

Market Announcement

For Immediate Release

7 October 2025

RB PATEL GROUP LIMITED (RBG) TO ISSUE SECURED WHOLESALE CORPORATE BOND

RB Patel Group Limited announces that the Company has today; Tuesday 7th October 2025 opened the offer of its Secured Wholesale Corporate Bond. The Company filed the Information Memorandum with the Reserve Bank of Fiji (RBF) and the RBF subsequently confirmed registration on 3 October 2025.

RBG Chairperson, Ms Kamal Haer said, "This issuance marks an important milestone for the Company as we diversify our funding sources through the wholesale capital market. The Secured Wholesale Corporate Bond is being raised under the Companies (Wholesale Corporate Bonds) Regulations 2021 and upon completion of the offer, the securities are intended to be quoted on the South Pacific Stock Exchange (SPX) Over-The-Counter (OTC) market."

Eligible Investors

Under the Companies (Wholesale Corporate Bonds) Regulations 2021, the Offer is only open to eligible investors. It is not for retail distribution. Eligible Investors are described under section 4 of the Companies (Wholesale Corporate Bonds) Regulations 2021 and includes any other investor that purchases securities with a value of more than FJ\$200,000 provided that the purchase of the Wholesale Corporate Bond is on the advice of a Licensed Investment Adviser.

Offering

The secured bond offers fixed interest returns that are generally higher than current prevailing deposit rates, providing an alternative income-earning opportunity for investors. **Interest on the bond is currently exempt from tax under the applicable laws**.

Use of Funds

The proceeds of the Offer will be used for:

- Assisting in financing of the projects that are in the pipeline in Labasa, Nadawa, Nasinu and Ba.
- Repay a portion of RBG's existing drawn bank debt, providing some diversification of funding sources and tenor; and
- For general corporate purposes.

Details of the Secured fixed rate Wholesale Corporate Bonds

The company is intending to raise up to \$20 million with provision for a further \$10 million in the event of over subscription in this Wholesale Corporate Bond Offer, providing competitive interest rates for the three bond terms:

- 3.15% p.a. for 3-year term
- 3.65% p.a. for 5-year term
- 4 .15% p.a. for 7-year term

RB Patel Group Limited, RB CentrePoint, Lot 2, Ratu Dovi Road, Laucala Beach Estate, Nasinu. P O Box 943, Suva, Fiji Islands E office@rbpatel.com,fj P (679) 3391899 F (679) 3340087 W www.rbpatel.com.fj
A Public Company listed on the South Pacific Stock Exchange (SPX) Fiji

The RBG Wholesale Corporate Bond will provide investors the following benefits:

- Secured bond, offering higher yields than that offered by traditional fixed interest securities especially at the current deposit rates; The interest earned (on Corporate Bond) is currently exempt from income tax.
- The bonds which are intended to be quoted on the SPX OTC Market on completion of the offer, will provide a facility for transfer among eligible investors., and
- An alternative source of income for investors, compared to term deposits or shares.

The company is inviting Offers for the RBG Wholesale Corporate Bond of up to a limit of \$20,000,000 with a discretion to accept oversubscriptions up to a further \$10,000,000. Details of each bond term is below:

SPX Ticker Code	RBGWCB	RBGWCB	RBGWCB		
Term	3 Years 5 Years 7 Years				
Expiry	30 November 2028	28 November 2030	28 November 2032		
Fixed Interest Rate	3.15% p.a. 3.65% p.a. 4.15%p.a.				
Offer Amount	\$20 million				
Issue Price	\$1,000.00 per BOND				
Minimum Application Amount	\$200,000.00 and multiples of \$1,000 thereafter				

All offers (applications) must be emailed to bonds@rbpatel.com.fj by 3:00pm on 25 November 2025. The Issue and Allotment will be notified on 28 November 2025.

Direct payment of offers for full face value of the offer amount must be made to the following bank account:

Account Name:

RB Patel Group Limited - Warehouse A/c

Account Number: 84851851

Bank Name:

Bank of South Pacific (BSP)

Swift Code:

BOSPFJFJ

Reference:

'RBGWCB' plus Applicant's Name

The RBG Wholesale Corporate Bond Information Memorandum with application forms are also available on the company website or upon request from bonds@rbpatel.com.fj.

For further information, you can contact Deepak Rathod (9926333) or Ashrit Maharaj (9989467) or email via bonds@rbpatel.com.fj.

Kamal Haer

Chairperson

Jitoko Tikolevu

Independent Director

For further information, please contact Mr. Deepak Rathod or Ashrit Maharaj on 3391899 or email bonds@rbpatel.com.fi.







OFFER OF \$20,000,000 SECURED RBG WHOLESALE CORPORATE BONDS

- 3.15% p.a for 3 years bond
- 3.65% p.a for 5 years bond
- 4.15% p.a for 7 years bond

The Issuer (RBG) reserves the right at its discretion to accept oversubscriptions up to a further \$10,000,000

Issued by RB Patel Group Limited ("RBG" or "the Company") 3 October 2025

RB Patel Group Limited has prepared this document in accordance with the Companies (Wholesale Corporate Bonds) Regulations 2021.

This offer is restricted to eligible investors, it is not for retail distribution. Eligible Investors are:

- a bank, credit institution or other financial institution licensed by the Reserve Bank of Fiji under the Banking Act 1995;
- (b) a credit union licensed under the Credit Unions Act 1954;
- (c) a licensed investment adviser and any other licensee for capital markets activities approved under the Companies Act;
- (d) an approved securities exchange or central depository licensed by the Reserve Bank of Fiji under the Companies Act;
- (e) an insurance company licensed by the Reserve Bank of Fiji to conduct insurance business under the Insurance Act 1998;
- (f) a fund established by, or approved under, the Fiji National Provident Fund Act 2011;
- (g) an approved managed investment scheme licensed by the Reserve Bank of Fiji under the Companies Act;
- (h) the Fiji Development Bank;
- a foreign entity that is the equivalent in its country of operation or domicile of the entities covered in one
 or more of the preceding paragraphs, and which makes its investment through a licensed investment
 adviser;
- (j) a multilateral development bank; and
- (k) any other investor that purchases securities with a value of more than FJ\$200,000, provided that the purchase of the wholesale corporate bond is on the advice of a licensed investment adviser.

NOTICE TO INVESTORS OF WHOLESALE CORPORATE BONDS

This Information Memorandum is dated 3 October 2025. It contains information about:

- The proposed issue of RBG Wholesale Corporate Bonds ["RBG Bond"].
- Proposed OTC listing of RBG Wholesale Corporate Bonds on SPX.

RB Patel Group Limited is listed on the South Pacific Stock Exchange (SPX Code: RBG) and Information on the Company at the SPX website (www.spx.com.fj) which is in the public domain and can be publicly accessed, is hereby incorporated by reference in this Information Memorandum.

Responsibility statements by the Company

The directors of the Company have seen and approved the Information Memorandum. They collectively and individually accept full responsibility for the accuracy of the information. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm that there is no false or misleading statement or other facts which if omitted, would make any statement in the Information Memorandum false or misleading.

The Information Memorandum has been filed with the Reserve Bank of Fiji as required under the Companies (Wholesale Corporate Bonds) Regulations 2021.

Investors should not seek to purchase RBG Bonds except on the basis of information set out in (a) this Information Memorandum and (b) the Terms and Conditions applicable to the RBG Bonds. Before applying you are advised to read the whole of this Document, including the risks set out in Section 07. You should consider taking appropriate financial and other advice before making any investment decision.

Reserve Bank of Fiji Statement

The Information Memorandum was registered by the Reserve Bank of Fiji (RBF) on 3 October 2025.

This issuance is made under the Companies (Wholesale Corporate Bonds) Regulations 2021 pursuant to section 283(4)(d) and section 713 of the Companies Act 2015 and while its contents have been checked for compliance with these Regulations, there should be no reliance on this for the accuracy of information or creditworthiness of the issuer.

The Reserve Bank of Fiji and the South Pacific Stock Exchange accept no liability for any statement contained in this document or any information omitted from it. The investors must carry out their own review of the issuance and seek any advice that they consider necessary.

South Pacific Stock Exchange Disclaimer

This offer is conditional upon the South Pacific Stock Exchange ("SPX" or "Exchange") granting permission to list the RBG Wholesale Corporate Bonds on the Over the Counter (OTC) market of the SPX and all the requirements of the Exchange relating thereto that can be complied with on or before the date of the Information Memorandum (or the distribution of the advertisement) have been duly complied with.

However, the SPX accepts no liability for any statement contained or information omitted from this Information Memorandum. The fact that the SPX may list the debt securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed debt securities.

This Information Memorandum should be read in its entirety and in particular consider the assumptions underlying financial projections and risk factors that could affect the performance of the Company. Carefully consider these risks in light of your personal circumstances and seek professional advice from your licenced investment adviser, before deciding to invest in the Company.

No person is authorised to give any information or make representation in connection with the listing which is not contained in this Information Memorandum. Any information or representation not so contained may not be relied on as having been authorised by the Company.

This Information Memorandum does not constitute an offer or invitation to any person to whom, it would not be lawful to make such an offer or invitation.



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01 KEY INFORMATION SUMMARY

WHAT IS THIS?

This is an offer (Offer) of secured fixed rate bonds (Bonds). The Bonds are debt securities issued by RB Patel Group Limited (the Issuer, RBG or the Company). You give the Issuer money, and in return the Issuer promises to pay you interest and repay the principal at the end of the term. The Issuer (RBG) reserves the right at its discretion to redeem any bonds outstanding on each Interest Payment Date by giving 6 months notice to the Bond Holders.

The offer is for a total of \$20,000,000 secured Wholesale Corporate Bonds at either:

- 3.15% p.a for 3 year bond
- 3.65% p.a for 5 year bond
- 4.15% p.a for 7 year bond

The issuer reserves the right at its discretion to accept oversubscriptions up to a further \$10,000,000.

PURPOSE OF THIS OFFER

The proceeds of this Offer will be used:

- for funding proposed property developments including RB Patel Complexes;
- to repay a portion of RBG's existing drawn bank debt, providing some diversification of funding sources and tenor; and
- for general corporate purposes

ABOUT RB PATEL GROUP LIMITED

RB Patel Group Limited was incorporated in 1999 and has been listed on the South Pacific Stock Exchange since 17 July 2001 (SPX Code: RBG) and Information on the Company at the SPX website (www.spx.com.fj) which is in the public domain and can be publicly accessed, is hereby incorporated by reference in this Information Memorandum. It is the only publicly listed supermarket chain in Fiji.

The Principal Activities

The principal activities of the Company are that of retailing and wholesaling of general merchandise, owners and administrators of properties and equity investment. The company operates eleven supermarket stores throughout the country.

History

Starting operations from a single family owned supermarket in Labasa in the 1930's, the Company has grown into a recognized supermarket chain with eleven stores around the country. It now operates retail stores in Suva, Nausori, Nadi, Nasinu, Sigatoka, Lautoka, Lami, Labasa and Savusavu.

RBG was incorporated in 1999. RB Patel Group Limited now has a diversified business portfolio and is involved in supermarket, department store, distributors, importers, exporters, wholesalers, cinema and property development. RB Patel Super markets have the largest range of online shopping and are known for its great customer service, great pricing, great range which has made it easier for its customers by saving them time, as they can buy all their weekly groceries from one supermarket.

