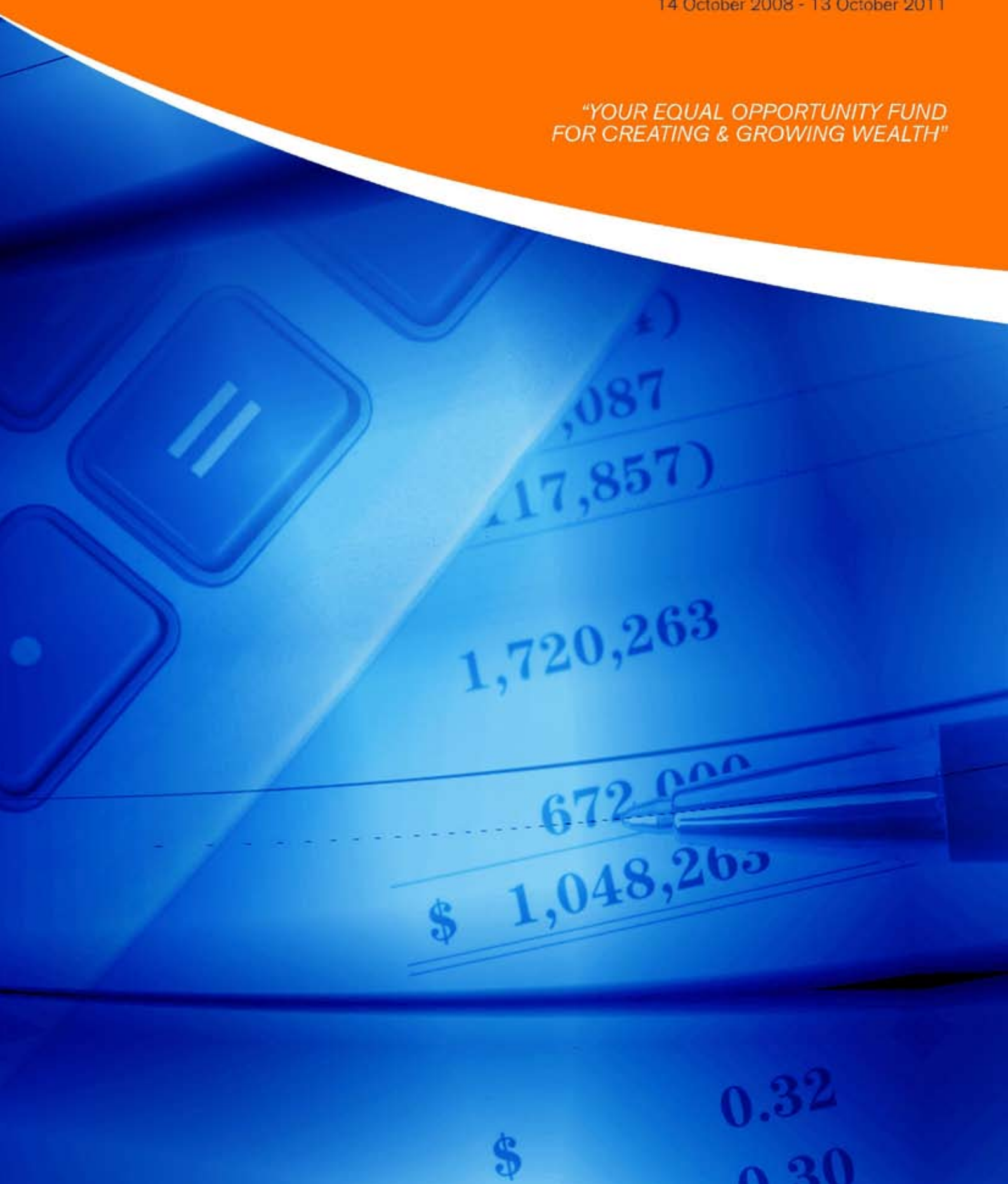


Prospectus

14 October 2008 - 13 October 2011

*"YOUR EQUAL OPPORTUNITY FUND
FOR CREATING & GROWING WEALTH"*



DISCLAIMERS

Unit Trust of Fiji

The Unit Trust of Fiji (hereinafter also referred to as "the Trust", or "UTOF") units on offer in this prospectus dated 26 September 2008 are subject to investment and other risks, including possible delays in repayment and the loss of income and principal invested. Neither the Unit Trust of Fiji (Management) Limited (hereinafter also referred to as "the Manager") nor the Unit Trust of Fiji (Trustee Company) Limited (hereinafter referred to as "the Trustee") guarantees the repayment of capital, the performance of the Trust or any particular rate of return from the Trust. However, the Manager together with the Trustees undertakes that all decisions and investments of the Trust will be carried out with due care and diligence.

Potential investors should read this prospectus carefully and are advised to seek professional advice before investing in the Trust.

Capital Markets Development Authority

This prospectus dated 26 September 2008 was made effective by the Capital Markets Development Authority on 14 October 2008.

The Capital Markets Development Authority ("the Authority") disclaims any legal responsibility for any loss, damage or injury to any person that may arise as a result of examining any proposals submitted to it. The Authority does not vouch for the accuracy, and assumes no legal responsibility whatsoever for the contents of any proposal, prospectus, statement or document that it has examined.

Notwithstanding Section 48(3) of the Capital Markets Development Authority Act, examination of any proposal and prospectus by the Authority does not include any assessment as to viability.

Prospectus Details

Issue Number	3
Prospectus Date	14 October 2008
Expiry Date	13 October 2011

Trust Deed Details

Trust Deed date	31 March 1978
Parties to the Trust Deed	Unit Trust of Fiji (Management) Limited and Unit Trust of Fiji (Trustee Company) Limited



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Inside Back Cover

About the Unit Trust of Fiji (“UTOF”)

About 30 years ago, the Native Lands Trust Board and the Fijian Affairs Board saw the need to have an investment vehicle for small investors - “for the man in the street, particularly the indigenous Fijians or taukeis of Fiji”. This idea led to the birth of The Unit Trust of Fiji or “UTOF” or “Trust” for short on 25 April 1978 under the Unit Trusts Act. The specific aim of the Trust was to give small investors in Fiji an opportunity to own shares and other investments while at the same time spreading their risks and leaving the management of the investments in the hands of qualified and licensed professionals (licensed by Capital Markets Authority of Fiji or CMDA). It was also to assist the Government’s policy of promoting wider participation by local residents’ in the future economic development of Fiji.

Since then the Unit Trust of Fiji has grown and has become one of the major investment institutions in Fiji.

The Trust has offered investment opportunities for individuals, companies and other types of investors. It continues to invest in the shares of profitable companies, bonds and other securities, to provide the returns required by its unit holders. Any surplus cash or funds awaiting investment are held as deposits mainly with local banks and other financial institutions.

The Trust’s record of achievement over the years has been a cornerstone of the growth of Fiji’s capital markets. Today, it is one of the leading long-term investment institutions in Fiji.

The value of the Unit Trust of Fiji’s assets under management grew from a small amount in 1978 to F\$90.94 million as at 30 September 2007. There were 11,681 unit holders in the Trust for the same period. In addition to returns on their investments in the Trust through cash dividends, unit holders also benefit from capital growth of the Trust’s investment portfolio, when this increases in value. The growth can be realized by unit holders when they repurchase or sell their units back to the Trust.

Regular dividend payments (twice a year on 15th June and 15th December), and the ease with which unit holders can repurchase or sell back their units to the Trust, will continue to ensure that UTOF is an attractive investment option for investors.

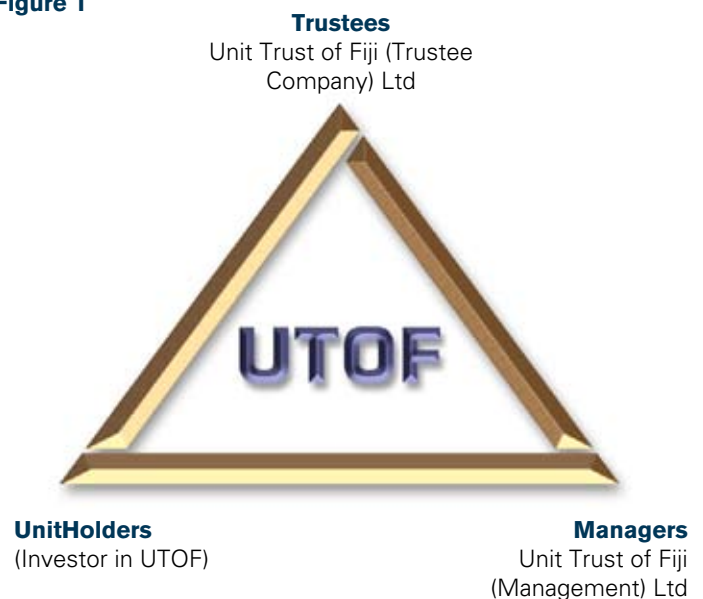
The Trust is open-ended. This means that there is no limit to the number of units, which may be issued by the Manager. As more funds are invested in the Trust, more units are issued.

