

ANNUAL GENERAL MEETING OF FIJIAN HOLDINGS LIMITED

A. NOTICE OF AGM

Notice is hereby given that the **Annual General Meeting** of **Fijian Holdings Limited** will be held at **Level 18 – FHL Tower, Lot 3, Corner of Gordon Street and Thurston Street, Suva** on **Friday, 31st October 2025 at 2:00PM** for the purpose of transacting the following business.

The following options are available for shareholders, media and other stakeholders to participate in the AGM:

- a) Attend in Person
- b) Attend virtually via Zoom
- c) Attend via Proxy

Shareholders and stakeholders wishing to attend the AGM on-line via Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to companysecretary@fijianholdings.com.fj before **2:00PM, Wednesday 29th October 2025**.

B. ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement including audited consolidated financial statement of the Group for the financial year ended 30 June 2025 together with the reports of the Board of Directors and Auditors therein.

2. Confirmation of Dividend for FY25:

The Board recommends the ratification of the interim dividend of \$0.0135 per equity share, each declared on 2 October 2024, and 1 April 2025.

3. Election of Directors

To appoint Directors pursuant to Articles 51 and 52 of the FHL Articles of Association.

a. Independent Director

Colonel (Ret'd) Sakiusa Raivoce retires by rotation pursuant to Article 52 of the Articles of Association of the Company and is eligible for re-election as a director of the Company.

b. Directors Nominated by the Majority Shareholders

Mr. Anthony Whitton retires by rotation pursuant to Article 52 of the Articles of the Association of the Company and is eligible for re-election as a Director of the Company.

c. Directors Nominated by the Majority Shareholders

Ms. Kamal Haer retires by rotation pursuant to Article 52 of the Articles of the Association of the Company and is eligible for re-election as a Director of the Company.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold the office from the conclusion of this meeting until the conclusion of the next AGM and authorize the Directors to fix their remuneration. The Board to recommend the appointment of Auditors of the Company and that the Board, be authorised to fix their remuneration.

5. Special Business

To consider and, if thought fit, approve as a Special Resolution that, effective 1 January 2026, FHL Directors serving on subsidiary Boards shall receive their fees and allowances directly from the respective subsidiaries, and that each FHL Director may serve on no more than two (2) subsidiary Boards at any time.

By order of the Board of Directors.



Mereoni Matavou
Company Secretary

1st October 2025

NOTES:

1. *A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.*
 2. *The proxy need not be a member of the company.*
 3. *A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.*
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Explanatory Notes

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

The Directors recommend Shareholders to read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

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

1. Consideration of Financial Statements:

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company; however, there will be no formal resolution put to the meeting.

Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. Confirmation of Interim Dividend for FY25

The Board has declared two dividend distributions for the financial year. An interim dividend of \$0.0135 per equity share was declared by the company on 2 October 2024 and a dividend of \$0.0135 per equity share was declared on 1 April 2025. The distribution reflects the Company's commitment to delivering consistent returns to its shareholders, while maintaining compliance with the Dividend Policy and ensuring that the Company's capital position remains sound.

In accordance with the Companies Act 2015 and the Articles of Association, both interim dividends are now placed before the shareholders for ratification at the Annual General Meeting. Ratification by the shareholders will formally record their approval of the dividends already declared and paid, as well as affirm the Board's decision to declare the final dividend.

3. Appointment of Directors

- a) Colonel (Ret'd) Sakiusa Raivoce retires by rotation pursuant to Article 52 of the Company's Articles of Association. At the time of issuing this Notice of AGM, the Company is awaiting the outcome of the election being conducted by the Fijian Elections Office. A market announcement will be released prior to the AGM once the results are received. The appointment as an Independent Director remains subject to regulatory approval. This approval is pending submission and review of the initial independence assessment, which will follow shareholders' approval at the 2025 AGM.
- b) Mr. Anthony Whitton retires by rotation pursuant to Article 52 of the Company's Articles of Association. The Company is awaiting nomination at the time of issuing this Notice of AGM. A market announcement will be released prior to the AGM once the nomination has been received.
- c) Ms. Kamal Haer retires by rotation pursuant to Article 52 of the Company's Articles of Association. The Company is awaiting nomination at the time of issuing this Notice of AGM. A market announcement will be released prior to the AGM once the nomination has been received.

4. Appointment of Auditors

To appoint Auditors in accordance with Section 422 of the Companies Act, 2015, to hold office from the conclusion of this meeting until the conclusion of the next AGM and to authorize the Directors to determine and fix their remuneration.

In observance of the Company's governance policies and in compliance with statutory requirements, the Board has initiated a transparent process for the selection and appointment of external auditors. The call for expressions of interest has been advertised publicly, allowing qualified audit firms to submit their proposals. The process is being conducted under the oversight of the Board to ensure independence, professional competence, and alignment with the Company's standards of accountability and transparency.

At the time of issuing this Notice of AGM, the evaluation and shortlisting process is still underway. Accordingly, the Board is not in a position to recommend a specific auditor in this Notice. The Board will, however, complete the evaluation in advance of the Annual General Meeting and will table its recommendation to shareholders at the AGM for their consideration and approval.

The resolution authorises the Board to fix the auditors' remuneration, ensuring flexibility to agree fees based on scope, complexity, and professional standards, while maintaining fairness, competitiveness, and auditor independence.

5. Special Business

Under the Company's current practice, Directors of FHL who are appointed to serve on the Boards of subsidiary companies do not receive Directors' fees or sitting allowances. Instead, the subsidiaries remit such fees and allowances to FHL itself. The individual Directors are then compensated only for their role on the FHL parent Board, and not for the additional time, responsibilities, and risks they assume when serving as Directors of subsidiary companies.

