravi, Latileta Qoro and Yoko Nameki be appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

The background of the existing board members are available the "Board of Directors" section of this Annual report whilst the background of the new and incoming directors is provided for below.

#### (a) Latileta Qoro

Latileta was the former Chief Executive Officer of the South Pacific Stock Exchange (SPSE). She has extensive experience in the development of the capital markets during her tenure both at the Reserve Bank of Fiji as a Senior Analyst in the Capital Markets Unit as well as the Financial System Development Unit and as a member of the Capital Markets Development Taskforce. Ms Qoro holds a Master of Commerce majoring in Accounting as well as a Bachelor of Economics Degree both from the University of Sydney.

## **Explanatory Notes (Continued)**

### **2. Election of Directors (Continued)**

#### **(b) Yoko Ishimoda Nameki**

Yoko is the outgoing General Manager in charge of the high school division with the parent company South Pacific Free Bird Co Ltd in Japan. Her work experience and knowledge of the Education sector in Japan spans for more than 12 years. She was also the Director of the Japanese Department of the SISA English Institute Inc in California, USA from 2008 to 2010. Mrs Nameki holds a Bachelor's Degree in Business Management from Fort Hays State University in USA.

### **3. Appointment of Auditors**

The Board proposes that KPMG, who have provided their consent pursuant to section 425 of the Fiji Companies Act 2015, be appointed as auditors of the Company until the conclusion of the next AGM and that the Board be authorized to fix their remuneration.

Pursuant to section 422 of the Fiji Companies Act 2015, every company shall, at each annual general meeting, appoint an auditor to hold office from the conclusion of that, until the conclusion of the next annual general meeting.

# Free Bird Institute Limited

## Fiji Islands

### Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person to attend the meeting as your proxy, please complete this form. It is important to note that this form must be received by the Company **48 hours before the date and time of the AGM**. Proxy forms received later than this will be invalid. A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member of the company.

The completed proxy form may be:

1. Mailed to:  
The Company Secretary  
Free Bird Institute Limited  
P.O Box 11065  
Nadi Airport  
Nadi, Fiji

Or emailed directly to the Company Secretary on email [t.maata@fbi.ac.fj](mailto:t.maata@fbi.ac.fj)

### Proxy Form

I/We ..... of .....

Being a shareholder of Free Bird Institute Limited hereby appoint .....of

..... or failing this, the Chairman of the meeting has my/our proxy to vote for me/our behalf at the annual general meeting of the company to be held on **26 May 2017** and at my adjournment thereof.

As witnessed to my/our hand(s) this ..... day of ..... 2017.

Name of shareholder: .....

Signature of shareholder: .....

Name of witness: .....

Signature of witness: .....

**For Companies:**

.....  
Director/Company Secretary

.....  
Company Seal



## Proxy Form (continued)

Resolution	For	Against	Abstain
To adopt the minutes of the last Annual General Meeting held on 18 March 2016 as true and correct record of the meeting.			
To adopt the Audited financial statements for the year ended 31 December 2016 comprising of the statement of financial position, statement of comprehensive income, statement of changes in equity and statement of cash flows, Reports of the Directors and Auditors.			
Ratification of appointment of Hiroshi Taniguchi			
Ratification of appointment of Mereseini Baleilevuka			
Ratification of appointment of Waisale Iowane			
Ratification of appointment of Yoshinobu Higashi			
Ratification of appointment of Adi Litia Qionibaravi			
Ratification of appointment of Latileta Qoro			
Ratification of appointment of Yoko Nameki			
Ratification of resignation of Raman Velji			
Appointment of KPMG as Auditors for the ensuing year until the conclusion of the next AGM and that the Board fix their remuneration.			
<i>(Any other business in conformity with the Articles of Association)</i>			

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy note to vote on that Resolution on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked, the proxy made vote as they choose. Where more than one box is marked on an item, the vote will be invalid on that item.