How Does UTOF Work?

In a Unit Trust, the money of many investors is pooled together and invested on their behalf by a team of professional and licensed investment managers. The Unit Trusts Act, 1978 provides for one company to manage the unit trust, the “Manager”, and a separate and independent trustee company, the “Trustee”, to hold title to all of the investments of the unit trust. There must also be a Trust Deed, which sets forth the relationship between the Manager and the Trustee. The Unit Trust must be operated in accordance with the Trust Deed at all times.

The concept of the Unit Trust can be better understood by Figure 1 below:

Figure 1



The Management Company is responsible for selling and buying units to and from the public and deciding where to invest the UTOF’s assets for the benefit of the unit holders.

The Trustee Company receives all the investment monies, holds all of the assets of the Trust on behalf of the unit holders and distributes income as dividends to unit holders through the “Manager”. The “Trustee” is responsible for protecting the rights and interests of unit holders in accordance with the “Trust Deed” and at Law.

The Administration of the Trust

The “Manager”

The “Manager” is Unit Trust of Fiji (Management) Limited (100% owned by the Government of Fiji). This company is a Government

PUT NOT YOUR TRUST IN MONEY BUT PUT YOUR MONEY IN TRUST".
-OLIVER WENDELL HOLMES

Commercialised Company or "GCC" and like all other GCCs, it operates under the umbrella of the Ministry of Public Enterprises & Public Sector Reforms and the Ministry of Finance.

The Ministry of Public Enterprises & Public Sector Reforms is mandated under the Public Enterprises Act, 1996 to monitor the performance of GCCs, such as the "Manager". Its monitoring role is to advise the Minister of Public Enterprises and Public Sector Reforms on the following:

- Acceptability of planning documents and annual reports;
- Actual performance against Statement of Corporate Intent (SCI) and Corporate Plan (CP);
- Formulation of policies to enhance performance; and
- Promotion of corporate governance.

The main responsibility of the Manager is to manage the Trust in a proper and efficient manner. In doing so, it must comply with all of its obligations set out in the Trust Deed and the relevant laws of Fiji.

The Minister responsible for the Ministry of Public Enterprises & Public Sector Reform appoints the Directors of the company for a three (3) year term. The directors of the Manager at the date of this Prospectus are Mr Aisake Taito (Chairman), Mr Saula Sovanivalu, Mr Marika Luveniyali and Mrs Shaenaz Voss. The current directors are people of integrity who have a proven track record in business and associated activities. They have many years of experience in both the public and private sectors.

The Unit Trust of Fiji is currently managed by Dr Peter Mario, a professional who has worked in the Insurance, Reinsurance and Unit Trust industries in Fiji for many years. Dr Mario has managed the Unit Trust of Fiji since 2000.

All unit holders have the same access to professional management regardless of the size of their investment in the Trust.

The registered office of the Management Company is:

Level 2 Provident Plaza 1,
Ellery Street,
Suva,
FIJI.

The "Trustees"

The "Trustee" is Unit Trust of Fiji (Trustee Company) Limited, (51% owned by the Directors and 49% by Government of Fiji), registered company in accordance with Section 6 of the Unit Trust Act. The main responsibility of the Trustee is to make sure that the Manager acts in the best interests of unit holders. The Directors of the Trustee Company at the date of this Prospectus are Mr Gilbert Veisamasama Jr and Ms Ulamila Fa-Tuituku. Under a Deed of Appointment, their appointment was for a probation period of 3 months as from 13 March 2008, which at the date of this prospectus was under review.

The registered office of the Trustee Company is:

71 Gordon Street,
Suva,
FIJI.

While the Trust is managed by the Manager, the custodian of the investments of the Trust is the Trustee as defined in the Unit Trust Act. The Trustee ensures compliance with the Trust Deed and Prospectus, ensures that proper accounts are kept, sent or cause to be sent to Unitholders a copy of the annual accounts and the auditor's report for each financial year, supervise the buy-back of units and appoint auditors.

Investment Strategy

The Trust has achieved its broad investment objective by moving towards a well-diversified and balanced portfolio. However, while it ensures that it explores all investment avenues for increased revenue to its unit holders, it is very mindful and cautious of associated risks.

The Trust operates under the Trust Deed and the Unit Trust Act (1978) and as such, its investment portfolio is reviewed fortnightly while unlisted securities are valued at least once in a financial year.

The Board Directors of the Trust have created a guideline, which the Trust must follow when making investment decisions and managing the portfolio.

One of these guidelines includes limiting of the total cost of an investment in any one company to 20 per cent of the Trust's total funds under management. The Trust diversifies its portfolio by investing in different pools of investments both locally and internationally.

Investor Information

Investing with Unit Trust of Fiji (“UTOF”)

What is a Unit Trust?

Unit trusts are small investors' answer to achieving wide investment diversification without having to spend or invest large sums of money. Unit trust is an investment scheme that pools or puts together money from many investors and in turn invests it elsewhere on their behalf so as to earn the interest income which is paid out to them as dividends half yearly or annually.

What is a Unit?

In exchange for money, the fund issues units to the investors who are known as unit holders. Unit holders can sell (known as redeeming) their units back to the fund or buy (and sell) more units. The number of units you get depends on the amount you invest and the cost of one unit at that time. When you invest in a unit trust, your money buys “units” in the Trust at a price that is calculated for that period.

The money you invest is added to a pool from which the Manager makes investments on behalf of the Trust i.e. all the unit holders. This pool is referred to in a Trust Deed and includes the investments already owned by the Trust, income received on the investments and cash that have not been invested.

This in turn represents the value of the units on issue to all the unit holders. Every unit has the same proportionate right to the pool of assets owned by the Trust. The value of a unit on issue is thus the net asset value of the Trust (i.e. the total value of the deposited property including investments, income earned and cash that has not been invested minus liabilities which includes the Manager's remuneration) divided by the number of units on issue. The value of a unit will change as the value of the Trust's investments change from time to time.

Why should you invest with Unit Trust of Fiji?

There are benefits with investing in Unit Trust of Fiji. Investing in the Unit Trust of Fiji offers you the following benefits:

- (a) **Capital Growth Opportunities** - In addition to dividends, in the medium to long term, units may increase in value in line with the overall performance of the Trust's investments. Therefore, your initial investment or capital can also grow;
- (b) **Regular income** – Dividends are paid twice during a calendar year; in June and December;
- (c) **Realised Capital Gains as Dividends** - The Manager may, in consultation with the Trustee, decide to pay out realized capital gains upon sale of investments, as dividends;
- (d) **Reduce Investment risks** – Investing in a unit trust leads to diversification or spreading your risks as your investment is spread across a number of different types of investments (for example, cash, shares, bonds and property), thereby reducing risk;
- (e) **Professional Management** - The Manager consists of professionals with experience and skills in business management and finance;
- (f) **Liquidity** – If you want to sell your units, the Manager will buy them back, without you having to look for a buyer, thus guaranteeing that you receive your proceeds from the sale as quick as possible. This is called redeeming your units. Investors are reminded that investing in a unit trust is a long-term investment, which means that you can lose money if you withdraw your investment within a short period of time;
- (g) **Affordability** - The minimum initial investment with us is the lowest at the moment. The initial investment in a unit trust is generally affordable e.g. the initial investment in Unit Trust of Fiji is 100 units. You can then increase the size of your investment in the unit trust as you wish;

- (h) **Access to overseas investments** – You have access to investment overseas when you invest with us. We invest overseas subject to the approval of the Reserve Bank of Fiji (RBF);
- (i) **Investor Protection** - The operations of the Unit Trust of Fiji, and the duties and responsibilities of the Manager and the Trustee, are governed by the Trust Deed and the Unit Trusts Act of 1978. The Trust is also licensed and supervised by the Capital Markets Development Authority;
- (j) **Diversification** – when you invest with us, your money is spread over a number of different types of investments (such as cash, shares, bonds and property) which, in fact, reduces your risk. You could think of it as “not putting all your eggs in one basket”; and
- (k) **Access to a wide range of investments** – When you buy a unit you are buying into a wide range of assets, which may not be easily available to you if you invested directly on your own.

With the changes made by the Government under the National Budget 2008, dividends exceeding \$200 from your investment with the Trust will now be taxable depending on your income threshold. Since inception of the Trust, dividends from a unit holder’s investment with the Trust were not taxable. Given these changes, you are advised to seek professional advice regarding any tax issues that you might have.

What are the risks of investing with UTOF?

There are also some important risks for you to consider before investing. All investments involve varying degrees of risk. There are many factors, which may impact the performance of cash, share, bond or property investments, which the Trust owns. Below is a summary of some of the major risks that you should be aware of when investing in Unit Trust of Fiji.