RBG was listed on the South Pacific Stock Exchange in July 2001 with the placement of 30 million shares at \$0.85 each. Since listing the company's shares have been one of the most actively traded stocks on the market with more than 40 million shares changing hands. RBG has 150 million shares on issue which are currently trading at \$2.95 and the Company's total market capitalization now stands at \$442.5 million.

Steady growth and continued exceptional performance has made RB Patel Group Ltd (RBG) one of Fiji's leading retail groups.

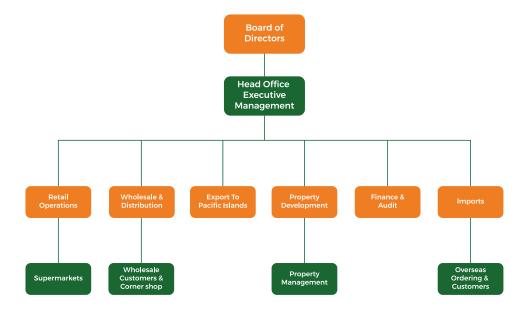
While RBG's core business is retailing, it also has interests in wholesaling and property. RBG is a leading wholesaler, supplying consumer and household products to around 700 smaller stores in Fiji and the South Pacific region. Its wholesaling arm is complementary to the core business as it wholesales the same products it retails in its stores. As a result, RBG benefits from cost and operational synergies present across the two business segments.

The Company also holds a strong and diversified portfolio of commercial property. The most recent addition to its property portfolio is the Harbour-Point complex in Lami. The complex was completed in March 2012 and houses a supermarket and retail shops and offices.



RB Patel also carries a wide range of kitchenware, porcelain ware, plastic ware, drapery and electrical appliances. It's a complete departmental store – A One Stop Shop for our customers!

STRUCTURE



The principal activity of the Company is operating supermarkets incorporating department stores, distribution, imports, exports, wholesale and property development and management. RBG is the only publicly listed supermarket chain in Fiji. The Company's wholesaling arm compliments its core business as it wholesales products that it imports. As a result, RBG benefits from cost and operational synergies present across its business segments.

RBG employs approximately 830 staff members.

Market

Fiji's supermarket industry is very competitive with numerous players ranging in size from large supermarket chains to small neighbourhood shops and canteens. However, there are only a few key players aggressively competing for market share in this relatively small market. RBG's key competitors include Morris Hedstrom, Rajendra Prasad, IGA New World, Shop 'N' Save and Extra supermarkets, which all operate stores in similar locations as RBG around the country.

BOARD OF DIRECTORS

Kamal Haer (Chairperson)

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 Limited board.

Tevita Tuiloa

Mr Tevita Tuiloa is currently the Senior Associate – Core Investments at Fijian Holdings Limited. 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.

Craig W Strong

Mr Strong is the Chief Investment Officer at BSP Life since April 2022. He was born and raised in Suva, educated at Kings College in Auckland and Massey University in Palmerston North, New Zealand. Mr Strong returned to Fiji almost two decades ago to join RB Patel Group Ltd as General Manager – Operations. He has since held leadership roles across the private, public and not-for-profit sectors in Fiji. He currently holds directorships in Future Farms Pte Ltd, Suva Private Hospital, Commercial Park Development Pte Ltd and South Pacific Elixirs Pte Ltd.

Sereana Matakibau

Ms Sereana Matakibau is the Deputy Chief Executive Officer - Corporate at the iTaukei Affairs Board with experience operating in senior financial leadership positions. She has held various financial roles at the iTaukei Affairs Board, Reserve Bank of Fiji, iTaukei Land Trust Board and other organisations, in areas such as financial operations management, strategic planning, driving cost efficiencies, budgeting, risk management, audit & compliance, governance, product development and investments. She holds Masters in Commerce (Professional Accounting), Post Graduate Diploma and a Bachelor of Arts Degree in Accounting & Financial Management and Economics from the University of the South Pacific. She also serves as a Director of Merchant Finance Pte Limited.

Surendra K Patel

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

Mr Patel is an Accountant by profession and hold 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.

Mr Jitoko Tikolevu

Mr Tikolevu brings with him experience in the civil service where he started with the Ministry of Commerce & Industry, Auditor General's office, the Revenue & Customs Authority (FRCA) and the Ministry of Foreign Affairs where he was appointed as High Commissioner of Fiji to the United Kingdom. Mr Tikolevu was the Chief Executive Officer of FRCA from 2007 to 2015. He has also been Deputy Chairman of the boards of Fiji Development Bank and Investment Fiji and Chairman of Oceania Customs Organisation and the Pacific Islands Tax Administrators Association.

He holds a Bachelor of Arts degree from the USP and a Master in Taxation degree from the University of Auckland.

GROUP MANAGEMENT TEAM ARE AS FOLLOWS:

Surendra K Patel

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

Mr Patel is an Accountant by profession and hold 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.

Jayesh 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 has extensive marketing and retailing experience in New Zealand and the Pacific Islands and has specialist in product sourcing, company turnarounds, as well as a strong background in portfolio management, hedging solutions and financial risk management.

He is a Fellow Associate of the New Zealand Institute of Management and a member of the American Marketing Association.

He dedicates a significant proportion of his time on philanthropic activities and currently serves as a Trustee of Deepavali Charitable Trust in New Zealand which assist in operating three hospitals, a university and two schools for the under privileged in Uttar Pradesh, India.



Deepak K Rathod

Mr Rathod is Chief Operating Officer of RB Patel Group Ltd. A chartered Accountant by profession who holds a Bachelor of Commerce Degree from Auckland University, NZ and a Graduate Certificate in Management from the Central Queensland University, Australia.

He has held executive management positions in organizations such as Rewa Co-operative Dairy Company Ltd, Tattersalls of Australia, Energy Fiji Limited, and Foods Pacific Ltd. Prior to that he worked with Arthur Young Chartered Accountants (now EY).

He is a Chartered Accountant member of both the Fiji Institute of Chartered Accountants and Chartered Accountants Australia and New Zealand (CAANZ).

He has extensive experience in many areas of management and finance and is a past president of the Fiji Institute of Accountants and the Rotary Club of Suva. He was on the Council of the Fiji Institute of Chartered Accountants for many years during which time many initiatives were introduced to increase the profile of Chartered Accountants in Fiji's Business community.

He is also the Company Secretary for RB Patel Group Ltd, Life Cinema Pte Ltd, Pacific Management Consulting Pte Ltd and Turner Investments Pte Ltd.

He has completed the Fiji Directors Course of the Australian Institute of Company Directors of which he is also a member.

Jignesh Chauhan

Mr Chauhan is General Manager Operations (Fiji) at RB Patel Group Limited. He was born and raised in Labasa, He did his primary education in Labasa and tertiary education at Lynnfield College and Auckland University in New Zealand. He completed his Masters in Business Administration from Southern Cross University, Australia.

Mr. Chauhan returned to Fiji and worked for Communications Fiji Limited (CFL) for over 17 years. During this period, he travelled for work and worked in the Solomon Islands and Papua New Guinea for CFL. He came back to Fiji and held leadership roles at Unwired Fiji a division of Digicel Fiji, On the Go (a Tappoo Pte Ltd division) and Fiji Sun before joining RB Patel Group Limited as General Manager Operations Fiji and as Group General Manager from August 2023. He currently also holds directorship at Ronald Macdonald House Charities Fiji.

Vivek Rambisessar

Mr. Rambisessar is the Financial Controller and Property Manager for the Company. Prior to this role, he was employed by Courts (Fiji) Limited as their Director Finance. He has extensive experience of the industry and leads the Finance and Properties Team of 25 staff. He has been an integral part of the executive team providing the necessary and accurate data for the Group's strategic positioning in both his areas of his responsibilities.

Vivek graduated from the University of Swinburne (TAFE) in Melbourne Australia completing his Business Diploma (1990) and MBA from Central Queensland University (2006). He is also an entrepreneur and completed a successful subdivision of 12 acres of personal property. He is now leading another family project to turn 1,600 acres of land into a profit venture.

SHAREHOLDERS

Top 20 Shareholders of RBG as at 30 June 2025 are stated below:

No.	Shareholder Name	No. Of Shares	Total % Shares
1	FHL RETAILING PTE LIMITED	76,118,980	50.75
2	ITAUKEI TRUST FUND BOARD	20,000,000	13.33
3	FIJI NATIONAL PROVIDENT FUND	14,239,175	9.49
4	BSP LIFE (FIJI) PTE LIMITED	12,431,963	8.29
5	FHL TRUSTEES PTE LIMITED ATF FIJIAN HOLDINGS UNIT TRUST	8,380,921	5.59
6	UNIT TRUST OF FIJI (TRUSTEE COMPANY) LIMITED	5,652,175	3.77
7	KIRITBHAI PATEL	2,000,000	1.33
8	MAHENDRA PATEL	1,100,000	0.73
9	KANU PATEL	1,000,000	0.67
10	KISHORI PATEL	1,000,000	0.67
11	VINOD PATEL	1,000,000	0.67
12	J.P BAYLY TRUST	553,325	0.37
13	MOALA TIKINA COUNCIL	500,000	0.33
14	FHL MEDIA PTE LTD	381,020	0.25
15	FIJICARE INSURANCE LIMITED	312,500	0.21
16	PUSHPA WATI KAPADIA	256,785	0.17
17	PUNJA & SONS PTE LIMITED	250,000	0.17
18	VIKRAM PATEL	250,000	0.17
19	ITAUKEI LAND TRUST BOARD	195,525	0.13
20	TAPPOO PTE LIMITED	150,000	0.10
21	BIPIN CHANDRA	132,500	0.09
22	VINOD TRIKAM	129,400	0.09
23	ARUNA PRASAD NAGIN	125,000	0.08
TOTA	LS:	146,159,269	97.45

Distribution of Shareholding

Holdings	No. of Holders	Percentage Holding
0 - 500 shares	92	0.01
501 to 5,000 shares	140	0.24
5,001 to 10,000 shares	36	0.19
10,001 to 20,000 shares	36	0.37
20,001 to 30,000 shares	26	0.44
30,001 to 40,000 shares	3	0.08
40,001 to 50,000 shares	18	0.59
50,001 to 100,000 shares	12	0.58
100,001 to 1,000,000 shares	16	4.22
Over 1,000,000 shares	8	93.28
TOTAL:	387	100%

Information on RBG may be accessed on the company's website – <u>www.rbpatel.com.fj</u> and on <u>www.spx.com.fj</u>.



THE OPPORTUNITY

- Many investors have a medium to longer term investment horizon than that offered by bank term deposits.
- The demand from investors for attractive medium to long term interest rate securities are expected to grow.
- These factors, combine with the availability of trading of the listed bonds on SPX's Over the Counter (OTC) Market, in compliance with OTC Listing and Trading Rules provide investors a viable alternative investment vehicle.
- Corporate Bonds can be a good investment for those looking for safety and a fixed rate of interest that's paid
 quarterly until the bond's maturity. Bonds are an important piece of an investment portfolio's asset allocation since
 the steady return from bonds helps offset the volatility of equity prices.
- Investors typically invest in bonds as they provide a predictable income stream. Bonds pay interest quarterly per year. If the bonds are held to maturity, bondholders get back the entire principal, so bonds are a way to preserve capital while investing.
- RBG Wholesale Corporate Bonds offer investors the benefit of higher yields than traditional fixed interest securities (such as Government and Semi-Government bonds) while providing liquidity via an SPX listing on the OTC market.

