

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of VB Holdings Limited, which will be held as a Hybrid Meeting at Tanoa Plaza hotel, corner of Gordon and Malcolm Street, Suva, Fiji on Thursday the 4th June 2026, commencing at 10.00 am to transact the following business:

1. Attend on-line through Zoom
2. Proxy

Shareholders who wish to attend the meeting on-line through Zoom must complete Pre-Registration Form, that is attached herein and send their duly completed form to admin@vbholdingsltd.com or info@vbholdingsltd.com by no later than 3.00 pm, 1st June 2026.

Ordinary Business:

1. Consideration of Financial Statements:

To receive and consider the Audited Financial Statements, Directors' report and Independent Auditors report for the Company for the year ended 31st December 2025 thereon.

2. Confirmation of Dividend

- (a) To confirm the 1st interim dividend of 10 cents per share declared on 10th July 2025 and paid to shareholders on the 7th of August 2025, to be ratified by the shareholders.
- (b) To confirm a 2nd interim dividend of 10 cents per share declared on 24th November 2025 and paid to shareholders on the 22nd of December 2025, to be ratified by the shareholders.

3. Communication with Shareholders

To adopt that all future correspondence with shareholders should be done through electronic means unless a shareholder specifically requests for a hard copy.

4. Retirement and appointment of Directors

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

(a) Retirement of Mr. Ratnesh Ravindra Singh retiring by rotation

Mr. Ratnesh Ravindra Singh retires with pursuant to Article 96 of the company's constitution, he will not be offering himself for re-appointment as a director of the company.

(b) Re- appointment of Ms. Chemonica Prianna Niranjan retiring by rotation

To appoint Ms. Chemonica Prianna Niranjan, director of the company who retires by rotation pursuant to Article 96 of the company's constitution and being eligible, be re-elected as a director of the company.

(c) Appointment of Mr. Sikeli Tuinamuana Director appointed to fill in vacancy as the Director of the Company.

To appoint, Mr. Sikeli Tuinamuana pursuant to Article 102 of Articles of Association of the Company, Mr. Sikeli, who is appointed to fill in the vacancy caused by retiring of the director Mr. Ratnesh Ravindra Singh on 4th June ,2026 and who's term of office expires at the ensuing AGM be and is hereby appointed as a Director of the Company.

5. Appointment of Auditors

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

Auditor's appointment to fill in a vacancy

To appoint in accordance with Section 422 of the Companies Act, 2015. The Board has sent Invitations to Tender for Auditors and will provide a recommendation, after review of all tenders, for the appointment of Auditors of the Company at this AGM. The appointed Auditors shall hold the position from the conclusion of this AGM until the next AGM and the Board be authorized to fix their remuneration.

The Board of Directors of the Company be and is hereby authorized to take all necessary action to implement the resolution.



All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



(Bob) N. Niranjana
Company Secretary
12th May 2026

NOTES:

1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on their 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 holding the meeting.



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 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 Dividend

- (a) To confirm the 1st interim dividend of 10 cents per share declared on 10th July 2025 and paid to shareholders on the 7th of August 2025, to be ratified by the shareholders.
- (b) To confirm a 2nd interim dividend of 10 cents per share declared on 24th November 2025 and paid to shareholders on the 22nd of December 2025, to be ratified by the shareholders.

The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

Pursuant to Article 9.1 of the Company's Articles of Association, the Company in general meeting, may declare dividends, but no dividend shall exceed the amount recommended by the Directors. The Directors may, from time to time, pay to the members such interim dividends as appear to the Directors to be justified by the profits of the company. As a listed company, we are obliged to follow the format and structure entailed in the SPX Listing Rules and guidelines when declaring dividends.

3. Communication with Shareholders

In line with the Company's commitment to sustainability and reducing its carbon footprint, the Board of Directors proposes that all future shareholder communications, including the Annual Report, be conducted through electronic means. This move will eliminate the current practice of printing approximately 150 hard copies of the Annual Report (60+ pages) annually, thereby significantly reducing paper consumption. Shareholders who prefer to receive hard copy communications may continue to do so upon submitting a written request to the Company Secretary.

4. Retirement and appointment of Directors

The Board proposes that, Ms. Chemonica Prianna, Ms. Jinita Prasad and Mr. Sikeli Tuinamuana to be appointed as directors of the Company. The Board considers that the nominated directors have necessary skills and attributes for the development of the Company.