- (a) **Interest rate risk** – this is the risk that the value of a security or investment, particularly in a bond, will change due to a change in the level of interest rates. For example, bond values fall when interest rates rise;
- (b) **Market risk** – this is the risk that unexpected economic or political conditions could have a negative impact on the returns of all investments in a particular market;
- (c) **Company or security risk** – this is the risk that the value of a specific share or security could fall due to unexpected changes in the company’s internal operations or immediate environment. For example, the impact of a new competitor on the company or the effect of a change in government policy;
- (d) **Concentration risk** – this is the risk that an exposure to an investment or group of related investments or counterparties could have the potential to produce losses large enough to threaten the Trust’s financial health and ability to maintain its

All unitholders have the same access to professional management regardless of the size of their investment in the Trust.

The regulatory authority, the Capital Markets Development Authority, has issued a guide, which has more information about investing in unit trusts. This publication, “Investing in Unit Trusts: A Guide by the Capital Markets Development Authority” issued in January 2002 provides background information on what a unit trust is, how unit trusts are structured, the types of unit trusts there are, the benefits of investing in a unit trust, the risks to be considered and other related issues. Copies of this publication can be obtained from our office or from the Capital Markets Development Authority.

operations. Another aspect of this risk is Sectoral Risk i.e. the risk that a particular sector of the economy will not be able to meet its obligations due to an overall downturn in that particular sector;

(e) **Currency risk** – since Unit Trust of Fiji invests overseas (over F\$3 million as at the date of this prospectus) – there is a risk that changes in the prevailing exchange rates could negatively affect the value of Unit Trust of Fiji’s overseas investments. However, Unit Trust of Fiji will actively manage this currency exposure by monitoring the daily exchange rates and liaising with our overseas brokers;

(f) **Withdrawal risk** – although you can usually withdraw your investment at any time, you should consider holding your investment for at least 2 to 3 years to reduce the chance of losing money because of a lower repurchase price caused by fluctuations in the value of the Trust’s assets; and

(g) **Tax** – any changes to the tax policies by Government can affect your investment.

You can see from the above that investing in unit trusts carries with it risks. It is important to note that not all risks can be foreseen.

When managing your investments, the Manager also has to consider various risks. Some of these are the same as those identified above. Also included is country risk i.e. the risk if a country will not be able to meet its obligations. If most investments are held in a certain country, there is a high incidence of country risk. Professional managers attempt to mitigate this risk by investing in a number of countries. For us in Fiji, our ability to invest in other countries is limited under current exchange control regulations issued by the Reserve Bank of Fiji.

While the Manager will actively manage the risks inherent in the Trust’s assets, it is not possible for the Manager to protect the value of your investment from all risks.

Unit holders are advised to seek professional advice, relevant to their personal circumstances, from licensed financial advisers, before investing.

What are some of the strategies employed by the Unit Trust of Fiji to manage those risks?

As part of its Strategic Plan 2008 to 2010, the Unit Trust of Fiji has identified and will monitor and manage various risks associated with its business.

With regard to interest rate risk, the Manager will encourage more training and development of staff to actively manage interest rate movements.

The Manager will also work on actively monitoring other market information (official and non-official) to ensure that it takes action to protect its investments and the best interests.

The Manager will also be considering diversifying its product base and investment portfolio to ensure that the risk from investing in a single product or narrow investment options are minimised.

To control over exposing the Trust to a single exposure or group of related exposures, the Unit Trust of Fiji is only allowed to invest up to 20 per cent of its total invest portfolio in a single investment or group of related exposures. This ensures that if such an exposure fails, the effects of that failure are contained.

How much do you need to start your investment?

Buying Units

There are two ways to buy units: by mail or in person.

To buy by mail, simply fill in the application form attached at the back of this Prospectus and send it together with the amount you wish to invest (minimum initial subscription 100 units) to:

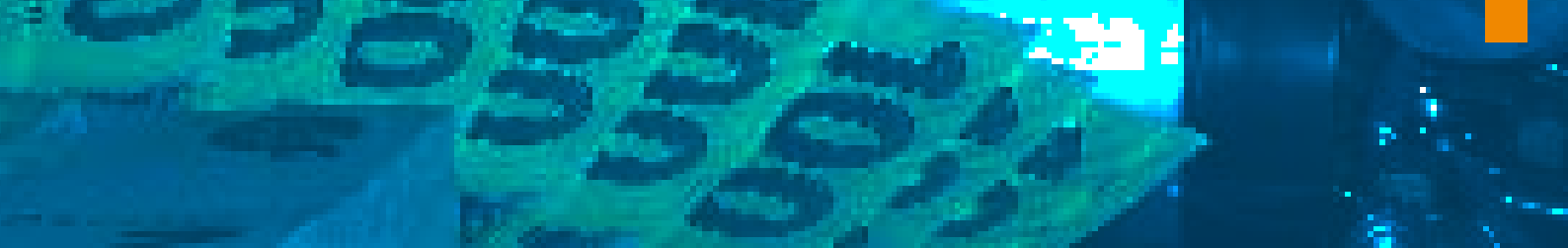
The Manager,

Unit Trust of Fiji (Management) Limited,

GPO Box 14451,

Suva, FIJI.

The instructions for completing the form are also at the back of this prospectus.



An investor that buys units by mail should **not** send any cash, or a cheque payable in cash, together with his application form. The acceptable form of payment is a cheque that is crossed and marked "Non-Negotiable". The Unit Trust of Fiji will not be responsible for cash, or cheque payable in cash, which is sent by mail.

If you prefer to buy your units in person, they can be purchased either directly from the Unit Trust of Fiji office in Suva or Lautoka, or from any branch of Fiji Development Bank, or a Post Office near you. The FDB and Post Fiji can receive cash and issue receipts for the purchase of units on the Manager's behalf.

The FDB and Post Fiji are not licensed Unit Trust of Fiji representatives. However, the Manager uses the FDB offices and Post Offices across Fiji to distribute Unit Trust of Fiji Prospectus and Annual Report. The FDB and Post Fiji do not provide financial advice on investing in unit trusts. They are only permitted to receive application forms on the Manager's behalf and to receipt cash for the purchase of units. FDB is paid a nominal fee by the Manager for providing this service. However, Post Fiji charges a fee for its services on all cash transactions processed. This service fee is charged to investors and is independent of the unit price.

Other agents through whose offices units can be purchased include Kontiki Stock Brokers, Fiji Stockbrokers and Mr Rick Croker of Fortune Consultants. These agents are licenced by CMDA and are permitted to provide financial advices on your investment. Also, these agents are paid a 1% commission on the value of units purchased through them. The commission is paid by the Manager.

The number of units purchased by an investor will be calculated using the unit price on the day the cheque is received by the Manager. A notification of purchase, unit share certificate or statement will be issued within 14 days after allotment of units to the investor.

Please do not fill an application form without reading the Prospectus first.

Purchase by underage investors

People under 21 years of age can also buy units. An investor under 21 years of age should, however, buy units through an adult acting on his or her behalf. Parents and guardians can also buy units for their children.

Such units will be held in the adult investor's name as trustee for the underage investor(s).

Redeeming Units and to Whom

Under the Trust Deed, the Manager may, but is not obliged to, acquire your units in the Trust at the Repurchase Price prevailing at the time.

The same terms and conditions apply as if the units had been redeemed by the Trust. The title to the units will be transferred by you into the name of the Manager whilst the redemption price will be paid by the Manager.

Investors are reminded that any units bought and sold within a short period of time may be made at a loss given that the price at which they bought units is lower than the repurchase price of a unit. Therefore, investors are encouraged to hold their units for some time before redeeming them to ensure that they make a gain.

Calculation of Selling Price of a Unit

The selling price (or issue price) is based on the Net Assets Value of the Trust and the following fees and charges:

- Transaction costs;

- Manager's rounding;

- Equalisation; and

- Preliminary charge.

The selling price is calculated fortnightly based on the Net Asset Value of the Trust's portfolio of investments plus a preliminary charge (2%), estimated transaction costs, equalization and add manager's rounding.

In simple diagrammatic form, the selling price calculation is shown below:

Selling Price	F\$
Net Asset Value of the Trust	93,000,000
Add: Transactions Costs	
Less: Equalisations	450,000
Less: Manager's Remuneration	
Add: Preliminary Charges	1,800,000
Net Asset Value plus Costs, Fees & Charges	95,250,000
Total Number of Units in Issue	66,500,000
	0.01432
Add: Manager's Rounding	0.01250
Selling Price	\$1.44

The Net Asset Value of the Trust used in the table of calculation is an example only and does not reflect figures reported in the audited financial statements of Unit Trust of Fiji

Net Asset Value of the Trust

The assets in the Trust's portfolio are revalued every fortnight.