This arrangement means that, in effect, FHL Directors provide their services to the subsidiaries on an uncompensated basis. While this structure was originally adopted for administrative convenience, it does not adequately recognise the additional fiduciary duties, legal responsibilities, and potential liabilities that arise when serving as a Director of more than one company within the Group.

The proposed resolution seeks to address this imbalance by allowing Directors of FHL who serve on subsidiary Boards to be paid their Directors' fees and sitting allowances directly by the respective subsidiary companies. This will align FHL with common corporate governance and remuneration practices, ensuring that Directors are fairly compensated for the work they perform and the risks they bear in their capacity as subsidiary Directors. It will also improve transparency and accountability, as each subsidiary will reflect these payments directly in its accounts.

In addition, as a safeguard to ensure good governance and to prevent the over-extension of Directors, the resolution provides that each FHL Director may serve on no more than two (2) subsidiary Boards at any given time. This limit will help maintain the quality of oversight, avoid potential conflicts of interest, and ensure that Directors have the necessary time and capacity to discharge their responsibilities effectively.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:

1. Name _____, of _____ or failing that;

2. Name _____, of _____

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the General Meeting of the Company, to be held on **Friday 31st October 2025 at 2:00pm** at the **Level 18, FHL Tower, Lot 3, Corner of Gordon Street and Thurston Street, Suva** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements			
2.	Confirmation of Interim Dividend Declaration			
3.a)	Election of an Independent Director			
b)	Election of Director representing the majority shareholders.			
c)	Election of Director representing the majority shareholders.			
4.	Appointment of Auditors			
5.	Special Business: Remuneration of FHL Directors Serving on Subsidiary Boards.			

Signed this _____ day of _____ 2025.

Signature of Member(s) _____

Notes:

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, "Appointment of *Corporate Representative*" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at Fijian Holdings Limited, Level 17 FHL Tower, Corner of Gordon Street & Thurston Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or 330 5020 or email to companysecretary@fijianholdings.com.fj on **Wednesday, 29th October 2025 before 2:00pm** being **not later than 48 hours** before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

FOR OFFICIAL USE ONLY

This Proxy Form was received on _____ at _____ (time).

Verified by: _____ (*Signature & Stamp*)

Date: _____

Appointment of Corporate Representative

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

This form may be used by a company or other body corporate which is a security holder, or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at ☐ all meetings **OR** ☐ the meeting to be held on
 _____ (Date)

Of

Fijian Holdings Limited

SIGNATURES- THIS MUST BE COMPLETED

	<i>Director</i>	<i>Sole director & Sole Secretary</i>
Common Seal (if applicable)		
	<i>Director /Company Secretary</i>	<i>Date</i>
		/ /

Information

In order to be effective, the form must be received by the Company Secretary of Fijian Holdings Limited within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment may be a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.

FOR OFFICIAL USE ONLY

This Proxy Form was received on _____ at _____ (time).

Verified by: _____ (*Signature & Stamp*)

Date: _____

PRE-REGISTERING FORM FOR ONLINE ATTENDANCE

I/We named below, being a shareholder of the Company, wish to register my/our attendance for the FHL Annual General Meeting through Zoom.

(Please tick the box. Incomplete or incorrectly completed form will not be processed).

☐

I wish to attend the Annual General Meeting via Zoom.

I/ We understand that the Company shall be entitled to reject the Pre- Registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration Form.

Name(s) of Shareholder(s):

Name of attendee:

Voter identification card number / Passport Number/ Company Registration Number:

Shareholder Identification Number:

Email Address:

Contact Number(s):

Signature(s):

Date: _____

*Where authorized representative of a company or proxy holder for a shareholder.

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/passport number(s)/ company registration number is required for the purposes of verification.
2. By completing and submitting this form, you agree and acknowledge that the Company and / or our service provider may collect, use and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound and/ or video recordings of the Company's AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

NOTE:

Duly completed Pre-registration Form must be emailed to companysecretary@fijianholdings.com.fj before **2.00PM, Wednesday 29th October 2025**.

Annexure L: Procedure for Voting on a Poll

The procedure for voting on a Poll given below must be read together with the Articles of Association of the Company. In case of inconsistency between this Annexure and the Articles of Association of the Company, the Articles of Association shall prevail. The Chairperson is required to explain the poll procedures to shareholders after poll is demanded and before vote is taken on the proposed resolution.

General Requirements of Voting on a Poll

1. When a Poll is effectively demanded

1.1 At a meeting of a Company's Members, a poll may be demanded by—

- a. at least 5 Members entitled to vote on the resolution;
- b. members with at least 5% of the votes that may be cast on the resolution on a poll; or
- c. the chair.

Explanation: Fewer number of members or members with lesser percentage of shares may demand a poll if provided in the Articles. Please read Clause 1.1 in accordance with the Articles of Association of your Company.

1.2 At a meeting Poll may be demanded—

- a. before a vote is taken;
- b. before the voting results on a show of hands are declared; or
- c. immediately after the voting results on a show of hands are declared.

The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

2. When and How Polls must be taken

- 2.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- 2.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

3. Appointment of Scrutineer

- 3.1 The SPX may, if it considers appropriate, direct a listed entity to appoint an independent person as a scrutineer, to decide the validity of votes cast at a general meeting. The scrutineer shall provide a Report on the Results of Voting as prescribed in Annexure M.

4. Explaining Procedure on Voting on a Poll to Shareholders

For the benefit of the shareholders, SPX believes that if one or more resolutions at the general meeting would be voted through poll, it is important that shareholders are informed about the procedures on how voting would be carried out. As such, listed companies would be required to circulate this Annexure at the general meeting should voting by poll be demanded. The procedure on voting should then be included as an agenda item of the meeting and be explained by the Chairman of the general meeting.

Voting Process