(a) Ms. Chemonica Prianna Niranjana

Ms. Chemonica Prianna Niranjana joined VBH as a Directors on 9th May 2023. Ms. Niranjana is a corporate lawyer and member of the New South Wales Law Society. She was admitted to the bar in NSW, Australia in 2022 and completed her double degree in Law and Arts (International Studies - Majoring in China) in 2021. She has experience in both public and private capital raises, mergers & acquisitions, corporate governance and ASX compliance, all of which complements VB Holdings Ltd's business. The appointment of Ms. Niranjana will further enhance the Board's diversity and inclusion. Ms. Niranjana is a lawyer at Ashurst in Sydney, Australia. Her other interests lie with travelling, languages, and pottery. She attended Presbyterian Ladies College (PLC), Sydney and Yat Sen Primary School, Suva

(b) Mr. Sikeli Tuinamuana

The board recommends the appointment of Mr. Sikeli Tuinamuana to join as an Independent Director from 4th June 2026. Mr. Tuinamuana is a Chartered Accountant and is a highly respected finance and governance professional with over 40 years of leadership experience in auditing, management consulting, and strategic financial management. He is currently a Partner at Raki Partners, where he continues to contribute his extensive expertise built over a distinguished career with leading professional services firms.



He began his professional journey with Price Waterhouse in the mid-1980s, establishing a strong foundation in audit and advisory services. He later served as a Partner at Arthur Andersen/G Lal & Co before joining Ernst & Young, where he held a Partner role for more than 21 years, concluding his tenure upon retirement in late 2023.

Throughout his career, Mr. Tuinamuana has advised a diverse portfolio of local and multinational clients across key sectors, including banking and finance, insurance, tourism, construction, and manufacturing. His deep expertise in management consulting has enabled him to deliver strategic insights and value-driven solutions to organisations operating in these industries.

In addition to his professional accomplishments, Mr. Tuinamuana has made significant contributions to institutional governance. He has led job evaluation and remuneration review engagements for several prominent Fijian organisations, including the Housing Authority of Fiji, Suva City Council, and the Fiji National Provident Fund (FNPF). His work in this area reflects a strong understanding of organisational structures, performance frameworks, and public sector governance.

5. Appointment of Auditors

Auditor's appointment to fill in a vacancy

As per the Article of Association of the Company, an Auditor of the Company shall be appointed at every Annual General Meeting and shall hold office until the conclusion of the next AGM. The Board has sent Invitations to Tender for Auditors and will provide a recommendation at the AGM, after review of all tenders, for the appointment of Auditors of the Company who shall hold office from the conclusion of this AGM until the conclusion of the next AGM.

Your directors recommend the resolution to be passed as an Ordinary Resolution.



[PURSUANT TO SECTION 157 AND 158 OF THE 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:

- Name _____, of _____ or failing that;
- 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 of VB Holdings Ltd, to be held on Thursday **4th June 2026 at 10.00 am at Tanoa Plaza hotel, corner of Gordon and Malcolm Street, Suva**, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements			
2. (a)	Confirmation of the 1 st Interim Dividend			
(b)	Confirmation of a 2 nd Interim Dividend			
3.	Communication with Shareholders			
4. (a)	Retirement of Mr. Ratnesh Ravindra Singh			
(b)	Re-appointment of Ms. Chemonica Prianna Niranjan			
(c)	Appointment of Mr. Sikeli Tuinamuana			
5.	Appointment of Auditors			

Signed this _____ day of _____ 20__.

Signature of Member(s) _____

Notes:

- 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.
- 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.
- 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.
- This Proxy Form must be received by the Company at 366 **Grantham Road, Raiwaqa, Suva** or **Central Share Registry at Shop 1 & 11 Sabrina Building, Victoria Parade, Suva** or email address admin@vbholdingsltd.com or info@vbholdingsltd.com on or before **10.00 am 2nd June 2026**, being no 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.



PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I/We named below, being a shareholder of VB Holdings Ltd, the "Company", wish to register my/our attendance for the 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 Pre-registration Form.

Name(s) of Shareholder(s): _____

Name of attendee* _____

Driving Licence number /Passport Number/Company Registration Number: _____

SIN Number: _____

Email Address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

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

IMPORTANT:

Please note that the step-by-step guidance will be emailed to you before the time fixed for holding the Company's AGM.

1. Full name and Driving License number /passport number(s)/company registration number is required for 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 their name, their presence at the Company's AGM any questions they may raise or motions they propose/second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

NOTE: This duly completed Pre-registration Form must be emailed to admin@vbholdingsltd.com or info@vbholdingsltd.com before 3.00 pm on the 1st June 2026.



APPOINTMENT OF CORPORATE REPRESENTATIVE

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.

all meetings OR the meeting to be held at Tanoa Plaza hotel, corner of Gordon and Malcolm Street, Suva, Fiji on Thursday the 4th June 2026.

SIGNATURES - THIS MUST BE COMPLETED

Common Seal (if applicable)	Director	Sole Director & Sole Secretary
	<input type="text"/>	<input type="text"/>
	Director /Company Secretary	Date
	<input type="text"/>	<input type="text"/>

In order to be effective, the form must be received by VB Holdings Ltd within the time limit of 48 hours or (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 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.