Shares quoted on the South Pacific Stock Exchange are generally valued by reference to the latest market bid or offer prices as required under the Trust Deed. Unquoted shares are valued by a professional based on appropriate valuation methodologies. Bonds and other fixed interest securities are valued by reference to Reserve Bank of Fiji's bond price list or prices prevailing in the secondary markets, where available.

Real property is valued based on current market value of the property which is based on a current Registered Valuer's full valuation report.

The cash available for investment, accrued income, investment income received (e.g. dividends and interest) and the market value of the trust investment as mentioned above are factored in when determining the value of the total assets.

Liabilities such as manager's remuneration and declared dividends are deducted in arriving at the Net Asset Value of the Trust.

Transaction Costs

When you invest in the Trust, the Manager uses your funds to buy investments, which may incur costs such as brokerage and stamp duties etc.

At the same time, your investment in the Trust represents a purchase into a pool of assets which, if you were to replicate or acquire yourself, would be subject to similar transaction costs.

Therefore, an estimate of these transaction costs is added to the price of units so as not to disadvantage existing unit holders whose funds have acquired the investments you are now buying into.

These estimated costs are based on current market transaction costs such as brokerage fees, Capital Markets Development Authority levies, stock exchange fees and stamp duties.

Manager's Rounding

This term refers to the rounding upwards or downwards of the unit price to the lesser of 1.25 cents or 1% per unit.

Equalisation

Depending on the nature of the investments in the portfolio, income is received or accrued overtime. Such income belongs to the existing unit holders of the Trust.

To ensure that income owed to existing unit holders are not diluted when new unit holders buy units, new unit holders pay the equivalent of the income already earned on existing units. This is added to the unit price and ensures fairness between existing and potential unit holders as all unit holders in a class are entitled to the same amount of dividends at distribution date, being 15th June and December each year..

Preliminary Charge

The Preliminary Charge is an entry fee payable to the Manager. The maximum entry fee that the Manager can charge is currently 3% of the underlying Net Assets Value of the unit and it is included in the issue price of a unit in accordance with the Trust Deed.

The Manager can only increase this charge with the consent of the Minister of Finance, but can reduce the charge at its discretion. As at the date of this prospectus, the entry fee charged by the Manager is 2%.

Calculation of Repurchase Price of a Unit

The Repurchase Price is also calculated fortnightly based on the Net Asset Value of the Trust.

This value is reduced by the estimated associated transactions costs outlined on page 8. The net asset liquidation value of the portfolio is divided by the units on issue, to which is added the rounding adjustment as stated on page 8. There are no additional fees when you dispose of your units.

In simple diagrammatic form, the repurchase price calculation is shown below

Repurchase Price	F\$
Net Asset Value of the Trust	93,000,000
Less: Transactions Costs	
Less: Equalisations	600,000
Less: Manager's Remuneration	
Net Asset Value plus Costs, Fees & Charges	92,400,000
Total Number of Units in Issue	66,500,000
	0.01389
Less: Manager's Rounding	0.01250
Repurchase Price	\$1.38

The Net Asset Value of the Trust used in the table of calculation is an example only and does not reflect figures reported in the audited financial statements of Unit Trust of Fiji

Exit fees

There are no exit fees when you redeem your units.

Minimum number of units to be maintained by an Investor

If you wish to maintain investments in the Trust, you must have a balance of at least 100 units remaining in your account or you will be advised to withdraw all your investment in the Trust.

Distribution of Income and Gains

The Trustee will distribute income among unit holders according to the number of units they hold either:

- on the last preceding record date for interim distribution (i.e. 31 March) or;
- on the last date of the applicable financial year (i.e. 30 September).

In other words, dividends are paid to you on a six-monthly basis. You will expect to receive your dividends after the 15th of June and 15th of December each year. To ensure that you receive your dividends, you are required to update the Trust of any changes in your postal address.

The amount available for distribution will be calculated by deducting the Manager's remuneration from total income earned by the Trust (including equalisation) for the applicable period.

In the most recent years, dividends have been calculated at 5.90 cents per unit held. Total distribution for the financial year ended 30 September 2007 was F\$3,951,218 on the 66,922,144 Class A Units on issue. Class A units are held by unit holders. Class B units were issued to Government when the Trust was formed at the beginning.

The Trust does not guarantee that the same dividend rate will be paid over the coming financial years. This is primarily due to the fact that it will depend on the performance of the Trust's investment portfolio. Such performance is dependent on a combination of external factors such as movements in interest rates as well as how well the Trust proactively manages such factors.

Information to be provided by the Manager

When you become a unit holder, you will receive the following:

- A written acknowledgement of your investment in the Trust;
- A unit certificate or a statement of account signed by the Trustee showing the certificate number, name(s) of holder(s), date, account number and number of units purchased. At the back of the certificate is the withdrawal form or "Form of Renunciation" to be used when you wish to sell your units back to the Trust.

At distribution time, you will receive the following:

- A dividend cheque; and
- A dividend advice including a tax voucher.

Participants in the Automatic Reinvestment Plan will receive a:

- A unit certificate or a statement of account for the number of units reinvested; and
- A dividend advice including a tax voucher.

Key financial information for the last 5 financial years ending 30 September each year has been included in an Appendix 3 to this Prospectus for your benefit. In addition to that, all unit holders will receive a copy of the audited annual accounts of the Trust each year.

You can obtain the latest unit price or any other information about your investment or the Trust by calling us on telephone number (679) 3301052.

Information available for inspection at the Manager's office

Information that can be inspected at the office of the Manager includes:

- audited annual accounts of the Trust;
- a copy of the Trust Deed; and
- the Register of Unit holders.

Meeting of Unit Holders

The Manager is required under the Unit Trusts Act to convene a meeting of unit holders by giving at least 14 days' notice to unit holders if requested to do so in writing by:

- the Manager, or;
- the Trustee, or
- at least one-tenth in number of the unit holders of the Trust, or
- a unit holder or unit holders holding (at the date the Manager received the request) at least one-tenth of the value of the units in the Trust.

These meetings must be under the chairpersonship of a nominee of the Trustee and must be conducted in compliance with the provisions of the Trust Deed and as otherwise directed by the chairperson.

A unit holder or unit holders holding at least three-quarters of the value of the interests in the unit trust, who are present in person or by proxy at any such meeting and vote, and who hold at least one-quarter of the value of all the units in the Trust held by unit holders, has powers to give directions to the Trustee by resolution, as they think proper concerning the Trust. These directions should be consistent with the provisions of the Trust Deed and Unit Trusts Act 1978.

Where a direction is given, the Trustee may comply with that direction and shall not be liable for anything done or omitted by it by reason of its following that direction.

Unit holders holding one-tenth by value of units held may convene a meeting after 21 days of lodging an application with the Manager in accordance with the Unit Trusts Act. The meeting must be held within the following two months. Where there is a meeting of unit holders, a nominee of the Trustee shall chair it.

Complaints Handling Procedures

The Manager has staff to deal with your concerns or complaints. You should direct all your concerns or complaints (preferably in writing) to:

The General Manager,
Unit Trust of Fiji (Management) Limited,
GPO Box 14451,
Suva, FIJI.

Upon receipt of your complaint, and depending on its nature, it will be handled as follows:

- Complaints received over the telephone will be resolved immediately, where possible;
- If your complaint cannot be resolved over the telephone, you will be asked to lodge the complaint in writing;
- Upon receipt of your written complaint, we will provide you with either a verbal or written acknowledgement as early as possible but within 5 working days; and
- The Manager will then keep you informed of the progress towards resolving your complaint, if this has not been done within 10 working days.

Unit holders may also direct their complaints to the Trustee or with the capital markets regulator, the Capital Markets Development Authority.

Past performance does not guarantee future performance

It is important for you to note that past good performance of the Trust does not necessarily guarantee a similar performance in the future. Similarly, poor performance in the past does not necessarily imply a bad performance of the Trust in future.

Various types of investments held within the Unit Trust's portfolio fare differently to economic and capital market conditions. The performance of a Unit Trust will also depend on how well the Manager has actively managed the Trust's portfolio given existing and expected market conditions.

To get a copy of the Trust's most recent financial reports, please call our office on telephone (679) 3301052.

The investor's or unit holder's interests and rights

Entitlement of an Investor or Unit holder

All of the unit holders in a trust have a beneficial interest in the assets of the Trust. However, this does not give a right to control any particular asset or group of assets, nor does it confer any rights over the management of the Trust.

Each unit holder in the Unit Trust of Fiji is, subject to the terms of the Trust Deed, entitled to:

- receive a share of the income of the Trust;
- to receive capital distributions in the event of repurchase;
- have units repurchased or redeemed;
- transfer units;
- transfer ownership of units to a surviving joint unit holder or otherwise to one's estate in the event of one's death;
- requisition, attend and vote at meetings of unit holders;
- participate in distribution upon termination or winding up of the Trust;
- receive acknowledgement of units held;
- receive the annual audited accounts of the Trust;
- inspect the Trust Deed or obtain a copy from the Manager's Office at a fee; and
- inspect all material contracts.