KEY BENEFITS

Some of the Key Benefits of RBG Wholesale Corporate Bonds are outlined below:

Regular income payments	Investors will receive quarterly interest payments equal to the Coupon Payments of the relevant Underlying Bonds.
SPX traded	RBG Wholesale Corporate Bonds may be bought and sold on the SPX Over the Counter (OTC) Market, subject to the liquidity.
Diversification	An investment in RBG Wholesale Corporate Bonds may help investors to build a diversified investment portfolio and reduce risk.
Certainty of Investment Outcome	Subject to the issuer (RBG) meeting their obligations and if the corporate bonds are held to maturity, investors will have a known outcome for their investment.
Investment timeframe management	The RBG Wholesale Corporate Bonds provide an investment with a defined investment maturity date.
Priority of payments	The Bonds are secured by registered first mortgages over the Secured Properties in favour of the Trustee. In the event of a winding up of the Issuer, Bondholders will rank as first-ranking secured creditors with respect to the proceeds from the Secured Properties, ahead of unsecured creditors and shareholders.
Investor Choice	Investors have the opportunity to select the corporate bonds (3 or 5 or 7-year term) that are suited to their individual investment needs and objectives.
Alternative income source	RBG Wholesale Corporate Bond will provide an alternative source of income for investors, compared to term deposits or shares.
Tax benefits	Interest income earned on corporate bonds traded on the South Pacific Stock Exchange (SPX) are currently exempt income in the hands of the bondholder.

KEY TERMS OF THE OFFER

ISSUER	RB Patel Group Limited
DESCRIPTION OF THE BONDS	Secured fixed rate RBG Wholesale Corporate Bonds.
PURPOSE OF THE OFFER	The proceeds of the Offer will be used to:
	 for funding proposed property developments including RB Patel Complexes;
	 repay a portion of RBG's existing drawn bank debt, providing some diversification of funding sources and tenor; and
	for general corporate purposes
TERM	3 years maturing on 30 November 2028, 5 years maturing on 30 November 2030 and 7 years maturing on 30 November 2032. The Issuer (RBG) reserves the right at its discretion to redeem any bonds outstanding on each Interest Payment Date by giving 6 months' notice to the Bond Holders.
OFFER AMOUNT	\$20,000,000. The Issuer (RBG) reserves the right at its discretion to accept oversubscriptions up to a further \$10,000,000.
INTEREST RATE	The Bonds will pay a fixed rate of interest until the Maturity Date.
	The Interest Rate will be 3.15% per annum for 3 years bond.
	The Interest Rate will be 3.65% per annum for 5 years bond.
	The Interest Rate will be 4.15% per annum for 7 years bond.
INTEREST PAYMENT DATES	Quarterly in arrears in equal payments on 31 March, 30 June, 30 September and 31 December in each year (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date, with the First interest payment date being 31 March 2026 which will be on a pro-rata basis from the date of issue of the bond.
FURTHER PAYMENTS, FEES OR CHARGES	You are not required to pay brokerage or any other fees or charges to the Issuer to purchase the Bonds.
	Any bond trading on the SPX platform (secondary market) will have brokerage costs as well as the relevant SPX and RBF fees. Please contact your broker for further information on any brokerage fees.
INTEREST INCOME EXEMPT	Under the current law, interest income earned on corporate bonds traded on the SPX shall be exempt income in Fiji in the hands of the bondholder. It means that such an interest amount shall be exempt from withholding tax or income tax in Fiji.
SELLING RESTRICTIONS	The Offer is subject to certain selling restrictions and you will be required to indemnify certain people if you breach these. More information on this can be found in section 3 of this IM (Key features of the RBG Wholesale Corporate Bonds).
OPENING DATE	6 October 2025
CLOSING DATE	25 November 2025 at 3.00pm, which the Issuer reserves the right to extend.
ISSUE AND ALLOTMENT DATE	28 November 2025
MINIMUM APPLICATION AMOUNT	\$200,000 and multiples of \$1,000 thereafter.



WHO IS RESPONSIBLE FOR REPAYING YOU?

The Issuer as issuer of the RBG Wholesale Corporate Bonds is responsible for repaying the principal, and paying interest on the RBG Wholesale Corporate Bonds.

Payments on the RBG Wholesale Corporate Bonds are secured by **registered first mortgages** over the Secured Properties (as defined in Section 5) in favour of the Trustee, SPX Trustees Limited.

More information on the security can be found in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

HOW YOU CAN GET YOUR MONEY OUT EARLY

You are not able to redeem the Bonds before the Maturity Date. However, the Issuer may be required to repay the Bonds early if there is an Event of Default (as described below in section 5):

The Issuer intends to list these Bonds on the South Pacific Stock Exchange (SPX) Over the Counter (OTC) Market. This means you may be able to sell them on the SPX before the end of their term if there are interested eligible investors willing to buy. If you sell your Bonds, the price you get will vary depending on factors such as the financial condition of RBG and movements in the market interest rates.

HOW BONDS RANK FOR REPAYMENT

The Bonds are secured by **registered first mortgages** in favour of the Trustee over the Secured Properties. On a liquidation of the Issuer, the claims of Bondholders in respect of the Secured Properties will rank:

- as a first-ranking secured creditor;
- behind only those liabilities preferred by law (such as certain employee entitlements); and
- ahead of all unsecured creditors and shareholders of the Issuer.

Further important information on the ranking of the RBG Wholesale Corporate Bonds can be found in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

WHAT ASSETS ARE THE BONDS SECURED AGAINST?

The RBG Wholesale Corporate Bonds are secured by the following securities:

- The RBG Wholesale Corporate Bonds are secured by **registered first mortgages** in favour of the Trustee over the following properties (the "Secured Properties").
- Registered Mortgages over:

Domintown		Prop	erty Details		Manufach Valero	Data of	
Registered Owner	Property Name	Property Address	Legal Description	Zoning	Market Value (VEP)	Date of Valuation	Valuer
RB Patel Group Limited	RB Patel - CentrePoint	Corner of Ratu Dovi & Kings Roads, Nasinu	LEGAL DESCRIPTION Certificate of Title 23400, Lot 2 on DP 5443	Commercial	\$27,500,000 (Twenty- Seven Million Five Hundred Thousand Fiji Dollars)	6 June 2024	Rolle Associates
RB Patel Group Limited	RB Patel – SouthPoint	Corner of Kings Road & Adi Lady Davila Ganilau Road, Nakasi, Nausori	Crown Lease 718652, Lot 10 DP 5688	Commercial	\$4,400,000 (Four Million, Four Hundred Thousand Dollars)	28 August 2024	LOMARA Associates

More information on the Security can be found in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

KEY RISKS AFFECTING THIS INVESTMENT

Investments in debt securities have risks. A key risk is that the Issuer does not meet its commitments to repay you or pay you interest (credit risk). Section 7 of this IM (Risks of investing) discusses the main factors that give rise to the risk.

The value of an investment in RBG Wholesale Corporate Bonds may fluctuate due to various factors, including investor perceptions, economic conditions, interest rates, debt market conditions and factors that may affect RBG's financial performance. The following risks may also affect an investment in RBG Bonds:

- RBG's financial performance A change in RBG's financial condition may impact on the market value and the transferability of the Bonds;
- Credit Risks Associated with the Issuer (RBG) and any Guarantors;
- Liquidity Risk An active secondary market in respect of the RBG Wholesale Corporate Bonds may be illiquid and
 this would adversely affect the value at which an investor could sell the Bonds;
- Interest Rate Risks The value of Fixed Rate Bonds may be adversely affected by movements in market interest rates;
- Litigation Risks Risks relating to litigation and regulatory actions;
- Default Risk if an event of default occurs under the RBG Wholesale Corporate Bonds, or the Issuer (RBG) fails to
 perform any obligation in relation to the RBG Wholesale Corporate Bonds, such event or failure may impact on the
 value of an investment in the Bonds, the transferability of the Bonds and the ability of a holder to recover amounts
 due under the RBG Wholesale Corporate Bonds. In assessing potential default risk, a bondholder should consider
 the periodic and continuous disclosures made by the Issuer.

You should consider if the credit risk of these debt securities is suitable for you.

This summary does not cover all of the risks of investing in the RBG Wholesale Corporate Bonds. You should also read section 7 of this IM (Risks of investing) and section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

NO CREDIT RATING

The Issuer's credit worthiness has not been assessed by an approved rating agency. This means that the Issuer has not received an independent opinion of its capability and willingness to repay its debts from an approved source.

NO UNDERWRITING

The RBG Wholesale Corporate Bonds Offer is not underwritten.

WHERE YOU CAN FIND OTHER MARKET INFORMATION ABOUT THE ISSUER

This is an Information Memorandum that the Issuer is permitted to use.

The RBG Wholesale Corporate Bonds will be quoted and traded on the SPX OTC Market.

The Issuer is subject to a disclosure obligation that requires it to notify certain material information to the SPX for the purpose of that information being made available to participants in the market.

Further information on RBG may be accessed on the South Pacific Stock Exchange website – https://marketreports.spx.com.fi/Company.aspx?code=RBG



CHAIRPERSON'S LETTER

Dear Investor,

I am pleased to present the opportunity to **invest in secured fixed rate RBG Wholesale Corporate Bonds** to be issued by RB Patel Group Limited (RBG).

The principal activities of the Company are that of retailing and wholesaling of general merchandise, owners and administrators of properties and equity investment. The Company operates eleven supermarket stores throughout the country.

The Offer is seeking to raise \$20 million, with a right to accept oversubscriptions up to a further \$10 million. The proceeds of the Offer will be used to:

- for funding proposed property developments including RB Patel Complexes;
- to repay a portion of RBG's existing drawn bank debt, providing some diversification of funding sources and tenor;
- for general corporate purposes.

Corporate Bonds can be a good investment for those looking for safety and a fixed rate of interest that's paid quarterly until the bond's maturity. Bonds are an important piece of an investment portfolio's asset allocation since the steady return from bonds helps offset the volatility of equity prices.

There are risks associated with the Bonds that may affect your returns and repayment of your investment. An overview of these risks is set out in this Part 7 of the IM. I encourage you to seek financial, investment or other advice from a qualified professional adviser as you take time to consider this Offer.

On behalf of the Board, I welcome your participation in the Offer and your support of RBG.

Yours sincerely,

RB Patel Group Limited

Kamal Haer (Chairperson)

02 KEY DATES AND OFFER PROCESS

Opening Date	6 October 2025
Closing Date	25 November 2025 at 3.00pm, which the Issuer reserves the right to extend.
Issue Date and allotment date	28 November 2025
Expected date of initial quotation and trading of the Bonds on the SPX and earliest expected mailing of holding statements	2 December 2025
Interest Payment Dates	Quarterly in arrears in equal payments on 31 March, 30 June, 30 September and 31 December in each year (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date, with the First interest payment date being 31 March 2026 which will be on a pro-rata basis from the date of issue of the bond.
First Interest Payment Date	31 March 2026
Maturity Dates	3 years maturing on 30 November 2028,
	5 years maturing on 30 November 2030 and
	7 years maturing on 30 November 2032

The timetable is indicative only and subject to change. The Issuer may, in its absolute discretion and without notice, vary the timetable (including by opening or closing the Offer early, accepting late applications and extending the Closing Date).

