



REWA PROVINCIAL HOLDING CO. LTD

Level 1, Kwong Tiy Plaza Building, Marks Street, Suva, Fiji
GPO Box 12952, Suva. Phone 3315031, Fax 3315032

18th March 2025

Dear Shareholder,

Please accept this as a formal notice of the 24th Annual General Meeting of REWA PROVINCIAL HOLDING COMPANY LIMITED.

The meeting will be held at 10 am on 12th of April, 2025, at the Yatu Lau Conference & Hotel, Waimanu Road, Suva, formerly known as Studio 6. We will arrange a special bus to pick up shareholders from Nasali, passing through Burebasaga, Dreketi, and Nabudrau/Noco on the day of the meeting. Shareholders are requested to await the bus pickup times at their location, as noted below:

1. 8am – Pickup from Nasali
2. 8.20am – Pickup from Burebasaga bus stop
3. 8.30am – Pickup from Nakorovou roundabout/Nadoria & Vunisinu
4. 8.40am – Pickup at Nabudrau junction
5. 9.00am- Pickup at Toga Road junction & Koronivia Road junction bustop along Kings Road
6. 9.30am – Arrive at Yatu Lau Conference & Hotel Conference Hall, Waimanu Road.

Please find attached the following:

1. 2025 AGM meeting agenda
2. Proxy Form
3. Minutes of the 23rd Annual General Meeting held on 25th May 2024

The Board and staff look forward to seeing you at the AGM.

Kind Regards,

Baro Saumaki
Chief Executive Officer



REWA PROVINCIAL HOLDING CO. LTD

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GPO Box 12952, Suva. Phone 3315031, Fax 3315032

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Rewa Provincial Holding Company Limited will be held at the Yatu Lau Conference & Hotel, Waimanu Road, Suva, formerly known as Studio 6, Suva, on Saturday, 12th April 2025 at 10.00am

AGENDA

1. Apologies
2. To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 25th May 2024.
3. Presentation of the Chairman's Report.
4. To receive, consider and adopt the audited financial statements for the year ended 31 December 2024 together with the Company Annual Report.
5. To approve the dividend payment recommended by the Directors.
6. To elect three retiring Directors as required under the Articles of Association (***The 3 Directors retiring and opting for re-election are Jone Sovalawa, Wati Seeto & Daiana Buresova***)
7. To transact any other business brought up in conformity with the Articles of the Company.

For further information contact the office on 3309 839 or 3315 031, 948 4265 or email baro.saumaki@rphcl.com.fj

BY ORDER OF THE BOARD

Baro Saumaki
COMPANY SECRETARY

Dated this 18th March, 2025

PROXIES

1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his/her behalf. The proxy need not be a member of the company.
2. A proxy form to be effective, must reach the registered office of the company at Level 1, Kwong Tiy Plaza, Suva, no less than 48 hours before the time of holding the meeting.

REWA PROVINCIAL HOLDING COMPANY LIMITED
PROXY FORM

I _____ being a Member of Rewa Provincial Holding Company Limited HEREBY APPOINT _____ of _____ or failing him _____ of _____ as my proxy to vote for me and my behalf at the Annual General Meeting of the Company to be held on the 12th April, 2025 and at any adjournment thereof.

As WITNESS my hand this _____ day of _____ 2025.

Shareholder Name: _____

Signature: _____

Signed in my presence by the said _____ who is personally known to me.

Name: _____

Signature: _____

Designation: _____

(Proxy forms are to be submitted within 48 hours (2 days) before the meeting)

MINUTES OF THE TWENTY THIRD (23rd) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE YATU LAU CONFERENCE ROOM, WAIMANU ROAD, SUVA ON THE 25th MAY 2024 AT 10.00AM

1.0 MEMBERS PRESENT

Shareholders were present at the meeting, in person or represented by proxy. Forty one (41) members made up of individuals, the various *Tikina* Councils, villages, *mataqali*'s and groups and whose names are listed on the attached attendance register. Members of the Board present at the meeting were:

Ro Naulu Mataitini	Chairman
Ro Teimumu Kepa	Marama Bale na Roko Tui Dreketi, Director
Mr Nemani Buresova	Director
Mr Jone Sovalawa	Director
Mr Camacakau Raimuria	Director
Ms Daiana Buresova	Director
Mr Baro Saumaki	Company Secretary/CEO

2.0 ATTENDANCE BY PROXIES

2.1 Those present by proxies together with those they represent were recorded and noted in the attendance register.

3.0 APOLOGIES

3.1 Ro Filipe Tuisawau Director
Patrick Daurewa

4.0 OPENING OF THE MEETING

4.1 The Chairman of the Board called the meeting to order at 10.25am and welcomed members present. He invited Mr Kitione Sikivou for a prayer before commencing with the order of business for the day.