Confidentiality

Please note that details of your investments are kept in strict confidence. The Manager will only use your details from time to time to give you more information about the Trust.

However, if you have used a licensed broker or investment adviser (whose stamp is affixed on your Application Form), then details of your investments will be provided to that agent upon request, in writing.

More Investor Information

How does Unit Trust of Fiji invest your money?

UTOF invest in companies listed on the South Pacific Stock Exchange and in unlisted companies in Fiji. It also buys bonds and other government or government-guaranteed papers, which, are offered for sale in Fiji's capital markets or abroad. UTOF also have term deposit investments locally and overseas, mainly in Australia.

What investments by the Unit Trust of Fiji are permitted by the Trust Deed?

The Trust Deed permits investments in:

- Any shares (or stocks), bonds, debentures or debenture stocks of any corporate body whether incorporated in Fiji or abroad;
- Any unit trust whether established in Fiji or abroad;
- Any security issued by the Government of Fiji or any Government Agency;
- Any right or interest in any of the foregoing;
- Mortgage lending
- Any real property and
- Any right in respect of any money lent to or deposited with any corporate body.

The Trust's assets cannot be invested in, or lent to, the Manager or the Trustee, or any associate of the Manager or the Trustee.

How can you buy more units?

There is no limit to the maximum number of units you can buy. You can buy units as many times as you wish but at the selling price at that time. Another way of buying more units is through our Dividend Reinvestment Plan. Unit holders can reinvest their dividends by buying units at the selling price at that time.

Is there a minimum balance of units that must be maintained?

Yes, a unit holder must maintain a balance of at least 100 units in his or her account. Once it is below 100 units, UTOF has the right and the option to refund all the units back to the unitholder.

How can UTOF sell your units?

The Manager may, but is not obliged to, buy back units that a unit holder wants to sell at the repurchase price at that time.

What is your Withdrawal Notice period?

When you wish to sell or redeem your units, you have to allow the Manager seven (7) working days to process your request. The Manager may, with the Trustee's approval, waive the withdrawal notice period in respect of all, or part of, any particular withdrawal.

Are your dividends taxable?

With the changes made by Government under the National Budget 2008, dividends exceeding \$200 from your investment with the trust will now be taxable depending on your income threshold. Since inception of the Trust, dividends from a unit holder's investment with the Trust were not taxable. Given these changes, you are advised to seek professional advice regarding any tax issues that you might have.

How do you get your dividends?

Your dividends will be deposited directly in a bank account nominated by you or a cheque can be mailed to you. You can also personally collect your dividend cheque from our office at Level 2, Provident Plaza 1, Ellery Street, Suva.

Can you reinvest your dividends?

Yes, you can reinvest your dividends through our Automatic Reinvestment of Dividends Plan. Under this plan, available to all unit holders, the dividends from your unit holdings are automatically reinvested, i.e., by buying more units at the selling prices prevailing on the dividend payment dates.

To participate in this plan, simply tick the appropriate box on the application form and after each distribution date you will receive a certificate showing the additional units that you now own.

Can you transfer your units to someone else?

With the approval of the Trustee, an existing unit holder may transfer units to another person. The transferor (owner of the units) should fill a transfer form, which can be obtained from the Manager. This form is to be signed by the transferor (i.e. the owner of the units) and the transferee (i.e. the person to whom the units are being transferred) and witnessed by a Justice of Peace or a Lawyer or a Provincial Administrator.

Who are UTOF's Licensed Representatives?

These are people who market and provide investment advice regarding the Trust to potential investors or current unit holders. The Capital Markets Development Authority licenses a "licensed" representative.

What are the Manager's Fees and Charges?

The following fees and charges apply when you buy units:

Preliminary Charge

The Preliminary Charge is an entry fee payable to the Manager. The maximum entry fee that the Manager can charge is currently 3% of the underlying Net Assets Value of the unit and it is included in the issue price of a unit in accordance with the Trust Deed.

The Manager can only increase this charge with the consent of the Minister of Finance, but can reduce the charge at its discretion. As at the date of this prospectus, the entry fee charged by the Manager is 2%.

This is a one-off charge paid when you buy units. Also, this is not charged separately but is included in the unit selling price. Please refer to page 8 of this Prospectus for more details.

Manager's Rounding

This term refers to the rounding upwards or downwards of the unit price to the lesser of 1.25 cents or 1% per unit.

Exit Fee

There are no exit fees when you redeem your units.

Manager's Remuneration

Under the terms of the Trust Deed, the Manager is entitled to receive a manager's remuneration being 1.5% of the value of the assets of the Trust, excluding any dividends declared. This fee cannot be increased above 1.5% except by an extraordinary resolution of the unit holders and with the sanction of the Minister of Finance. At the date of this Prospectus, the Manager is charging an on-going management fee of 1.5% per annum with the fee paid for the financial year ended 30 September 2007 being F\$1,315,206. This fee is paid out of the income of the Trust.

Other Expenses

The Manager pays all the UTOF administrative expenses including audit and Trustee Fees. Expenses associated with safe custody, prospectus issuance, supplemental trust deed preparation and professional fees relating to taxation liabilities and recoveries are payable out of the Trust.

Trustees' Remuneration

Under the Trust Deed, the Trustee is entitled to receive a fee of:

1/8 of 1% of the value to F\$50 million of the deposited property plus

1/16 of 1% of the value of the deposited property in excess of F\$50 million.

For the financial year ending 30 September 2007, the Trustee was paid a fee of \$105,345. This fee is paid by the Manager out from its income.

Who pays agents' commissions?

The Manager may pay commissions to licensed brokers, investment advisers and unit trust representatives for any sales of units that they generate for the Trust. The Manager, not the Trustee Company, pays these commissions.

What are the provisions on retirement, removal and replacement of the Manager?

The Manager can be removed from office under the following conditions:

- by order of the High Court, based on the application for the Manager's removal from the Trustee or at least 10% of the unit holders; or
- if the Trustee certifies that the Manager's removal is in the best interests of the unit holders; or
- the unit holders resolve at a meeting that the Manager must be removed.

Under the above conditions, the Manager will immediately cease to carry out all activities related to the Trust.

The Manager will also cease to hold office if it goes into liquidation or a receiver is appointed over any of its assets. The Manager shall have power to retire in favour of some other qualified corporation as approved by the Trustee in accordance with the Trust Deed.

What are the provisions on retirement, removal and replacement of the Trustee?

The Manager does not have the power to remove the Trustee, however, the Manager can apply to the High Court for an order for the removal of the Trustee.

The Minister for Finance has the power to remove the Trustee or apply to the High Court for the removal of the Trustee.

The Trustee will not retire or be discharged from the Trust until another Trustee has been appointed and has assumed office.

The Manager is allowed to appoint another Trustee, upon the retirement of the Trustee.

Who regulates the Unit Trust of Fiji?

The Unit Trust of Fiji is regulated, licensed and supervised by the Capital Markets Development Authority. The Unit Trust of Fiji's operations are also closely scrutinised by the Ministry of Public Enterprises & Public Sector Reform, as its Management Company is a Government-owned entity.

The Capital Markets Development Authority

Unit trusts are supervised and regulated in Fiji by the Capital Markets Development Authority (CMDA). As part of its oversight arrangements over unit trusts, the CMDA conducts on-site examinations to review risks that unit trust businesses engage in and how they identify, manage and monitor those risks.

The CMDA also carries out an education promotional role within Fiji's capital markets on developing awareness of investment and the benefits of investing.

The External Auditors

The current auditors of Unit Trust of Fiji are PricewaterhouseCoopers, Chartered Accountants, whose address is:

Level 8 Civic Tower
262 Victoria Parade
Suva
FIJI.

Removal and Replacement of the Auditor

It is the duty of the Trustee to appoint and replace at any time, an auditor of the Trust who shall be an accountant or accountants that is or are a member or members of the Fiji Institute of Accountants and holds or hold a certificate of public practice.

Other Unit Trusts

The Manager may offer other unit trust products from time to time. Any such offerings may be the subject of this Prospectus or other Prospectus which specifically focus on those additional products that it provides.

At the date of issue of this Prospectus, the Manager only manages one fund and has not managed any others.

Disclosure of Personal Benefits of Promoters and Directors

At the date of lodgement of this Prospectus neither the Trustee, the Manager, a Director of the Manager, or any expert or promoter associated with the Trust has had any interest in the promotion or in any property acquired by the Trust.

The Manager and the Trustee are entitled to receive remuneration and to be reimbursed for expenses in accordance with the provisions of the Trust Deed.