If the Closing Date is extended, the Issue Date, the expected date of initial quotation and trading of the RBG Wholesale Corporate Bonds on the SPX, the Interest Payment Dates and the Maturity Date may also be extended. Any such changes will not affect the validity of any applications received.

The Issuer reserves the right to cancel the Offer and the issue of the RBG Wholesale Corporate Bonds, in which case any application monies received will be refunded (without interest) as soon as practicable and in any event within 5 Business Days of the cancellation.

Any changes will be notified to the SPX for release to the market on the SPX Website: www.spx.com.fj.



03 TERMS OF THE OFFER

ISSUER RB Patel Group Limited

DESCRIPTION OF THE BONDS Secured fixed rate RBG Wholesale Corporate Bonds

ISSUE DATE AND ALLOTMENT DATE 28 November 2025

TERM 3 years maturing on 30 November 2028,

5 years maturing on 30 November 2030 and

7 years maturing on 30 November 2032

OFFER AMOUNT \$20,000,000. The Issuer (RBG) reserves the right at its discretion to

accept oversubscriptions up to a further \$10,000,000.

ISSUE PRICE \$1,000 per Bond, being the Principal Amount of each Bond.

Each bond has an issue price of \$1,000. An investor must apply for a minimum of \$200,000 worth of RBG Wholesale Corporate Bonds and

multiples of \$1,000 thereafter.

INTEREST RATE (COUPON FIXED RATE)

The RBG Wholesale Corporate Bonds will pay a fixed rate of interest until

the Maturity Date

The Interest Rate will be 3.15% for 3 years bond.

The Interest Rate will be 3.65% for 5 years bond.

The Interest Rate will be 4.15% for 7 years bond.

The Issuer (RBG) reserves the right at its discretion to redeem any bonds outstanding on each Interest Payment Date by giving 6 months' notice

to the Bond Holders.

INTEREST PAYMENT DATES

Quarterly in arrears in equal payments on 31 March, 30 June, 30

September and 31 December in each year (as if that day is not a Business

September and 31 December in each year (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date with the First interest payment date being 31 March 2026 which will be on a pro-

rata basis from the date of issue of the bond.

INTEREST PAYMENTS AND ENTITLEMENT Regular scheduled payments of interest will be of equal quarterly

amounts.

On Interest Payment Dates interest will be paid to the person registered as the Bondholder as at the record date immediately preceding the

relevant Interest Payment Date.

The record date for interest payments is 5.00pm on the date that is 10 days before the relevant scheduled Interest Payment Date (prior to any adjustment to the Interest Payment Date to fall on a Business Day). If the record date falls on a day which is not a Business Day, the record date

will be the immediately preceding Business Day.

OPENING DATE 6 October 2025

CLOSING DATE 25 November 2025 at 3.00pm (which the Issuer reserves the right to

extend).

SCALING The Issuer may scale applications at its discretion, but will not scale any

application to below \$200,000 or to an amount that is not a multiple of

\$1000.

MINIMUM APPLICATION AMOUNT \$200,000 and multiples of \$1,000 thereafter.

HOW TO APPLY Application instructions are set out in section 15 of this IM (How to apply).

The Issuer reserves the right to refuse all or any part of any application

for Bonds under the Offer without giving a reason.

NO UNDERWRITING The Offer is not underwritten.

QUOTATION

TRANSFER RESTRICTIONS

Application will be made to SPX for permission to list the RBG Wholesale Corporate Bonds on the OTC Market of the SPX and all the requirements of SPX relating to that quotation that can be complied with on or before the date of distribution of this IM have been duly complied with. However, the RBG Wholesale Corporate Bonds have not yet been approved for trading and SPX accepts no responsibility for any statement in this IM.

SPX ticker codes [RBGWCB] has been reserved for the RBG Wholesale Corporate Bonds.

The Issuer may decline to accept or register a transfer of the RBG Wholesale Corporate Bonds if the transfer would result in the transferor or the transferee holding or continuing to hold Bonds with a Principal Amount of less than \$200,000 (if not zero) or if the transfer is not in multiples of \$1000.

The trust deed includes a provision prohibiting a transfer to any person who does not qualify as an eligible investor. Section 4 (1) of the Companies (Wholesale Corporate Bonds) Regulations 2021 states that a Wholesale Corporate Bond must only be offered or issued to investor that falls into one or more of the following categories:

- a bank, credit institution or other financial institution licensed by the Reserve Bank of Fiji under the Banking Act 1995;
- (b) a credit union licensed under the Credit Unions Act 1954;
- (c) a licensed investment adviser and any other licensee for capital markets activities approved under the Companies Act;
- (d) an approved securities exchange or central depository licensed by the Reserve Bank of Fiji under the Companies Act;
- (e) an insurance company licensed by the Reserve Bank of Fiji to conduct insurance business under the Insurance Act 1998;
- (f) a fund established by, or approved under, the Fiji National Provident Fund Act 2011;
- (g) an approved managed investment scheme licensed by the Reserve Bank of Fiji under the Companies Act;
- (h) the Fiji Development Bank;
- a foreign entity that is the equivalent in its country of operation or domicile of the entities covered in one or more of the preceding paragraphs, and which makes its investment through a licensed investment adviser;
- (j) a multilateral development bank; and
- (k) any other investor that purchases securities with a value of more than FJ\$200,000, provided that the purchase of the wholesale corporate bond is on the advice of a licensed investment adviser.

Each investor under sub-regulation (1)(k) above must purchase securities as a single investor without beneficial ownership being shared with any other investor, and joint applications to purchase securities are prohibited.

In accordance with section 4 (3) of the Companies (Wholesale Corporate Bonds) Regulations 2021, the Trust Deed includes a provision prohibiting a transfer to any person who does not qualify as an eligible investor.

Accordingly, if any such above transfer is made, the issuer will be responsible for arranging for the non-eligible investor to be divested, remitting the sale proceeds to the non-eligible investor and the issuer is responsible for brokerage and other selling costs of any such transfer.



RANKING

GUARANTEE & SECURITY

The Bonds are secured by **registered first mortgages** over the Secured Properties. Bondholders rank as **first-ranking secured creditors** in respect of these properties, ahead of unsecured creditors and shareholders.

Further important information on the ranking of the RBG Wholesale Corporate Bonds can be found in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

The RBG Wholesale Corporate Bonds have the benefits of:

- the security which includes,
- Registered first mortgages in favour of the Trustee over the Secured Properties detailed in Section 5.

Barriston d		Prop	erty Details		MandankMadan	Duty of	
Registered Owner	Property Name	Property Address	Legal Description	Zoning	Market Value (VEP)	Date of Valuation	Valuer
RB Patel Group Limited	RB Patel - CentrePoint	Corner of Ratu Dovi & Kings Roads, Nasinu	LEGAL DESCRIPTION Certificate of Title 23400, Lot 2 on DP 5443	Commercial	\$27,500,000 (Twenty- Seven Million Five Hundred Thousand Fiji Dollars)	6 June 2024	Rolle Associates
RB Patel Group Limited	RB Patel – SouthPoint	Corner of Kings Road & Adi Lady Davila Ganilau Road, Nakasi, Nausori	Crown Lease 718652, Lot 10 DP 5688	Commercial	\$4,400,000 (Four Million, Four Hundred Thousand Dollars)	28 August 2024	LOMARA Associates

FINANCIAL COVENANT (LOAN TO VALUATION RATIO)

The Issuer agrees to ensure that, on each Semi-annual Test Date, the total amount of financial indebtedness secured against the Land subject to the Security is not more than 100% of the valuation of that Land, as described further in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

EARLY REDEMPTION

The Bond Holders are unable to redeem the Bonds before the Maturity Date.

However, the Issuer may be required to repay the Bonds early if there is an Event of Default (as described below). See section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds) for further details.

The Issuer (RBG) reserves the right at its discretion to redeem any bonds outstanding on each Interest Payment Date by giving 6 months' notice to the Bond Holders.

EVENTS OF DEFAULT

If an Event of Default occurs, and is continuing, the Trustee may in its discretion, and must in certain circumstances including upon being directed to do so by an Extraordinary Resolution of Bondholders, declare the Bonds to be immediately due and payable.

The Events of Default are set out in Terms of the Bonds and are summarised in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

FURTHER PAYMENTS, FEES OR CHARGES

You are not required to pay brokerage or any other fees or charges to the Issuer to purchase the Bonds.

Any bond trading on the SPX OTC Market (secondary market) will have brokerage costs as well as the relevant SPX and RBF fees. Please contact your broker for further information on any brokerage fees.

SELLING RESTRICTIONS

The Offer is subject to certain selling restrictions and you will be required to indemnify certain people if you breach these. More information on this can be found in section 5 of this IM (Key features of the RBG Wholesale Corporate Bonds).

GOVERNING LAW	Laws of Fiji.	
TRUSTEE	SPX Trustees Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva	
SECURITY REGISTRAR	Central Share Registry Pte Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva	

DOCUMENTS

The terms of the RBG Wholesale Corporate Bonds, and other terms key to the Offer, are set out in:

- The Trust Deed
- This Information Memorandum
- Subscription Agreement
- Bond Holder Statement

Copies may be inspected at the Registered Office of the Company.

04 PURPOSE OF THE OFFER

The proceeds of this Offer will be used to:

- for funding proposed property developments including RB Patel Complexes;
- repay a portion of RBG existing drawn bank debt, providing some diversification of funding sources and tenure; and
- for general corporate purposes.

There is no restriction on the purposes for which RBG may use funds advanced.

The Offer is not underwritten.

05 KEY FEATURES OF THE BONDS

A number of key features of the Bonds are described in section 3 of this IM (Terms of the Offer). The other key features of the Bonds are described below.

TRUSTEES TO THE OFFERING

SPX Trustees Limited has been appointed as the Trustee to this Bond Issue. The Company and the Trustee have executed a Trust Deed. In the application form for subscription of bonds the applications are required to irrevocably authorize the trustee, subject to any overriding clauses in the Trust Deed to act as their agent in entering in to such deeds, writing and instruments with the Company and to act as trustee for the benefit of and interest of the bondholders on the terms and conditions contained in the said Trust Deed, including in the event of default.

The rights and the Obligations of the Trustee are set out in the Trust Deed which is hosted on SPX and RBG website.

DUTIES OF TRUSTEE

The Trustee must comply with its obligations under the Trust Deed and under section 313 of the Companies Act the Trustee of a trust deed entered into under section 296 must—

- (a) exercise reasonable diligence to ascertain whether the Property of the borrower and of each guarantor that is or should be available (whether by way of security or otherwise) will be sufficient to repay the amount deposited or lent when it becomes due;
- (b) exercise reasonable diligence to ascertain whether the borrower or any guarantor has committed any breach of—
 - (i) the terms of the Debentures; or
 - (ii) the provisions of the trust deed or this Part;
- (c) do everything in its power to ensure that the borrower or a guarantor remedies any breach;
- (d) notify the Registrar as soon as practicable if the borrower or guarantor has not complied with Part 27 of the Companies Act;



- (e) give the Debenture Holders a statement explaining the effect of any proposal that the borrower submits to the Debenture Holders before any meeting called in accordance with this Part;
- (f) comply with any directions given to it at a Debenture Holders' meeting unless the trustee—
 - (i) is of the opinion that the direction is inconsistent with the terms of the Debentures or the provisions of the trust deed or this Act or is otherwise objectionable; and
 - (ii) has either obtained, or is in the process of obtaining, an order from the Court under section 320 setting aside or varying the direction; and
- (g) apply to the Court for an order under section 321 if the borrower requests it to do so.

