

CONTINUING LISTING REQUIREMENTS

<u>Relevant Provisions</u>	<u>Disclosure Requirements</u>
<p>Section 6.4 - Section 6.13 Disclosure of Material Information</p>	<ol style="list-style-type: none"> 1. Immediate disclosure must be made in the following circumstances: <ol style="list-style-type: none"> i. where the information is likely to have a significant effect on the price of the listed securities; ii. where such information is likely to be considered important by a reasonable investor in making an investment decision. 2. Section 6.13 provides a list of circumstances in which immediate disclosures must be made. However, this list is not exhaustive and the company may be required to make immediate disclosures in other circumstances. The company must always seek clarification from the Exchange in case of doubt.
<p>Section 6.14 Rumours and Unusual Trading Activity</p>	<ol style="list-style-type: none"> 1. A company should respond to any inquiries made by the SPSE within the timeframe stipulated in the following circumstances: <ol style="list-style-type: none"> i. if there are rumours or reports regarding the company; ii. where there is unusual price movement and/or trading activity in the company's shares without any apparent publicly available information.
<p>Section 6.15 – Section 6.16 Public Shareholding and Working Capital</p>	<ol style="list-style-type: none"> 1. A company must inform the SPSE without delay if it becomes aware that it no longer meets the public shareholding and working capital requirements contained in section 3.

<p>Section 6.17 Transfers</p>	<ol style="list-style-type: none"> 1. A company shall ensure that there are no restrictions on the right to transfer securities that are listed on the SPSE except: <ol style="list-style-type: none"> i. any statutory restrictions on transfers; and ii. any restrictions on transfers which the SPSE allows.
<p>Section 6.18 to Section 6.21 Shareholder Meetings</p>	<ol style="list-style-type: none"> 1. Notice of meetings should be sent to shareholders within the timeframe stipulated in the Companies Act (21days). 2. In the case of an Annual General Meeting, the annual report, minutes for the last AGM and proxy forms must be sent together with the notice of the meeting. 3. Immediately after the meeting, a company should provide to the SPSE the contents of any prepared announcement, including any prepared address by the chairman, which will be delivered at a meeting of shareholders. 4. A company must notify the SPSE the outcome in respect of each resolution put to a meeting of shareholders. The company must do this within three (3) days of the meeting unless any resolution requires immediate disclosure under section 6.4.
<p>Section 6.22 – Section 6.23 Takeovers</p>	<ol style="list-style-type: none"> 1. All takeovers must comply with the rules and regulations of the RBF. 2. A company must disclose information relating to takeovers in the following circumstances: <ol style="list-style-type: none"> i. closing of takeover offer; ii. extension of takeover offer.
<p>Section 6.27 – Section 6.28 Half Yearly Financial Statement</p>	<ol style="list-style-type: none"> 1. A company must send a copy of its half yearly financial statements containing at least the information specified in

	<p>Appendix D to the SPSE as soon as the accounts are available or no later than two (2) months after the end of each half year accounting period.</p> <p>2. The accounts must be approved by the Company's Board of Directors and signed by two (2) or more directors of the company and must state whether or not the accounts are audited.</p>
Section 6.29 Annual Audited Financial Statement	<p>1. A company must send a copy of its annual audited financial statements to the SPSE as soon as the accounts are available or no later than three (3) months after the end of the annual accounting period.</p>
Section 6.30 – Section 6.31 Annual Report	<p>1. A company must send one (1) copy to each shareholder and eight (8) copies to the SPSE, its annual report as soon as the report is available or no later than four (4) months after the end of annual accounting period.</p> <p>2. The Annual Report must contain the requirements specified in Section 6.31.</p>
Section 6.32 Change of Balance Date	<p>1. If a company changes its annual balance date so that its next annual financial statements cover a period that is more than twelve (12) months, the company must complete Appendix D covering the twelve (12) months since its previous balance date and submit it to SPSE.</p>
Section 6.33 – Section 6.34 Statutory and Shareholder Disclosures	<p>1. A company shall provide to the SPSE a copy of every document that it:</p> <ul style="list-style-type: none"> i. submits to any statutory body; ii. submits to its shareholders. <p>2. A company is not required to provide a document if:</p>