Period and Termination of the Trust

The Manager or the Trustee has the option to terminate the Trust after 20 years from inception (1978) or any 10th year thereafter. At the date this Prospectus was issued, this option has not been exercised.

Either the Trustee or the Manager may, in their absolute discretion, terminate the Trust by not less than one year's notice to the other of them given so that the Trust can expire on every 10th year after 1997. The Manager must give unit holders six months notice in advance of the termination of the Trust. The Trustee may also terminate the Trust in any of the following events:

- if the manager goes into liquidation or if a receiver is appointed over any of its assets;
- if it is the Trustee's opinion that the manager is incapable of performing or has failed to perform its duties satisfactorily or shall do things which in the Trustee's opinion is calculated to bring the Trust into disrepute or to be harmful to the interests of the unit holders, or
- if any law is passed which renders it illegal or in the opinion of the Trustee impracticable or inadvisable to terminate the Trust.

The Trust may also be terminated by the Manager in its absolute discretion by notice in writing on expiry of the second accounting period or any date thereafter if on such a date the aggregate value of the units outstanding shall be less than \$2 million or if any law shall be passed which makes it illegal or in the opinion of the Managers impracticable or inadvisable to continue the Trust.

The Trust may be terminated by extraordinary resolution of a meeting of the unit holders held in accordance with the provisions of the Trust Deed.

When the Trust is terminated, the Trustee will proceed to sell all the investments in the Trust and after deducting related termination expenses will distribute the residual amount pro rata to all unit holders.

The Financial Transactions Reporting Act

The Manager is required under the Financial Transactions Reporting Act (FTR) 2004 and the FTA Regulations 2006 to carry out certain checks on our new customers. Those intending to buy units will be expected to present identification documents and also disclose the source of funds for which they will use to purchase the units. We understand that some of these procedures may cause some inconvenience, but where possible, the Manager will try to assist new unit-holders in meeting these requirements.

Amendments to this Prospectus

If there are any significant changes to the conditions of the Trust after the issue of this Prospectus, the Manager is required to issue a Memorandum of Amendment which has to be approved by the Boards of the Management and Trustee Companies and the Capital Markets Development Authority.

Such amendments will have to be filed with the Registrar of Companies and inserted into this Prospectus.

Assistance and Advice from Unit Trust Representatives

The Trust has representatives licensed to act as advisors for investing in the Trust. These representatives have been appropriately licensed by the Capital Markets Development Authority.

If you need any specific advice with regard to investing in the Unit Trust of Fiji, you can ask for advice from any of the Trust's licensed representatives. Call the Unit Trust of Fiji on telephone (679) 3301052 to request names of, or speak to a Unit Trust of Fiji licensed representative.

For general investment advice, you are requested to refer to the Capital Markets Development Authority's website www.cmda.com.fj for a list of licensed investment advisors that provide retail investment advice.

UTOF's Investment in shares

The Unit Trust of Fiji takes an active approach to investing in the shares of companies listed on the South Pacific Stock Exchange as well as in unlisted companies. Under the current investment guidelines, the Trust can invest up to 70% of the Trust's portfolio in shares, managed funds and properties, however, this may be changed from time to time depending on market conditions.

In selecting companies to invest in, we conduct detailed research on the companies to identify quality investment opportunities before they are widely recognized by the market, potentially allowing the investment to add value to the Trust.

Our research process involves the analysis of various aspects of the company including an assessment of the quality of its management team, its competitive position (both within the local environment and globally) and an assessment of its financial strength and the potential for earnings growth over time. We also consider general industry trends.

Our understanding of the investment is not limited to what we obtain from our research. We also have Board representation on most of the companies that the Trust has invested in.

On-going professional development for managers and staff of the Unit Trust of Fiji is done to keep us abreast with developments in theory and relevant analytical techniques.

In addition, we seek the advice of experienced business managers, industry experts, competitors, regulators, economists, academics and Government officials to compliment our research. We use research reports prepared by licensed brokers and investment advisers (local and overseas) and by doing this we obtain an edge in our investment analysis.

UTOF's Investment in Fixed Interest and Cash Securities

We actively invest in bonds or fixed interest securities and cash investments such as term deposits. Currently, the only bonds that Unit Trust of Fiji invests in are government bonds or government guaranteed bonds. Under our investment guidelines, the Trust can invest up to 65% of the total portfolio in bonds; however, this may be changed from time to time depending on market conditions. The balance of the portfolio, excluding shares and bonds, is invested in bank term deposits and property.

In managing the Trust's bonds and cash investments, we conduct detailed research taking into account various factors such as major economic trends affecting the financial environment, both locally and internationally – analysis of world and domestic economic growth trends, inflation expectations, political factors and changes to government policy.

We also talk and seek advice regularly from local bank managers and other experts, including senior economists and officials from the Ministry of Finance, Ministry of Public Enterprises & Public Sector Reform, the Reserve Bank of Fiji and the Capital Markets Development Authority.

Accessing and analyzing all of this information assists us in achieving strong and sustainable investment returns for unit holders.

On-going professional development for managers and staff of the Unit Trust of Fiji is done to keep us abreast with developments in theory and relevant analytical techniques.

Appendices

Appendix 1: Financial Performance 17-18
For Financial Years Ending 30 September 2003 - 2007

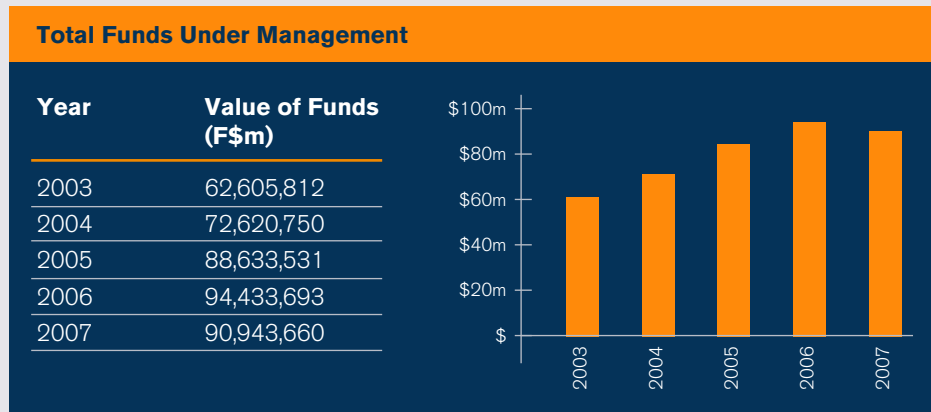
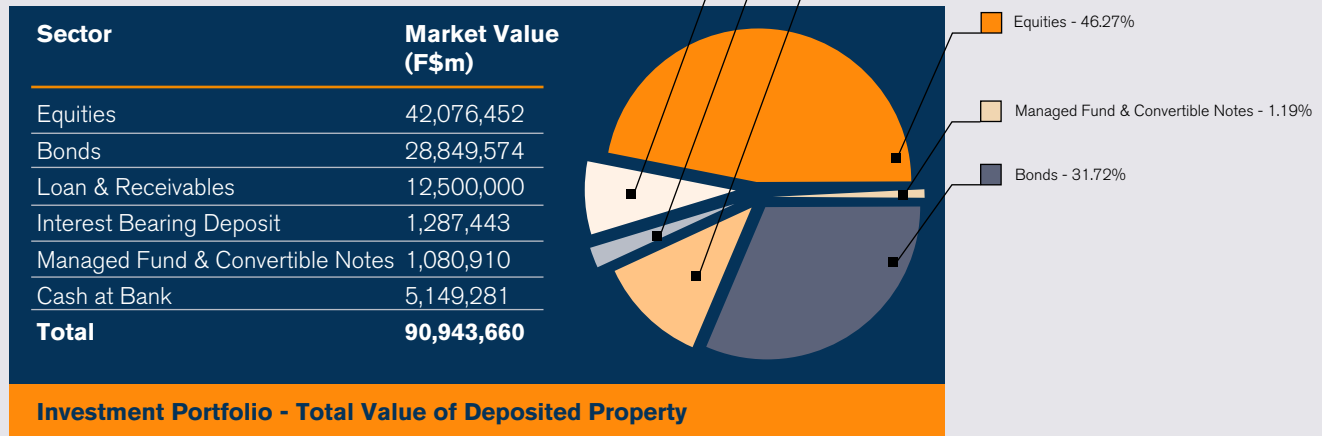
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Appendix 1 Financial Performance

For Financial Years Ending 30 September 2003 - 2007

The table and charts below summarises some of the key financial performance of Unit Trust of Fiji for the last 5 years.