RBG'S GENERAL DUTIES

In respect of each bond series, RBG, as the issuer of the RBG Wholesale Corporate Bond, must:

- a) make all of its financial and other records available for inspection by:
 - i. the Trustee;
 - ii. an officer or employee of the Trustee authorised by the Trustee to carry out the inspection; or
 - iii. a registered company auditor appointed by the Trustee to carry out the inspection, and give them any information, explanations or other assistance that they may reasonably require about matters relating to those records;
- b) for so long as any of the RBG Wholesale Corporate Bonds remain outstanding:
 - notify the Trustee promptly after it becomes aware of an Event of Default or a breach by the Issuer of Part 27 of the Companies Act or the Terms;
 - ii. carry on and conduct its business in a proper and efficient manner;
 - iii. keep proper books of account (in accordance with current accounting practice and standards);
 - iv. if requested by a Debenture Holder or the Trustee, promptly provide a copy of this Trust deed (without charge) to that Debenture Holder or the Trustee; and
 - v. maintain, or cause to be maintained, a Register;
- c) if RBG creates a security interest (as defined in the Personal Property Securities Act 2017, provide the Trustee with written details of the security interest within 21 days after it is created and, if the total amount to be advanced on the security of the charge is indeterminate and the advances are not merged in a current account with bankers, trade creditors or anyone else, provide the Trustee with written details of the amount of each advance within seven days after it is made;
- d) comply with the Trust Deed and the Terms; and
- e) provide to the Trustee (without charge):
 - within 120 days after the close of each financial year, a copy of its audited financial statements lodged with the South Pacific Stock Exchange in respect of that financial year;
 - ii. within 90 days after the close of each applicable financial half year, a copy of its unaudited financial statements lodged with the South Pacific Stock Exchange in respect of that half year;
 - iii. promptly, copies of all documents and notices given to Debenture Holder and any annual reports produced; and
 - iv. all other information or reports required to be provided to the Trustee under the Companies Act or requested by the Trustee which is reasonably required for the purposes of the discharge of the duties, trusts and powers vested in the Trustee under this trust deed or imposed upon it by law and, if requested by a Holder, provide copies of any of the above to such Debenture Holder within a reasonable time of such request;
- f) comply with all statutory and regulatory requirements applicable to it (including under Part 27 of the Companies Act) to the extent they relate to its obligations under the Transaction Documents, where a failure to do so would have or would be likely to have a Material Adverse Effect;
- g) promptly after redeeming or cancelling any RBG Wholesale Corporate Bond in full, give the Trustee details of that redemption or cancellation;
- h) do any other thing reasonably requested by the Trustee to enable the Trustee to comply with the Trustee's obligations under the trust deed, the Companies Act (or any other laws binding on the Trustee with respect to the Trust or any RBG Wholesale Corporate Bonds).

REPORTS

RBG will undertake to comply with its reporting obligations to the Trustee, to the Debenture Holders, South Pacific Stock Exchange and the Registrar under the Companies Act (including section 307 and section 402 of the Companies Act). For the purpose of section 307 of the Companies Act, the RBG fixes 26 September 2025 as the last day of the relevant first quarter.

AUTHORISATIONS

RBG undertakes to promptly obtain and renew all necessary consents, filings and authorisations relating to its business and the entry into and performance of its obligations under any Transaction Document where failure to do so would have or would be likely to have a Material Adverse Effect.

EVENTS OF DEFAULT

Each of the following events is an event of default:

- (a) (default in payment) if the Issuer defaults in the payment of any Moneys Owing in respect of the bonds and that default is not remedied to the satisfaction of the Trustee by Issuer or any guarantor within 14 days after demand for those moneys is made by the Trustee;
- (b) (material breach) if the Issuer or any guarantor commits a material breach of any other covenant, condition or obligation imposed on it by the Trust Deed or other Transaction Document and that breach has not been remedied to the satisfaction of the Trustee within 14 days of receiving notice of the breach from the Trustee requiring that breach to be remedied:
- (c) (winding-up) if an order is made or a resolution is effectively passed for the winding-up of the Issuer or any guarantor, except for the purposes of a reconstruction or amalgamation with the prior written consent of the Trustee (such consent not to be unreasonably withheld);
- (d) (insolvency) if the Issuer is unable to pay its debts within the meaning of the Companies Act; and
- (e) (liquidation) if Issuer or any guarantor enters into liquidation.

RANKING

The Bonds are secured obligations of the Issuer, secured by **registered first mortgages** over the Secured Properties. In the event of a winding up of the Issuer, claims of Bondholders in respect of the Secured Properties will rank ahead of the claims of all unsecured creditors and shareholders of the Issuer, subject only to liabilities preferred by law.

THE SECURITY

The Bonds are secured by **registered first mortgages** in favour of the Trustee, SPX Trustees Limited, over the following properties (the "Secured Properties"):

Do wietowa d		Prop	erty Details		Mandrat Value	Duta of	
Registered Owner	Property Name	Property Address	Legal Description	Zoning	Market Value (VEP)	Date of Valuation	Valuer
RB Patel Group Limited	RB Patel - CentrePoint	Corner of Ratu Dovi & Kings Roads, Nasinu	LEGAL DESCRIPTION Certificate of Title 23400, Lot 2 on DP 5443	Commercial	\$27,500,000 (Twenty- Seven Million Five Hundred Thousand Fiji Dollars)	6 June 2024	Rolle Associates
RB Patel Group Limited	RB Patel – SouthPoint	Corner of Kings Road & Adi Lady Davila Ganilau Road, Nakasi, Nausori	Crown Lease 718652, Lot 10 DP 5688	Commercial	\$4,400,000 (Four Million, Four Hundred Thousand Dollars)	28 August 2024	LOMARA Associates



06 HISTORICAL FINANCIAL INFORMATION

HISTORICAL FINANCIAL INFORMATION FOR THE PAST FOUR YEARS

The table below summarises the historical financial information of RBG for the financial periods ended 30 June 2022, 2023, 2024 and 30 June 2025 as reported in the audited financial statements available at the SPX website (www.spx.com.fj) which is in the public domain and can be publicly accessed, is hereby incorporated by reference in this Information Memorandum. The most recent annual report of the Company is available at https://www.spx.com.fj/Investing/Already-a-Shareholder/Listed-Entity-Financials and contains the auditors report on page 12.

This financial information should be read in conjunction with the details, including the policies and accounting notes, as presented in the audited financial statements which are included in the Annual Report.

The audited financial statements have been lodged with SPX and are available on SPX website: www.spx.com.fj

The Company's future financial performance may be impacted by the risk factors as set out in section 6 of this Information Memorandum.

Neither the Company nor the Directors can give any assurance that any implied forecasts or any prospective statement contained in this Information Memorandum will be achieved. Events and outcomes might differ in quantum and timing from the assumptions with a material consequential impact on the Company.

RB PATEL GROUP LIMITED Statement of Profit or Loss and Other Comprehensive Income	Year Ended June 2022 (Audited	Year Ended June 2023 (Audited)	Year Ended June 2024 (Audited	Year Ended June 2025 (Audited)
Sales Cost of sales	140,152,328 (109,974,230)	165,444,612 (130,718,702)	176,914,522 (140,368,854)	182,208,618 (144,660,214)
Gross profit	30,178,098	34,725,910	36,545,668	37,548,404
Other income Operating revenue Operating expenses Impairment gain (loss) on trade & other receivables Selling & marketing expenses	3,395,444 33,573,542 (19,771,601) (16,979) (414,174)	4,598,641 39,324,551 (23,145,863) 203,868 (719,908)	7,479,557 44,025,225 (25,273,272) (58,000) (523,690)	8,479,451 46,027,855 (27,550,080) - (558,753)
Operating Profit	13,370,788	15,662,648	18,170,263	17,919,022
Finance income Finance costs	84,157 (1,344,610)	83,759 (1,315,828)	73,874 (1,597,944)	59,998 (1,636,758)
Profit before income tax and adjustment to deferred tax Income tax for the year	12,110,335 (1,150,344)	14,430,579 (925,317)	16,646,193 (4,155,498)	16,342,262 (4,294,576)
Profit after income tax but before adjustment to deferred tax	10,959,991	13,505,262	12,490,695	12,047,686
Adjustment for deferred tax due to change in future income tax rate		(5,802,793)	-	_
Profit for the year	10,959,991	7,702,469	12,490,695	12,047,686
Other comprehensive income	(90,000)	_	_	_
Total comprehensive income for the year	10,869,991	7,702,469	12,490,695	12,047,686
Basic & diluted earnings per share (cents)	7.3	5.1	8.3	8.0

Source: Extracted from RBG's signed audited financial statements

HISTORICAL FINANCIAL INFORMATION (CONT'D)

RB PATEL GROUP LIMITED Statement of Financial Position	Year Ended June 2022 (Audited)	Year Ended June 2023 (Audited)	Year Ended June 2024 (Audited)	Year Ended June 2025 (Audited)
CURRENT ASSETS				
Cash on hand and at bank	1,130,514	1,177,768	448,956	252,713
Trade and other receivables	1,368,787	1,158,000	1,342,033	1,470,111
Inventories	18,088,087	18,083,790	17,016,629	17,420,257
Other assets	944,952	1,185,425	840,729	852,477
Other investments	805,151	829,459	883,628	990,481
Loans and advances		205,187	151,874	151,874
TOTAL CURRENT ASSETS	22,337,491	22,639,629	20,683,849	21,137,913
NON-CURRENT ASSETS				
Property, plant and equipment	23,746,107	23,904,491	24,839,870	24,973,866
Investment properties	56,804,400	59,350,005	73,830,822	76,838,738
Equity Investments	55,000	_	-	-
Right-of-use assets	4,811,798	5,443,189	7,052,686	5,802,925
Loans and advances	714,000	1,056,319	324,003	185,111
TOTAL NON-CURRENT ASSETS	86,131,305	89,754,004	106,047,381	107,800,640
TOTAL ASSETS	108,468,796	112,393,633	126,731,230	128,938,553
CURRENT LIABILITIES				
Trade and other payables	13,407,369	14,076,849	14,446,821	14,589,057
Lease liability	613,104	886,590	1,269,793	1,130,202
Current tax liabilities	272,815	530,803	1,953,464	617,758
Interest bearing borrowings - secured Interest bearing borrowings - other	4,790,408 1,000,000	4,639,455 1,000,000	7,886,858 1,000,000	12,374,032 810,000
Provisions	1,000,000	104,494	62,670	62,670
TOTAL CURRENT LIABILITIES	20,195,295	21,238,191	26,619,606	29,583,719
TOTAL CORRENT LIABILITIES		21,200,101	20,013,000	23,303,713
NON-CURRENT LIABILITIES				
Interest bearing borrowings - loan (secured)	18,322,153	14,224,360	19,418,606	14,802,043
Lease liability	4,496,546	4,909,717	6,171,301	5,181,417
Deposits	349,386	460,687	470,583	530,115
Deferred tax liabilities	3,515,563	9,318,356	9,818,117	10,810,556
TOTAL NON CURRENT LIABILITIES	26,683,648	28,913,120	35,878,607	31,324,131
TOTAL LIABILITIES	46,878,943	50,151,311	62,498,213	60,907,850
NET ASSETS	61,589,853	62,242,322	64,233,017	68,030,703
SHAREHOLDERS' EQUITY				
Share capital	15,000,000	15,000,000	15,000,000	15,000,000
Retained earnings Investment revaluation reserve	46,538,623 51,230	47,242,322 -	49,233,017 -	53,030,703 -
TOTAL SHAREHOLDERS' EQUITY	61,589,853	62,242,322	64,233,017	68,030,703

Source: Extracted from RBG's signed audited financial statements.