5.0 CONFIRMATION OF THE MINUTES OF THE LAST MEETING HELD ON THE 4th JUNE 2022

5.1 The minutes of the last AGM meeting held on the 6th May 2022 was tabled and shareholders resolved to accept the minutes as presented. The motion to accept the minutes as a true record of the meeting was moved by Ro Teimumu Kepa and seconded by Mr Kitione Sikivou.

6.0 MATTERS ARISING FROM THE MINUTES

6.1 There were no matters arising from the minutes of the last meeting from shareholders.

7.0 CHAIRMAN'S ADDRESS

7.1 The Chairman's report was read as presented in the 2023 Annual report.

7.2 Shareholders resolved to accept the Chairman's report as read. The motion to accept the Chairman's report was moved by Ro Naulu Mataitini and seconded by Mr Kitione Sikivou.

8.0 ADOPTION OF THE PROFIT & LOSS STATEMENT AND BALANCE SHEET AND ACCOMPANYING DIRECTORS AND AUDITORS' REPORTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8.1 Copies of the 2023 Company Annual report which contained the audited financial statements were circulated and tabled for discussions. Board Director, Mr Cama Raimuria provided a detailed explanation of the financial report.

8.2 The Chairman opened the floor for any clarifications and issues from shareholders. Matters raised by shareholders pertaining to the audited accounts were responded to and discussed in detail by the Directors and Mr Raimuria.

8.3 Mr Neumi Vola sought clarification on the dividend policy as to how this was determined given the expectations of a majority of individual shareholders over sixty years depended on these dividends. CEO clarified that the company is guided by its dividend policy based on realised earnings that should not exceed more than 50% of realised profit in a financial year. For 2023, the NPAT was \$51,109.00 which disqualifies any dividend payment based on this policy.

8.4 Mr Neumi Vola also requested clarification on the company's plan to replace the aging shareholders, given the shareholders age profile reveal that 72% are over fifty years of age. Board Chair advised that the company had created a database to record professional Rewans both young and old in addition to our Facebook social media page and website where we continually publish events and activities undertaken by the company to keep current and potential shareholders updated.

8.5 Mr Vola requested whether the company has any plans to call for shares to attract new shareholders in particular our younger generation. CEO clarified that this is possible only if there is a major project to be undertaken by the company which requires funding through equity as currently major capital project works are funded through debt.

8.6 Ro Mili Tuisawau sought clarifications on the outstanding dividends and requested whether it's possible to transfer these outstanding dues to cover these villages Provincial Council levies. CEO advised that the Company was working closely with the Provincial Council office in pursuing this matter. Roko Tui Rewa, Mr Kitione Raibevu confirmed that they have the full village list and are raising this matter at all Tikina Council meetings.

8.7 Mr Timoci Silatolu recommended that the company consider other business ventures including the KFC Franchise which would generate daily income as opposed to the current monthly income rental business.

8.8 Mr Setareki Bai sought clarification on how much is the outstanding loan remaining to date for Ro Lalabalavu House. CEO advised that based on the 2023 Financial report, the outstanding loan on Ro Lalabalavu House alone is approximately \$3. million.

8.9 Shareholders resolved to adopt the financial report as moved for acceptance by Mr Neumi Vola and seconded by Mr Setareki Bai.

9.0 RESOLUTION FOR PAYMENT OF DIVIDEND

- 9.1 Shareholders noted that the Board of Directors did not recommend any dividend payment for the financial year ending 31 December 2023
- 9.2 Shareholders resolved to accept the recommendation for non-dividend payment for the financial year ending 31 December 2023. The motion to accept was moved by Mr Neumi Vola and seconded by Mrs Kalesi Qiolevu.

10.0 APPOINTMENT OF COMPANY AUDITOR FOR THE NEXT THREE YEARS

- 10.1 Shareholders unanimously agreed and resolved the recommendation of the Board of Directors to appoint Earnest & Young as the new company auditors to replace BDO Auditors who have completed their three-year term. The appointment of Earnest & Young to be for a period of three years.
- 10.2 The motion to appoint the new company auditors was moved by Mr Neumi Vola and seconded by Mrs Kalesi Qiolevu.