	<ul style="list-style-type: none"> i. the company has a confidentiality agreement with the statutory body and/or; ii. the statutory body does not make the document publicly available.
Section 6.35 – Section 6.37 Board Composition	<ul style="list-style-type: none"> 1. The minimum number of Directors (other than alternate Directors) shall be three (3). 2. At least one third of the Directors must be independent. 3. At least two (2) Directors shall be Fiji residents.
Section 6.38 Directors Fees	<ul style="list-style-type: none"> 1. A company must obtain shareholders approval before increasing the total amount of directors' fees payable by it or any of its subsidiaries.
Section 6.39 – Section 6.41 Transactions with Related Parties	<ul style="list-style-type: none"> 1. A company must not acquire, dispose or lease an asset or borrow, lend, pay and receive an amount or enter into an obligation of an amount with value greater than 5% of the total equity market capitalization from the following parties without approval from shareholders: <ul style="list-style-type: none"> i. a director or members of their families and/or their nominees; ii. a parent, subsidiary or associate company; iii. a relationship to the company is, in SPSE's opinion, of such a nature that it is appropriate for the transaction to be approved by the company's shareholders.
Section 6.42 Corporate Governance	<ul style="list-style-type: none"> 1. All listed companies are required to comply with the corporate governance code as stipulated under the RBF

	corporate governance principles and reporting guidelines.
Section 6.43 Insider Dealing	<ol style="list-style-type: none"> 1. All listed companies shall adopt by board resolution and enforce an internal code of dealing for directors and officers which restricts their ability to trade on the basis of unpublished price sensitive information. The code must, as a minimum, prohibit the directors and officers from dealing in the company's listed securities for the period from when they become aware of the interim and full year results until those results are announced.
Section 6.44 – Section 6.46 Capital Structure	<ol style="list-style-type: none"> 1. Where a company proposes to make changes to the capital structure it shall inform the SPSE on the timetable involved in order to ensure that an orderly market is maintained. 2. The notice of meeting sent to shareholders in relation to the proposed changes to the capital structure should include the actual effect of the proposed changes on: <ol style="list-style-type: none"> i. the par and paid-up value of shares ii. the number of shares and options issued iii. the effect, if any, on the exercise price of any options on issue. 3. Within one (1) month of the effective date of reconstruction the company shall recall all share certificates and issue new certificates upon receipt of the old share certificates.
Section 6.47 – Section 6.48 Submitting Draft Documents to SPSE	<ol style="list-style-type: none"> 4. A company must submit to the SPSE a draft of each of the following documents before finalising the document: <ol style="list-style-type: none"> i. proposed amended Memorandum of Association and Articles of

	<p>Association;</p> <ul style="list-style-type: none"> ii. proposed amended trust deed in relation to debt securities or convertible debt securities; iii. a document to be sent to persons whose listed options are about to expire.
Section 6.49 – Section 6.50 Closure of Books	<ol style="list-style-type: none"> 1. A company shall inform the SPSE of any closure of its shareholder register at least fifteen (15) days before the closure.
Section 6.51 – Section 6.54 Share Register	<ol style="list-style-type: none"> 1. Every company shall maintain its register with a licensed registry. 2. The company has to ensure that the registry functions are performed promptly and properly. 3. All properly executed and documented written security transfers shall be registered within five (5) days of their dispatch by the SPSE. 4. A company shall not register transfers in listed securities which have not been conducted through trades executed on the SPSE or off-market transfers approved by the SPSE.
Section 6.55 – Section 6.57 Replacement Certificates	<ol style="list-style-type: none"> 1. The company may only issue a replacement share certificate if it has: <ul style="list-style-type: none"> i. received the share certificate to be replaced and cancelled it; or ii. received satisfactory evidence that the original certificate has been lost or destroyed and not disposed of.

Section 6.58 Listing Fee	1. Each listed company must pay the listing fees to maintain its listing on the SPSE.
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