



RB PATEL GROUP LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF

RB PATEL GROUP LTD

NOTICE IS HEREBY GIVEN that the Annual General Meeting of RB Patel Group Ltd (the Company) will be held at **RB HarbourPoint Convention Centre, Marine Drive, Suvavou, Lami** on **Monday the 4th of November 2024** commencing at **10.00am** to transact the following business; (Explanatory Notes containing information in relation to each resolution item are included with this Notice.)

GENERAL BUSINESS

Item 1 Minutes of the Previous AGM

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 9 November 2023 as a correct record of the meeting.

ORDINARY BUSINESS

Item 2 Consideration of Financial Statements:

To receive and consider the audited financial statements of the company for the financial year ending 30 June 2024 together with the reports and declarations of the Board of Directors and Auditors thereon.

Item 3 Election of Directors

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

“RESOLVED THAT Mr Surendra K Patel, a director of the Company who retires by rotation pursuant to Article 52 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”

“RESOLVED THAT Mr Kavin J Rathod, a director of the Company who retires by rotation pursuant to Article 52 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”

“RESOLVED THAT Ms Kamal Haer, a director of the Company who retires pursuant to Article 53 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”

“RESOLVED THAT Mr Tevita Tuiloa, a director of the Company who retires pursuant to Article 53 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”

Item 4 Appointment of Auditors


To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the Articles of Association of the Company appoint KPMG as auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

SPECIAL BUSINESS

Any other business transacted at an AGM is special business.

By order of the Board of Directors



Deepak Rathod

Company Secretary

11 October 2024

NOTES TO NOTICE:

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 of the meeting.
4. That a member who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Explanatory Notes to AGM Notice

This Explanatory Notes are intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting (AGM).

The Directors recommend that shareholders 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.

Item 1 Adoption of Minutes of the last AGM

The minutes of the AGM held on 9 November 2023 require to be received, considered and adopted by the members present as a correct record of the proceedings of the meeting.

Item 2 Consideration of Financial Statements

As required by Section 401 of the Companies Act 2015, the Financial Report, the Director's 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 will be addressed through a market announcement by the Company within a reasonable timeframe.

Item 3 Election of Directors

The Directors propose that Messrs Surendra K Patel, Kavin J Rathod, Kamal Haer and Tevita Tuiloa be re-appointed as directors of the company. The Board considers that each nominee possesses attributes necessary for the development of the company.

(a) Mr Surendra K Patel

Mr Patel is a member of the RB Patel family consultancy, Tui Management Consulting LP, which is engaged by Fijian Holdings Ltd under the Management Agreement for the provision of consultancy services in relation to the daily operating of RB Patel Group Ltd.

Mr Patel is an Accountant by profession and holds a Bachelor of Commerce degree from Auckland University, New Zealand. He is a key member of the RB Patel family that managed the business before the company listed in 2001 and has extensive experience in management, finance, investment and construction as well as the supermarket business

(b) Mr Kavin J Rathod

Mr Kavin Rathod holds a Bachelor of Arts degree from the University of the South Pacific and is a Chartered Accountant member of the Fiji Institute of Chartered Accountants. He is the Director Finance of Suva City Council.

He was the Financial Controller (Retail) for Telecom Fiji Pte Ltd and has been involved with Committees of the Fiji Institute of Chartered Accountants' Council for a number of years.

(c) Ms Kamal Haer

Ms. Haer is currently the Executive Manager Strategy, Alliances and Loyalty at Fiji Airways. She is a seasoned senior strategic leader with experience in banking, telecommunications, hospitality and airline industries.

As a hotelier she had direct and indirect commercial and strategic leadership experience managing IHG Hotels and Resorts in the South Pacific, South East Asia and Japan. Brands include Intercontinental Hotels and Resorts, Crown Plaza, Indigo and Holiday Inn Express.

She holds a Master of Business, with Distinction, from RMIT University in Melbourne and a Bachelor of Arts degree in Management from the USP. Kamal also serves as a Board member on the Fijian Holdings board.

(d) Mr Tevita Tuiloa

Mr Tevita Tuiloa is currently the Senior Associate – Core Investments .at Fijian Holdings Ltd. He has a Bachelor of Arts degree from USP majoring in Accounting and Financial Management and has held senior positions in Fiji Revenue & Customs Services, Fiji Rugby Union and PricewaterhouseCoopers Chartered Accountants. He has a strong background in financial compliance audits, accounting and financial management, corporate governance, investments and risk management. He is an Associate member of CPA Australia.

Item 4 Appointment of Auditors

The Board proposes to reappoint KPMG Chartered Accountants as the Auditors in accordance with the Article 98 of Articles of Association of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors.



PROXY FORM
(Pursuant to s 157 & 158 of Companies Act 2015)

RB PATEL GROUP LIMITED

Name of Member:
Registered Address:
SIN:

I/We being the member(s) who own.....ordinary 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 Annual General Meeting (AGM) of the Company to be held on **Monday the 4th of November 2024 at 10.00am at RB HarbourPoint Convention Centre, Marine Drive, Suvavou, Lami** and any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	General Business			
1.	Minutes of previous AGM			
	Ordinary Business			
2.	Consideration of Financial Statements:			
3.	Election of Directors			
	a. Surendra K Patel			
	b. Kavin J Rathod			
	c. Kamal Haer			
	d. Tevita Tuiloa			
4.	Appointment of Auditors			

Signed this day of 2024.

Signature of member.....

Notes to Proxy Form:

1. *It is optional to put a '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 an "Appointment of Corporate Representative" form should be filled in. If the Corporate Representative wishes to appoint a Proxy, then a Proxy Form must be duly filled in and both forms should be forwarded to the company.
4. This Proxy Form must be received by the Company at **RB CentrePoint, Ratu Dovi Road, Nasinu, or Fax to 3340087 or email address drathod@rbpatel.com.fj**, 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.



APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to s 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 **Monday the 4th of November 2024 at 10.00am at RB HarbourPoint Convention Centre, Suvavou, Lami,**
Of

RB PATEL GROUP LIMITED

Insert the name of the company holding the meeting

SIGNATURES - THIS MUST BE COMPLETED

Common Seal
(if applicable)

Director

Sole director & Sole Secretary

Director /Company Secretary

Date

/ /2024

Information

In order to be effective, the form must be received by **RB Patel Group Limited at least 48 hours before the meeting.** 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 maybe 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 maybe 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.

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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.

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 shall be demanded by –

- a. At least 5 members entitled to vote on the resolution:
- b. Members with at least 5% of the votes that shall 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 a 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 also be explained by the Chairman of the general meeting.

Voting Process on a Poll