HISTORICAL FINANCIAL INFORMATION (CONT'D)

RB PATEL GROUP LIMITED Statement of Cash Flows	Year Ended June 2022 (Audited)	Year Ended June 2023 (Audited)	Year Ended June 2024 (Audited)	Year Ended June 2025 (Audited)
Cash flows from operating activities				
Receipts form customers	143,559,516	168,486,890	183,969,726	188,217,673
Payments to suppliers and employees	(130,206,113)	(149,476,200)	(160,320,761)	(166,868,413)
Cash generated from operations	13,353,403	19,010,690	23,648,965	21,349,260
Interest paid	(957,870)	(853,693)	(1,149,656)	(1,141,511)
Payments to tax authorities	(1,230,061)	(1,459,969)	(2,395,707)	(3,056,976)
Income tax paid	(775,550)	(667,329)	(2,233,075)	(4,637,843)
Net cash provided by operating activities	10,389,922	16,029,699	17,870,527	12,512,930
Cash flows from investing activities				
Payment for property, plant and equipment	(1,231,825)	(1,160,320)	(1,936,565)	(3,068,041)
Payment for investment properties	(3,237,887)	(2,545,606)	(13,057,210)	-
Proceeds from sale of property, plant and equipment	92,976	28,225	-	616,505
Payment for other investment	(808,151)	-	-	=
Proceeds from sale of other investment	808,151 (879,000)	75,000	_	_
Advances to related party Repayment of advances by related parties	(879,000)	_	100,000	
-				
Net cash used in investing activities	(5,255,736)	(3,602,701)	(14,893,775)	(2,451,536)
Cash flows from financing activities				
Other costs of finance paid	(302,583)	(378,376)	(448,288)	(495,247)
Payment for lease liability	(752,916)	(702,622)	(1,198,927)	(1,193,001)
Proceeds from borrowings	4,275,443	540,142	10,280,000	
Repayment of borrowings	(2,286,069	(5,046,214)	(4,482,420)	(4,791,175)
Dividend paid	(4,800,000)	(7,050,000)	(10,500,000)	(8,250,000)
	(2.25)	(10.05= 5=:)	(2.2.5.5.)	(-,
Net cash provided by financing activities	(3,866,125)	(12,637,070)	(6,349,635)	(14,729,423)
Net increase / (decrease) in cash and cash equivalents	1,268,061	(210,072)	(3,372,883)	(4,668,029)
Cash and cash equivalents at the beginning of the financial period	(2,609,048)	(1,340,987)	(1,551,059)	(4,923,942)
Cash and cash equivalents at the end of the financial period	(1,340,987)	(1,551,059)	(4,923,942)	(9,591,971)
		-		

Source: Extracted from RBG's signed audited financial statements

07 RISKS OF INVESTING

INTRODUCTION

This section 7 describes the following potential key risk factors:

- specific risks relating to the Issuer's creditworthiness; and
- general risks associated with an investment in the Bonds.

Key risks outlined in this section are based on an assessment of the probability of a risk occurring and its potential impact (individually or in combination with other key risks) at the date of this IM. There is no guarantee or assurance that key risks will not change, alter in their significance or that other risks will not emerge.

You should carefully consider these risk factors (together with the other information in this IM) before deciding to invest in the RBG Wholesale Corporate Bonds.

Before making any investment decision it is important that investors consider the suitability of an investment in the RBG Wholesale Corporate Bonds in light of their own individual risk profile for investments, investment objectives and personal circumstances (including financial and taxation issues). The risks described in this section do not take account of the personal circumstances, financial position or investment requirements of any particular person other than RBG.

SPECIFIC RISKS RELATING TO THE ISSUER'S CREDITWORTHINESS

The supermarket and retail sector in Fiji is highly competitive. Increased promotional activity or new market entrants could adversely affect RBG's market share, revenue, and profitability. Supply Chain and Import Risk: As a significant importer of goods, RBG is exposed to risks of supply chain disruptions, international shipping costs, foreign exchange fluctuations, and changes in import tariffs, which could impact inventory levels and profit margins.

The Issuer considers that the circumstances which could significantly affect, either individually or in combination, the future financial positions and performance of RBG, and therefore significantly increase the risk that the Issuer may default on its obligations under the RBG Wholesale Corporate Bonds are as set out below. These circumstances, either individually or in combination, may affect the Issuer's ability to pay interest on, or repay, the RBG Wholesale Corporate Bonds.

CREDIT RISK ON RBG

The risk that the Issuer becomes insolvent and is unable to meet its obligations under the RBG Wholesale Corporate Bonds. If the Security is insufficient to repay you in these circumstances, you might not recover the amount of your investment in the Bonds or receive the returns you expect.

REGULATION AND GOVERNMENT REFORM RISK

RBG operates in regulated industries, where ongoing compliance is vital from both a legal and reputational perspective.

There is the risk that Government or a Regulatory body may change a law, regulation or policy (including, without limitation, tax laws or policies), or that the interpretation of a law or regulation may change, or that court may make a decision, which adversely affects the value of the RBG or the tax treatment of the bondholders.

DEVELOPMENT RISK

RBG's continued growth is reliant on execution of its development programme, which also involves key construction and property development risks. These risks include:

- risks of material project delay, leading to increased holding costs and other increased expenses;
- risk of default by participants in the development process, including construction contractors defaulting in the performance of their respective obligations, contractor (and sub-contractor) shortages and industrial disputes with suppliers and contractors. Such defaults can lead to significant further delays and costs;
- the risk that the timing of completion or quality of RBG projects is impacted by insufficient project governance, poor quality design or delays in achieving required building and resource consents; and
- skilled labour and material shortages due to disrupted supply lines.

These risks may lead to increased overall costs, lower or delayed returns, and inability to complete in progress developments and realise cash incurred. To mitigate these risks, RBG has established an experienced internal property development team, which allows RBG to exercise a greater degree of governance over the development and construction process. RBG also adopts a robust process for tendering projects and selecting skilled and qualified contractors, although variations and construction cost escalation may still occur throughout the lifecycle of construction activities.



PROPERTY MARKET RISK AND FLOW-ON EFFECTS OF MARKET CHANGES

Earnings generated through the rental properties makes up a portion of RBG's cash flows and underlying earnings.

Changing property market conditions could have a flow on impact to the value of property assets, and the associated investment property valuation. This would impact both the financial position and performance of RBG. A material reduction may impact the Issuer's ability to meet its Loan to Valuation Ratio.

CLIMATE-RELATED RISK

RBG may face physical risks to its business, including natural disasters, flooding, storm damages and fires, as well as longer term transitional risks as a result of climate change. There can be no guarantee that the RBG will successfully mitigate these climate-related risks and the related impacts. In the event of extreme weather, flooding or significant issues with the RBG's operations may be adversely impacted.

GENERAL ECONOMIC AND BUSINESS CONDITIONS

The operating and financial performance of RBG is influenced by a variety of general economic and business conditions including:

- (a) the level of inflation;
- (b) interest rates:
- (c) government fiscal, monetary and regulatory policies;
- (d) industrial disputes; and
- (e) fluctuations in the global economy and international exchange rates.

A prolonged deterioration in general economic conditions could be expected to have a corresponding adverse impact on the operating and financial performance of RBG.

GENERAL RISKS

An investment in RBG Wholesale Corporate Bonds is subject to the following general risks.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables and loans and advances to customers and investments in debt securities. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, including outstanding receivables and committed transactions. For potential rental tenants, a screening process, similar to a due diligence is performed, prior to leases being granted. For banks and financial institutions, only reputable parties are acceptable. As far as practicable, if wholesale customers are independently rated, these ratings are used. Otherwise, if there is no independent ranking, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with set limits. The utilisation of credit limits are regularly monitored. Sales to retail customers are settled in cash or using major credit cards.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations arising from its financial liabilities. Prudent and careful management of the Company's liquidity position is essential in order to ensure that adequate funds are available to meet the Company's ongoing financial obligations. Prudent liquidity risk management implies maintaining sufficient cash, marketable securities and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying business of the Group, management aims at maintaining flexibility in funding by keeping committed credit lines available.

MARKET RISK

Market risk is the risk that changes in market prices, such as interest rate, equity prices, foreign exchange rates and credit spreads will affect the liquidity and pricing of the bonds in the bond market.

SECONDARY MARKET RISK

The risk that, if you wish to sell your Bonds before maturity:

- you may be unable to find a buyer; or
- the price at which you are able to sell them is less than the amount you paid for them.

These outcomes may arise because of factors related to the Issuer's creditworthiness, or because of other factors. These other factors may include the following:

- An active secondary market in respect of the Bonds may be illiquid and this would adversely affect the value at which an investor could sell the Bonds.
- The level, direction and volatility of market interest rates. For example, if market interest rates go up, the market value of the Bonds would typically be expected to go down and vice versa.

XAT 80

In accordance with Income Tax (Exempt Income) Regulations 2016 (as amended by Income Tax (Exempt Income) (Amendment) Regulations 2020), interest income earned on corporate bonds traded on the South Pacific Stock Exchange shall be exempt income in the hands of the bondholder. It means that such an interest amount shall be exempt from withholding tax or income tax.

The above generalised summary is based on the taxation laws in force in Fiji as at the date of this IM. Future changes to these or other laws may affect the tax consequences of an investment in the Bonds.

Bond transfers are liable for capital gains tax and should be included in income returns submitted to the Fiji Revenue & Customs Service.

Investors should take their own tax advice as to the consequences of owning RBG Bonds as well as receiving returns from them.

09 TRADING AND SETTLEMENT FRAMEWORK

TRADING, CLEARING AND SETTLEMENT FRAMEWORK

Bonds issued pursuant to the Information Memorandum will be listed in accordance with Over the Counter (OTC) Listing and Trading Rule Book of SPX and the indicative timetable set out in Section 2 of this Information Memorandum.

Pending the issue of the RBG Wholesale Corporate Bonds pursuant to this Information Memorandum (IM), all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by section 288 of the Companies Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Application Form.

The expected dates for issue of bonds by this Information Memorandum and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 2 of this Information Memorandum.

SPX TRADING AND SETTLEMENT

Trading of RBG quoted debt securities is conducted between broking firms who act on behalf of their clients, in the same way as quoted equity securities. The trading is conducted on SPX OTC Market.

The broker responsible for a sale will confirm with the registrar before trade execution that the RBG Wholesale Corporate Bonds being sold are registered in the name of the selling client, that they are unencumbered and available for sale and that the registrar knows that the RBG Wholesale Corporate Bonds are in process of being sold by the client.

The terms of possible trades in RBG Wholesale Corporate Bonds will initially be agreed bilaterally between the brokers representing the buying and selling investor, after which each of those brokers will submit details of the trade as per the Prescribed Form to the SPX, on the same day as the agreement is reached.

SPX will review the details of the trade and once satisfied that there is a matching agreement on all terms of the trade, SPX will issue a matching confirmation to the brokers. Once a matching confirmation has been received, the brokers will input the orders that correspond to them into the OTC Market set up for this purpose by the SPX on its trading system and execute the trades in the immediate trading session. These orders will be priced at the clean price of the trade, which is the price that will be used for matching. The trade details will be published by SPX.