11.0 APPOINTMENT OF DIRECTORS

- 11.1 As per Directors rotation for retirement, three Directors were due to retire at the 2024 AGM. Mr Nemani Buresova, Mr Cama Raimuria and Mr Paula Navunisaravi have all opted for re-election.
- 11.2 Shareholders unanimously agreed to the re-appointment of all three Directors to serve for another three-year term. The motion to adopt the reappointment of the three Directors was moved by Mr Setareki Bai and seconded by Mr Neumi Vola.

12.0 ANY OTHER BUSINESS

- 12.1 The Board Chair, Ro Naulu Mataitini thanked shareholders for their support during the year and reaffirmed the Board's commitment in working towards realizing the new company Strategic plan to take the company forward in the next three years.
- 12.2 Roko Tui Rewa, Mr Kitione Raibevu raised his concern at the lack of support provided towards iTaukei businesses from Government. CEO advised that the company has been working closely with the current Government through the Ministry of Itaukei and the Itaukei Trust Fund and we will continue to follow up on discussions for any available assistance.

13.0 CLOSURE OF MEETING

- 12.1 Na Marama Bale na ROKO Tui Dreketi, Ro Teimumu Kepa provided the closing address and acknowledged the dedicated service of the former Chair, Mr Buresova and requested that we should all support the current Chair and its Board of Directors in their work in ensuring the company continues to grow and prosper in the future. She further added that the company has now finally come out of a difficult period and is going through a positive growth trend and shareholders can be assured that the Board will take all the necessary steps to steer the company in the right direction and in the best interest of its shareholders.
- 13.2 All decisions of the general meeting were made unanimously unless otherwise indicated in the minutes. The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting will be made available to shareholders.

- 13.3 The Chairman concluded the meeting with a vote of thanks to all shareholders and emphasized the Board's full commitment to carry out its responsibilities in the best interest of the company.
- 13.4 The Chairman announced the meeting closed at 12.30pm followed by a closing prayer from Roko Tui Rewa, Mr Kitione Raibevu.

Chairman of the 2024 Annual General Meeting: Ro Naulu Mataitini

[Chairman]

SHAREHOLDERS NAMES ATTENDING THE 2024 ANNUAL GENERAL MEETING

No	Name	Address
1	Ro Nauludole Mataitini	Lomanikoro
2	Alivereti Turagarua	Drekena
3	Daiana Buresova	Suva
4	Kitione TK Sikivou	Kalabu
5	Neumi Vola	Raviravi
6	Emilitoni Cokanasiga	Vakabalea, Navua
7	Setareki T Bai	Naqarani
8	Jovilisi D Raketekete	Nakuruwai, Noco
9	Naqarani Holdings-Setareki Bai	Naqarani
10	Sesilia Valevau	Naivikisara
11	Raijeli Bukdrau	Nakauwaru
12	Salesi Logavatu	Lomanikoro
13	Joni Kaminieli	Drekena
14	Apenisa Gaunitoga	Drekena
15	Sainimere Butadroka	Nabuli
16	Etuate Rakanace	Nadoria
17	Manueli Matanawa	Muanaicake
18	Viliame V Ravosai	Nadoria
19	Nemani Buresova	Namadi
20	Kalesi B Qiolevu	Suva
21	Pailato Buadrau	Raiwaqa
22	Jone Soalwa	Suvalailai
23	Baro Saumaki	Vatuwaqa
24	Ro Teimumu Kepa	Lomanikoro
25	Makelesi Driu	Davuilevu
26	Lorima Tinadralla	Kinoya
27	RPC-Sereti Liu	Lomanikoro
28	Ro Miliakere Tuisawau	Lomanikoro
29	Varani Lutu	Taci
30	RPC-Aseselo Batikali	Lomanikoro
31	Timoci Silatolu	Lomanikoro
32	Dovi Mataitini	Lomanikoro
33	Cama Raimuria	Vunisinu
34	RPC- Kitione Raibevu	Lomanikoro

35	Paula Navunisaravi	Nakorovou
36	Epeli Takiveikata	Lomanikoro
37	Netani Sucuidreketi	Matanimoli
38	Epeli Qumivutia	Lomanikoro
39	Waisake Rakanace	Nakorovou
40	Penioni Uluinayau	Nabudrau
41	Wati Seeto	Suva