UTOF Dividend Distribution per Unit - Class A Units

Year	Dividend			Tax-free Dividend
	Interim	Final	Total	Distributed
2003	2.30c	3.50c	5.80c	\$2,861,061
2004	2.30c	3.50c	5.80c	\$3,442,271
2005	2.30c	3.50c	5.80c	\$4,221,561
2006	2.35c	4.00c	6.35c	\$5,453,603
2007	2.35c	3.55c	5.90c	\$3,951,218

Total Return (%)

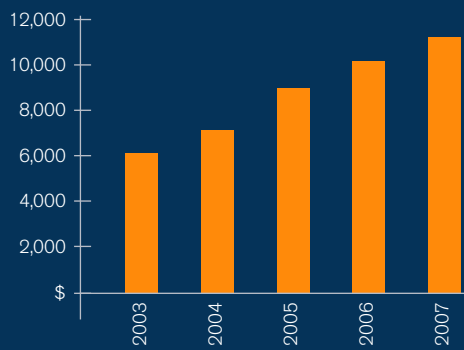
Year	Dividend Yield	Capital Growth	Total Return
2003	5.06	4.12	9.18
2004	4.98	7.30	12.28
2005	4.67	9.01	13.68
2006	4.70	1.61	6.31
2007	4.30	0.40	4.70

(* Note: Past performance may not necessarily be an indicator of future performance)

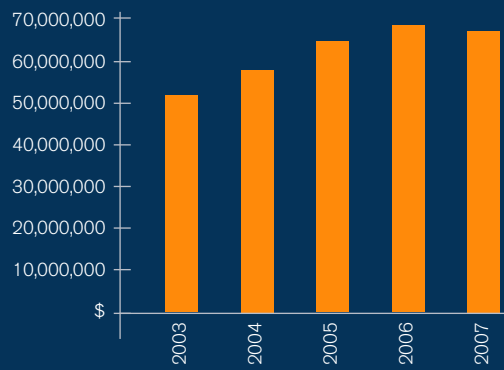
Number of Unit Holders and Unit in Issue

Year	Unit Holders	Unit in Issue
2003	6,200	52,510,054
2004	7,597	59,230,118
2005	9,224	65,274,202
2006	10,821	68,723,107
2007	11,681	67,418,220

Growth in Number of Unit Holders



Growth in Number of Unit in Issue



Appendix 2 Investment Portfolio

1. Unit Trust of Fiji's current equity investment in Fiji as at 30 September 2007 include:

Name of Sector/Company	No. of Share	\$ Value of Shares	% of Total Investment
A. Industrial			
Atlantic & Pacific Packaging Company Limited	811,530	649,224	0.71
BHP-Steel Building Products (SP) Limited	19,500	195,000	0.21
Fiji Sugar Corporation Limited	374,539	123,598	0.14
Flour Mills of Fiji Limited	12,932,000	11,380,160	12.51
Foster's Group Pacific Limited	99,120	1,635,480	1.80
Rice Company of Fiji Limited	499,292	1,497,876	1.65
Toyota Tsusho (South Seas) Limited	30,001	59,102	0.06
B. Furniture Manufacturers and/or wholesalers			
Pacific Green Industries (Fiji) Limited	79,000	177,750	0.20
C. Retail			
R B Patel Group Limited	1,000,000	1,630,000	1.79
D. Hospital – Private			
Minjesk Investment Corporation Limited (trading as Suva Private Hospital)	630,000	6,300	0.01
Maynes Holding Limited	20,000	25,521	0.03
E. Communications Industry			
Amalgamated Telecom Holdings Limited	8,603,835	7,313,260	8.04
Cable and Wireless PLC Limited	2,024	11,868	0.01
F. Media			
Communications Fiji Limited	375,327	671,835	0.74
Fiji Television Limited	479,231	1,725,231	1.90
G. Tourism			
Blue Lagoon Cruises Limited	110,078	880,624	0.97
H. Finance			
Baycorp Fiji Limited	37,500	9,375	0.01
Credit Corporation (Fiji) Limited	333,333	1,333,332	1.47
Dominion Finance Limited	150,000	150,000	0.16
Home Finance Company Limited	1,250,000	4,750,000	5.22
I. Insurance			
Fiji Care Insurance Limited	425,852	276,804	0.30
Marsh & McLennan Limited	1,200	2,280,000	2.51
J. Utility			
Fiji Gas Limited	276,425	2,239,043	2.46
Total		39,021,383	

2. The Trust's equity investments overseas as at 30 September 2007 include:

Name of Sector/Company	No. of Share	\$ Value of Shares	% of Total Investment
Argo Investments Limited	97,000	1,081,000	1.19
Macquarie Communications Infrastructure	33,000	269,992	0.30
OM-IP Strategic Investments Limited – 130 Plus	220,000	358,195	0.39
OM-IP Multi-Strategic Investments Limited	400,000	616,418	0.68
OM-IP Strategic Investments Limited – 140 Plus	100,000	166,635	0.18
Hunter Hall Global Value Limited	150,000	231,381	0.25
Macquarie Bank Limited	2,800	331,448	0.36
Total		3,055,069	

3. The Trust's other investments are in bonds, interest bearing deposits, loans & receivables and managed funds & convertible notes. Any surplus funds are held at the bank account for investment(s).

Bonds	Nominal Value	\$ Market Value	% of Total Investment
Local	28,722,400	28,788,845	31.66
Offshore	57,710	60,729	0.07
Total	28,780,110	28,849,574	
Interest Bearing Deposits		\$ Nominal Value	% of Total Investment
Local		500,000	0.55
Offshore		787,443	0.87
Total		1,287,443	
Loans & Receivables		\$ Nominal Value	% of Total Investment
Local		12,500,000	13.74
Total		12,500,000	
Managed Funds & Convertible Notes		\$ Market Value	% of Total Investment
Local		734,990	0.81
Offshore		345,920	0.38
Total		1,080,910	
Cash		\$ Amount	% of Total Investment
Cash at Bank		5,149,281	5.66
Total		5,149,281	
TOTAL INVESTMENT PORTFOLIO		90,943,660	

For information on the companies, listed on the South Pacific Stock Exchange, you can refer to the stock exchange's website on www.spse.com.fj. Information on the overseas companies where Unit Trust of Fiji has invested can be obtained by calling the Manager on telephone (679) 3301052.

Appendix 3 **Key Financial Information**

For Financial Years ending 30 September, 2003 to 2007

The table below summarises some key financial information for Unit Trust of Fiji for the last 5 financial years. A copy of the audited annual accounts will also be sent to you each year.


Financial Performance	2003	2004	2005	2006	2007
Total funds under management	\$62.61m	\$72.62m	\$88.63m	\$94.43m	\$90.94m
Categories of investments (as a proportion of total funds managed)					
Equities	49.00%	46.61%	46.20%	51.25%	46.27%
Bonds	38.00%	35.82%	42.22%	24.88%	31.72%
Interest Bearing Deposits	4.00%	4.29%	3.10%	3.82%	1.42%
Loans & Receivables	0%	1.19%	0.98%	13.24%	13.74%
Managed Fund & Convertible Notes	1%	1.37%	1.14%	1.06%	1.19%
Property	0.10%	0.06%	0%	0%	0.00%
Cash at bank	7.90%	10.65%	6.36%	5.75%	5.66%
Number of Units on Issue	52.51m	59.23m	65.27m	68.72m	67.42m
Number of Active Unit holders	6,200	7,597	9,224	10,821	11,681
Total Investment Income distributed to unit holders	\$2.86m	\$3.44m	\$4.22m	\$5.45m	\$3.95m
Dividend Distribution to unit holders (cents per unit)	5.80	5.80	5.80	6.35	5.90
Dividend Yield	5.06%	4.98%	4.67%	4.70%	4.30%
Capital Growth	4.12%	7.30%	9.01%	1.61%	0.40%
Total Return	9.18%	12.28%	13.68%	6.31%	4.70%
Cost to Income Ratio	16.71%	16.58%	16.27%	16.17%	21.56%
Management Fee	\$553,375	\$684,247	\$799,237	\$940,185	\$1,315,206
Trustees Fee	\$70,313	\$70,313	\$70,313	\$70,313	\$105,345
Unit Prices :					
Selling Price	\$1.24	\$1.31	\$1.42	\$1.44	\$1.44
Repurchase Price	\$1.17	\$1.25	\$1.35	\$1.37	\$1.37

If you require any further information, call the Manager's office directly on telephone (679) 3301052.