The registrar will record the transfer and issue a bond certificate or holding statement, whichever is applicable, in the name of the buying investor. If there is a balance of bonds remaining for the selling investor, where the amount executed is less than the amount certified on the bond certificate or holding statement, the registrar will also issue a new bond certificate or holding statement, whichever is applicable, for that remaining balance in the name of the selling investor.

The registrar will deliver the new bond certificates or the holding statements, whichever is applicable, to the SPX within three (3) business days from the date that the bond transfer documents are sent by the SPX to the registrar for registration.

On receipt of new bond certificates or the holding statement from the registrar, the SPX will deliver them to the corresponding broker on or before the next business day.

SPX LISTING

Application for official quotation by SPX of the RBG Wholesale Corporate Bonds offered pursuant to this Information Memorandum will be made.

CONTINUOUS DISCLOSURE OBLIGATIONS

The Company is subject to section 666 of the Companies Act and, as such, the Company is subject to regular reporting and disclosure obligations under the Companies Act and the Over the Counter (OTC) Listing and Trading Rule Book of SPX.

Specifically, the Company is required to notify SPX of information about specific events and matters as they arise for the purposes of the SPX making that information available to the bond markets conducted by the SPX. In particular, the Company has an obligation under the Over the Counter (OTC) Listing and Trading Rule Book of SPX (subject to certain exceptions) to notify the SPX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its bonds.

This Information Memorandum is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to SPX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for the bonds. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available on the SPX website: www.spx.com.fj.

Additionally, the Company is also required to prepare and lodge yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to SPX and published on the Company's and the SPX websites.

This Information Memorandum (including the Application Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in Fiji and each Applicant submits to the non-¬exclusive jurisdiction of the courts of Fiji.

10 TRANSACTION COSTS

The Company shall cover all expenses in connection with the Listing of the Bonds including Application Fees for Listing with SPX and Annual fees, and other associated costs and charges with the issue of the Bonds. These expenses are estimated to be around \$128,000.00 and will be paid from the working capital of the company.

	Fees (VEP) \$
One-off Establishment Fee	1,500
Application Fees for Listing with SPX and Annual fees (\$6,925 + 0.0095% on excess over \$20m)	5,906
Bond Trustee fees (per annum)	5,000
Financial Advisors Fees, estimated	5,000
Professional Fees and Charges - Investment Advisers, estimated	80,000
Legal fees for Issuer, Trustees, etc, estimated	20,000
Contingences	10,000
Total	\$127,406.00

11 HOW TO COMPLAIN

Complaints about the RBG Wholesale Corporate Bonds can be directed to:

RB Patel Group Limited at:

COMPANY SECRETARIES

Jayesh Patel Deepak K Rathod

RB Patel Group Limited RB Patel Center Point Building, Ratu Dovi Road, Laucala Beach Estate, Nasinu

Telephone: + (+679) 339 1899 Email: bonds@rbpatel.com.fj

If for any reason the Issuer is unable to resolve your complaint, please contact:

The Trustee at: SPX Trustees Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva

Telephone: + (679) 330 4130 Email: <u>trustee@spx.com.fj</u>

12 WHERE YOU CAN FIND MORE INFORMATION

Further information relating to the Issuer and the RBG Wholesale Corporate Bonds are available at Company's Registered Office

The following documents are also available at the Company's Registered Office:

Registered & Head Office: RB Patel Center Point Building, Rt. Dovi Road, Laucala Beach Estate, Nasinu

- Information Memorandum
- Articles of Association
- Trust Deed
- Subscription Agreement

The Issuer is subject to a disclosure obligation in relation to its shares that requires it to notify certain material information to the SPX for the purpose of that information being made available to participants in the market.

The Issuer's page on the SPX website, which includes information made available under the disclosure obligations referred to above, can be found at https://marketreports.spx.com.fi/Company.aspx?code=RBG

13 HOW TO APPLY

The Offer will be open to institutional investors and members of the public who are Fiji resident.

An investor may apply for a minimum of \$200,000 worth of RBG Wholesale Corporate Bonds and multiples of \$1,000 thereafter.

An investor must:

- a) Complete the application form at Schedule 1 (natural persons) or Schedule 2 (legal entities) of this Document in accordance with the accompanying instructions.
- b) Prepare a cheque or bank draft for the application amount, made payable to "RB Patel Group Limited" and crossed "Not Negotiable", or bank transfer to RBG bank account:

Account name : RB Patel Group Limited
Account number : ____84851851_____

Bank : Bank of South Pacific Branch : Thomson Street, Suva

Swift Code: BOSPFJFJ



c) The completed application form and payment must be received by RB PATEL GROUP LIMITED no later than 3pm on 25 November 2025 unless the offer is extended.

ACCEPTANCE OF APPLICATIONS

RBG has the sole discretion to issue the RBG Wholesale Corporate Bonds in accordance with an Application, to decline any Application, or to issue a lesser number of bond than those applied for. To the extent that Applications are unsuccessful, the application money will be returned within 14 days of the date on which the Application was declined by RBG.

HOLDING STATEMENTS

Upon acceptance of an Application, RBG will issue a Holdings Statements to the Bondholder. Bondholders will receive biannual statements showing movements and balances for all bond held after the calculation of interest as outlined below.

CALCULATION AND PAYMENT OF INTEREST ON BONDS AND REPAYMENT

The Interest is payable on the principal amount outstanding under the RBG Wholesale Corporate Bonds from the Issue Date until the date of redemption and will be calculated on the basis of a 30/360 day count convention.

Interest accrues from day to day at the Interest Rate and is payable to the Bondholders in cash by quarter-yearly payments in arrears on each Interest Payment Date until the RBG Wholesale Corporate Bonds are repaid under the Terms and Conditions.

Bondholders shall be paid interest at the Interest Rate, such sum to be paid to the relevant Bondholders by RBG on the relevant Interest Payment Date.

The first interest will be calculated on a pro-rata basis, from the settlement date to the first interest payment due date using the following formula:

Interest amount =
$$\left[\frac{\text{amount allotted x coupon rate}}{4} \right] \times \frac{\text{number of days of accrued interest}}{\text{number of days in quarter}}$$

Interest due will be paid by the Bond Registrar directly into the bondholder's nominated commercial bank account.

The RBG Wholesale Corporate Bonds Certificate must be presented to the Registrar for payment at maturity. Bondholders will be notified by post of the pending maturity of their Bond approximately three weeks prior to maturity date. Bondholders are required to notify the Bond Registrar of any changes in address or contact details.

Allocation of Bonds

RBG will determine the respective allocation of Bonds to eligible investors at its discretion. RBG intends to reserve up to F\$5 million worth of Bonds for eligible investors investing up to \$500,000 value of RBG Wholesale Corporate Bonds each.

RBG reserves the right to reject any application or allocate a lesser amount than that applied for. If the Bond offer is oversubscribed, the allocation will be reduced on a pro-rata basis except where such allocation is desirable in the opinion of the Company to improve market spread, promote strategic alliances for RBG or promote its business or other business interests.

14 CONTACT INFORMATION

ISSUER

RB Patel Group Limited
RB Patel Center Point Building,
Rt. Dovi Road, Laucala Beach Estate, Suva
Telephone: + (+679) 339 1899
Email: bonds@rbpatel.com.fj

SECURITIES REGISTRAR

Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building, Victoria Parade, Suva Telephone: + (+679) 330 4130 Email: registry@spx.com.fj

15 STATEMENT BY DIRECTORS

After due enquiry, the Directors confirm that in their opinion, during the period between the date of the last audited financial statements for the year ended 30 June 2025 of the Company and the date of the Information Memorandum, there have arisen no circumstances that materially adversely affect: –

- a) the trading or profitability of the Company; or
- b) the value of its assets; or
- c) the Company has sufficient working capital to last at least 12 months and to pay its liabilities due within the next 12 months.

After making due enquiry, the Directors acknowledge our obligations under the OTC Listing and Trading Rules. Accordingly, we declare that all the conditions for issuance under the Companies (Wholesale Corporate Bonds) Regulations 2021 of the Reserve Bank of Fiji have been fulfilled by the issuer, including but not limited to those in relation to the issuer, the investors and the Information Memorandum in relation to the Wholesale Corporate Bond for which listing is now sought.

The Directors undertake that they will advise the SPX and RBF of any material change in the information contained in this Information Memorandum after the date hereof at any time prior to listing.

This Information Memorandum dated 3 October 2025.

For and behalf of the Company and the Board of Directors by authority of a resolution of the Directors.

Dated this 3 October 2025.

Ms Kamal Haer (Chairperson)

Ms Sereana Matakibau

Mr Tevita Tuiloa

Belie

Mr Surendra K Patel

Mr Craig Strong

Mr Jitoko Tikolevu



16 CORPORATE DIRECTORY

ISSUER OF WHOLESALE CORPORATE BOND

RB Patel Group Limited

Registered & Head Office: RB Patel CenterPoint Building, Ratu. Dovi Road, Laucala Beach Estate,, Nasinu Postal Address: GPO Box 943, Suva Phone: (+679) 339 1899 Fax: (+679) 334 0087

Email: bonds@rbpatel.com.fj Website: www.rbpatel.com.fj

Directors

Ms Kamal Haer (Chairperson)
Mr Surendra K Patel
Ms Sereana Matakibau
Mr Craig Strong
Mr Tevita Tuiloa
Mr Jitoko Tikolevu

Company Secretary

Mr Jayesh Patel Mr Deepak Rathod

Auditors:

KPMG Chartered Accountants Level 9, Suva Central Building Renwick Road, Suva, Fiji

Investment Adviser and Corporate Advisors

BDO Corporate Finance (Fiji) Pte Limited Level 10, FNPF Place 343 Victoria Parade GPO Box 855, Suva, Fiji

Legal Advisers:

Sherani & Co. Barristers & Solicitors 2nd Floor, Harifam Centre Greig Street, Suva

Bankers

BSP Financial Group (Fiji) Pte Limited Level 3, BSP Life Centre, Suva Australia & New Zealand Banking Group Ltd ANZ House 25 Victoria Parade, Suva

Brokers for Trading on the SPX:

FHL Stockbroking Pte Limited Shop 1A & 1B, Vanua House, 77 Victoria Parade Suva, Fiji

Kontiki Stockbrokers Pte Limited Level 2, FNPF Boulevard, 33 Ellery Street, Suva

Fiji Stockbrokers Pte Limited Level 2, FNPF Boulevard, 33 Ellery Street, Suva

RBG Wholesale Corporate Bond Registry and Payment Agent

Central Share Registry Pte Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva Postal Address: GPO Box 11689, Suva Telephone: + (+679) 330 4130 Email: registry@spx.com.fj

Capital Markets Regulator

Reserve Bank of Fiji (RBF) Tower 4, RBF Building Pratt Street, Suva, Fiji

Securities Exchange

South Pacific Stock Exchange (SPX) Shop 1 and 11, Sabrina Building Victoria Parade, Suva, Fiji

Trustee

SPX Trustees Limited Shop 1 and 11, Sabrina Building Victoria Parade, Suva, Fiji

Legal Advisors for Trustee

Howards Barristers & Solicitors Level 7, FNPF Place Victoria Parade Suva

G GLOSSARY

\$	Fiji Dollars.
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RB PATEL GROUP LIMITED The Issuer.

BONDHOLDER A person whose name is entered in the Register as a holder of a Bond.

BONDS The wholesale corporate bonds constituted and issued pursuant to the Trust

Deed and offered pursuant to this IM.

BUSINESS DAY

A day (other than a Saturday or Sunday) on which registered banks are

generally open for business, except that in the context of the Listing Rules it

means a day on which the SPX is open for trading.

BSP BANK BSP Financial Group (Fiji) Pte Limited

CLOSING DATE 25 November 2025 at 3.00pm, which the Issuer reserves the right to extend.

EVENT OF DEFAULT Each event set out in condition of the Terms, which are summarised in section

5 of this IM (Key features of the Bonds).

FIRST INTEREST PAYMENT DATE The First Interest Payment Date is 31 March 2026.

FRCS Fiji Revenue & Customs Service.

IM This Information Memorandum for the Offer dated 3 October 2025

INTEREST PAYMENT DATES

Quarterly in arrears in equal payments on 31 March, 30 June, 30 September and 31 December in each year (or if that day is not a Business Day, the next

Business Day) until and including the Maturity Date with the First interest payment date being 31 March 2026 which will be on a pro-rata basis from the

date of issue of the bond.

INTEREST PERIOD Each quarterly period beginning on, and including, an Interest Payment Date

(or the Issue Date) and ending on, but excluding, the next Interest Payment

Date (or the Maturity Date).

INTEREST RATE (COUPON FIXED

RATE)

The Bonds will pay a fixed rate of interest until the Maturity Date.

The Interest Rate will be 3.15% per annum for 3 years bond.

The Interest Rate will be 3.65% per annum for 5 years bond.

The Interest Rate will be 4.15% per annum for 7 years bond.

ISSUE DATE 6 October 2025

ISSUER RB Patel Group Limited.

LAND Any estate or interest in land and real property owned or leased by the Issuer

or a Guarantor (and includes the permanent buildings and Improvements on

such land).

LISTING RULES The listing Over The Counter (OTC) Listing and trading rule book.



Glossary (cont'd)

MAJOR DEFAULT	An Event of Default that is a Major Default as defined in the Security Trust Deed, and in relation to the Bonds includes:	
	Failure to pay interest and or principal: Applicable, with a cure period of 14 Business Days.	
	Other failure: Applicable, with a cure period of 14 Business days.	
	Financial Covenants: Are not satisfied;	
	Event: An Insolvency Event occurs, such event is likely to have a Material Adverse Effect);	
	Trust: Variations of the Trust Deed that are likely to have a Material Adverse Effect.	
MATURITY DATE	3 years maturing on 30 November 2028,	
	5 years maturing on 30 November 2030 and	
	7 years maturing on 30 November 2032.	
SPX	South Pacific Stock Exchange.	
OFFER	The offer of RBG Wholesale Corporate Bonds made by the Issuer under this IM.	
OPENING DATE	6 October 2025.	
PRINCIPAL AMOUNT	\$200,000 plus in multiples of \$1,000.	
REGISTER	The register in respect of the RBG Wholesale Corporate Bonds maintained by the Securities Registrar.	
SECURITIES REGISTRAR	Central Share Registry Pte Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva	
SECURITY	The registered first mortgages over the Secured Properties granted by the Issuer in favour of the Trustee.	
TRUST DEED	A duly executed registered trust deed that is compliant with Section 296 of the Companies Act, 2015.	
TRUSTEE	SPX Trustees Limited Shop 1 and 11, Sabrina Building, Victoria Parade, Suva.	

CORPORATE WHOLESALE BOND

Legal Entity Application Form

Date:				
Account Holder information				
Account Holder Name:				
Investor Type: ☐ Sole Trader ☐ Trus	st 🗆 Partnership 🗀 Associa	tion Company Other		
Bond Details				
Amount (FJD)	Rate	Term		
Issue Date	Maturity Date			
Source of Fund				
Bank Account Details				
Bank Name		Account No.		
Account Name				
☐ New Customer Code Business Name:	☐ Existing Customer	Account No.		
Nature of Entity:	gn Entity Country	Registration Date		
Business Activity:				
Business No.	VAT No.	Tax ID No.		
Principal Place of Business				
Registered Place of Business				
Postal Address				
Phone	Fax No.	Email:		
Is your Entity a Subsidiary Yes No If Yes, please state the name and address of the Parent Entity				
Shareholders' Details Please list major beneficiaries (greater than equal to 30% shareholder)				
Full Name	Share (%)	Address		



Account Holder Declaration

I/We hereby declare that I/we have carefully read and understood the Bond Invitation relating to this Bond before acquiring it. I/We acknowledge that I/we have been explained, and fully understand that my/our Bond Account will only be opened upon submission of all required documents along with a fully completed and signed application form to R B Patel Group Limited. Refer Resolution attached herein for:

- 1. Persons Authorised to operate on the account(s);
- 2. Persons/ Additional Person Authorised to obtain additional information; and
- 3. Method of Operation.

I/We also declare that the information provided in this application form is true and correct as at the date of opening this account. I/We further agree to update R B Patel Group Limited on any changes in the Business profile.

We certify that the resolution was passed at a m (copy to be provided) authorising the Business	eeting of the Board of Directors at its registered office on to invest in RBG Bonds.	
By: (name of duly authorised person)	Title (e.g. Director/ Partner/ Secretary)	Signature of duly authorised person
By: (name of duly authorised person)	Title (e.g. Director/ Partner/ Secretary)	Signature of duly authorised person
By: (name of duly authorised person)	Title (e.g. Director/ Partner/ Secretary)	Signature of duly authorised person
By: (name of duly authorised person)	Title (e.g. Director/ Partner/ Secretary)	Signature of duly authorised person
By: (name of duly authorised person)	Title (e.g. Director/ Partner/ Secretary)	Signature of duly authorised person

INFORMATION MEMORANDUM

Entity Supplementary Documentation Requirement

[Please read these requirements carefully]

Investor Type	Information Required	Additional Information Required
Sole Trader & Partnership	 Certificate of Registration Business License Verification of Principal/Registered Place of Business Business TIN Beneficial owner confirmation document Partnership Agreement (Partnership only) Identification documents for Proprietor/Partners & Authorized Signatories (i.e., verification of signature & residential address) Verification of Source of Funds 	In Addition: Certificate of change of name (if applicable)
Company	 Certificate of Registration/Incorporation Company TIN Copy of Resolution Verification of Principal/Registered Place of Business Identification documents for Shareholders who owns directly or indirectly, 30% or more interest in the company (verification of signature & residential address). Identification documents for persons authorized to operate/sign on the account/obtain information/act on behalf of the company as stipulated in the Resolution (verification of signature & residential address). Verification of Source of Funds 	In Addition: Certificate of change of name (if applicable)
Association (Club/Foundation/ Charity/NGO)	 Incorporated Association Certificate of Registration Constitution Verification of Principal/Registered Place of Business TIN for the Association or Organization Resolution Identification documents for Committee & persons authorized to operate/sign on the account/obtain information/act on behalf of the Organization as stipulated in the Resolution (verification of signature & residential address). Verification of Source of Funds Unincorporated Association: Provide requirements #2 - #7 	In Addition: • Updated Constitution if amendments made to the initial one for change in committee member i.e., termination, new appointment etc. • Certificate of change of name (if applicable)



Entity Supplementary Documentation Requirement [Cont'd]

[Please read these requirements carefully]

Investor Type	Information Required	Additional Information Required
Church or Religious Congregation	 Certificate of Registration Constitution Resolution TIN for the Church or Congregation Verification of Principal/Registered Place of Business Identification documents for Committee & persons authorized to operate/sign on the account/obtain information/act on behalf of the Organization as stipulated in the Resolution (verification of signature & residential address) Verification of Source of Funds 	In Addition: • List of Committee Members (only required if such information cannot be found in the constitution or if it differs)
Trust	 Copy of Trust Deed (Certified) Letter from Trustee TIN Letter for Trust Verification of Principal/Registered Place of Business Identification documents for Trustees & persons authorized to operate/sign on the account/obtain information/act on behalf of the Organization as stipulated in the Letter from Trustee (verification of signature & residential address) Verification of Source of Funds 	In Addition: • Updated Trust Deed if amendments made to the initial one for change in trustees i.e., termination, new appointment etc.
In Addition: Foreign Based Entity	Certified copies of all required documents in accordance with the normal due diligence process above	
Non-face-face Customer's	Email/Fax Certified copies of all required documents in accordance with the normal due diligence process above. 3rd Party Certified copies of all documents in accordance with the normal due diligence process above + 3rd Party's Photo ID & verification of residential address.	

CORPORATE WHOLESALE BOND

Individual Application Form

Date: Click or tap to enter a date.
Bond Holder Details
Account Holder Name: Title
Account Classification:
Bond Holder – Personal Details
□ New Customer Account Number
☐ Existing Customer Code [RBG Use Only]
Applicant Name
Father's Name
Date of Birth Click or tap to enter a date.
Phone No: Mobile LAN Line:
Occupation
Employer/ Business Details [Name, Address, Phone]
Tax Identification No.
Residential Address
Postal Address
Email Address
Marital Status Single Married Divorced Widowed
Name of Spouse
Occupation of Spouse
Bond Details
Amount (FJD) Rate Term
Start Date Click or tap to enter a date. End Date Click or tap to enter a date. Industry Classification (RBG Use only)
Regular source of income



Bank Account Details		
Bank Name		
Account No.		
Account No.		
Account Name		
Applicant Declaration		
fully understand that my RB Patel Group Limited	ave carefully read and understood the Bond Invitation relating to this Bond before acquiring it. I acknowledge th Bond Account will only be opened upon submission of all required documents along with a fully completed and . I also declare that the information provided in this application form is true and correct as at the date of opening publimited on any changes in my Personal profile.	d signed application form(s) to
Applicant Signature:		
Applicant Name:		
Signature:		
Date:	Click or tap to enter a date.	
Left Thumb Print: [case-by-case basis]		
	Bond Checklist	For RBG Use Only
l,	of RB Patel Group Limited hereby declare that I have verified the following	g, and evidential copy is
attached herewith:		
Personal/ Individual	Customers:	
 Verification of R 	esidential Address (Valid Driver's License/Water Bill/ FEA Bill/Unwired Internet Bill/Rates/Voter I.D)	
Regular source	of Income	
D.O.B (Valid Dr	ver's License/Valid Passport/Voter I.D.)	
 Verification of S 	ignature (Valid Driver's License/Valid Passport/ Thumb Print (case by case situation)	
	ignature (valid briver a blochae) valid i daspore Thambi Thirt (case by case situation)	
Citizenship (Birt	h Certificate/Passport)	
Receipt No. or E	h Certificate/Passport)	

Ple	specify any other Customer Identification Undertaken;					
•	on-Resident Accounts – Valid Work/Student Permit from Department of Immigration,					
•	Valid Passport +Confirmation Letter from Employer & Contract/Student status document issued by the education institution in Fiji + Another photo ID + Normal due diligence process stated in a(i) above.					
•	Variation in Name – Obtain Deed Poll or Birth Certificate or Marriage Certificate or obtain both Marriage & Birth Certificate or Statutory Declaration.					
•	Insufficient Evidential documents for KYC Verification – Submit Letter of Identification by Referee					
Sig	By:					
Na						
Pos	n:					
Da						