INSTRUCTIONS FOR THE APPLICATION FORM

To invest in Unit Trust of Fiji, please note the following important information:

- 1.** Complete the application form attached to this prospectus;
 - 2.** Print clearly using capital letters;
 - 3.** Send or lodge your properly completed application, accompanied by the full payment to:
 - 4.** The General Manager, Unit Trust of Fiji (Management) Ltd., GPO Box 14451, Suva;
 - 5.** Initial applications must be for a minimum of 100 units (subject to change);
 - 6.** Unit prices, which are published in the local newspapers, change every two weeks. The Manager will apply the current unit price published in the newspapers at the date of receipt of your completed application form(s);
 - 7.** Full payment of units is required with each application;
 - 8.** Payments can be made by cheque, cash or money order for which a receipt will be given. Cheques should be made payable to: "The Unit Trust of Fiji (Mgmt) Ltd" and crossed "Not Negotiable";
 - 9.** Applications can be lodged and paid at any Fiji Development Bank or ANZ Bank branch or at offices of Kontiki Stock Brokers, Fiji Stockbrokers and Mr Rick Croker of Fortune Consultants.
 - 10.** The Fiji Development Bank (FDB) and Post Fiji are not licensed unit trust representatives but are distribution outlets for Unit Trust of Fiji prospectuses. FDB and Post Fiji do not provide financial advice on investing in unit trusts, but receive application forms on our behalf and receipt cash for the purchase of units. Your cash receipt will state the number of units purchased and price of the units at that day as published in the local newspapers. Your unit certificate can be posted to you or you may collect it from the Managers office. It may take two weeks before you receive your certificate;
 - 11.** Applications must be signed personally. Applications by investors under the age of 21 should be signed by the applicants' authorized attorney or by the applicants' trustee;
 - 12.** If the application is signed under a power of attorney, the relevant document is to be submitted for noting by the Manager;
 - 13.** In the case of joint-holders, each must sign the application. Only the address of the first named applicant should be entered and will be recorded. All correspondence will be sent to that address;
 - 14.** Applications by companies must be signed under seal; and
 - 15.** If relevant, please include your tax exemption number and a copy of the exemption certificate for noting.
- 

APPLICATION FORM FOR PURCHASE OF UNITS

Attach
Passport
size photo
here

Attach
Passport
size photo
here

Individual Investor

Joint Investor

Company/
Trust/
Partnership/

[Please tick where appropriate]

Applicant[s] Details

Name <input style="width: 90%;" type="text"/>	<input style="width: 90%;" type="text"/>
[First Name]	[Last Name]
Fathers Name <input style="width: 90%;" type="text"/>	<input style="width: 90%;" type="text"/>
[First Name]	[Last Name]
Name <input style="width: 90%;" type="text"/>	<input style="width: 90%;" type="text"/>
[First Name]	[Last Name]
Fathers Name <input style="width: 90%;" type="text"/>	<input style="width: 90%;" type="text"/>
[First Name]	[Last Name]
Race <input style="width: 90%;" type="text"/>	Nationality <input style="width: 90%;" type="text"/>
Date of Birth <input style="width: 90%;" type="text"/>	Occupation <input style="width: 90%;" type="text"/>
FNPF No. <input style="width: 90%;" type="text"/>	Postal Address <input style="width: 90%;" type="text"/>
Residential Address <input style="width: 90%;" type="text"/>	Telephone Number <input style="width: 90%;" type="text"/>
Fax number <input style="width: 90%;" type="text"/>	Email <input style="width: 90%;" type="text"/>
Number of Units Applied for <input style="width: 90%;" type="text"/>	Value of Units Applied for [\$] <input style="width: 90%;" type="text"/>

Do you want your dividend income to be automatically reinvested? Yes/No

Mail/Bank Account <input style="width: 90%;" type="text"/>	Application Money in full enclosed \$ <input style="width: 90%;" type="text"/>
Tax No. <input style="width: 90%;" type="text"/>	Tax exemption number [if any] <input style="width: 90%;" type="text"/>
Source of Funds <input style="width: 90%;" type="text"/>	Annual Income <input style="width: 90%;" type="text"/>

(this information is optional but can help the Trust develop innovative products for you)

DECLARATION AND SIGNATURES: I/We hereby apply to purchase the above - mentioned units, I/We am/are over 18yrs of age, and that I/We am/are resident in Fiji under the income Tax Act of Fiji and am/are not acquiring the above mentioned units as the nominees outside Fiji. I/We declare that I/We have seen and agree with the Declaration that are attached at the back of this Application Form

Signature[s] <input style="width: 90%;" type="text"/>	For Company/Trust/Partnership affix Company/Trust/Partnership Seal
Name <input style="width: 90%;" type="text"/>	Name <input style="width: 90%;" type="text"/>
Signature <input style="width: 90%;" type="text"/>	Signature <input style="width: 90%;" type="text"/>
Name <input style="width: 90%;" type="text"/>	Name <input style="width: 90%;" type="text"/>
Signature <input style="width: 90%;" type="text"/>	Signature <input style="width: 90%;" type="text"/>
Date <input style="width: 90%;" type="text"/>	Date <input style="width: 90%;" type="text"/>

[Please see instructions on page 22 regarding the completion and lodgement of this application.]

REFERRAL [s] FDB Post Fiji Representative / Agent

OTHERS [please state]

The completed application form should be send to : The Unit Trust of Fiji (Management) Limited, GPO Box 14451, Suva, Fiji

Declaration, Conditions and Acknowledgements

By completing the application form, you agree to be bound by all the provisions in the full prospectus including the following:

All investors:

- Agree to be bound by the provisions of this prospectus and the applicable Trust Deed (as amended from time to time)
- Consent to the Manager providing your adviser and their agent(s) with personal investment details
- Consent to the Manager changing your distribution option to reinvest where:
 - A cheque issued to you has gone stale
 - A cheque issued to you has been returned unclaimed
 - A payment made to your nominated bank account has failed; AND reasonable efforts have been undertaken to contact you.
- Consent to telephone conversations being recorded and listened to for training purposes or to provide security for transactions
- Agree to meet any bank fees and other like charges incurred as a result of a withdrawal by way of telegraphic transfer, bank cheque or other special payment method (including direct debits)
- Agree to pay a dishonoured fee applicable for any cheque subsequently dishonoured after the funds are invested. The transaction will be cancelled.
- Acknowledge that:
 - o Unit Trust of Fiji (Management) Limited is the responsible entity and Manager of the unit trust.
- The holding of units in the unit trust is subject to investment and other risks. This could involve delays in repayment and loss of income or principal invested.
- If your minimum balance falls below 100 units the Manager can, at its discretion, redeem the balance of your investment and pay the proceeds to you.
- The Manager has the right to reject any applications received.

I/We declare that:

- All details provided in this Application Form are true and correct
- I/We have read the prospectus to which this application applies and agree to be bound by the provisions of the Trust Deed (as amended from time to time) governing the unit trust
- I/We have legal power to invest in accordance with this application
- The details of my/our investments in Unit Trust of Fiji can be provided to the Unit Trust of Fiji agent licensed by the Capital Markets Authority of Fiji.
- In the case of joint applications, the joint applicants agree that the units will be held as joint tenants. Each investor must sign an instruction to the manager to operate the account including additional applications and withdrawals.
- If this Application Form is signed under Power of Attorney, the Attorney declares that he/she has not received notice of revocation of that power. (A certified copy of the Power of Attorney should be submitted with this application for our records).



DIRECTORY

Registered Office of the "Manager"	Unit Trust of Fiji (Management) Limited Level 2, Provident Plaza 1 Downtown Boulevard Ellery Street Suva
Registered Office of the "Trustee"	Unit Trust of Fiji (Trustee Company) Limited 71 Gordon Street Suva
The Auditor of Unit Trust of Fiji	PricewaterhouseCoopers Level 8, Civic Tower Victoria Parade Suva
Head Office	Level 2, Provident Plaza 1 Downtown Boulevard Ellery Street G P O Box 14451 Suva
Telephone:	330 1052, 330 9698, 331 4544
Facsimile:	330 7071, 331 5376
E-mails:	General Manager - utofgm@connect.com.fj Finance, Investment and Operations - utofco@connect.com.fj
Customer Service Office	Podium Level, Provident Plaza 2 Ellery Street Suva
E-mails:	keresi@unitrust.com.fj
Lautoka	Shop 4, 12 Marine Drive Reddy Diamond Building P O Box 3578 Lautoka
Telephone:	666 3663
Facsimile:	666 1661
E-mails:	unaisib@connect.com.fj
Agents	Fiji Development Bank Post Fiji Branches Kontiki Stockbroking Limited Fiji Stock Brokers
Bankers	Australia & New Zealand Bank ANZ House Victoria Parade Suva Bank of the South Pacific Renwick Road Suva

This Prospectus has been signed on
26 September 2008 by the Board Directors
of Unit Trust of Fiji (Management) Limited

Mr. Aisake Taito

Mr. Saula Sovanivalu

Ms. Shaenaz Voss

Mr. Marika Luveniyali

A signed copy of this statement/prospectus has
been lodged with the Registrar of Companies, Suva.



Unit Trust of Fiji, Level Two, Provident Plaza One, Ellery Street,
GPO Box 14451, Suva, Fiji.
Telephone (679) 330 1052, 330 9698, 331 4544.
Facsimile (679) 330 7071, 331 5376,
Email utofgm@connect.com.fj • utofcc@connect.com.fj