



ANNUAL GENERAL MEETING OF SHAREHOLDERS



One Pacific.
Infinite Possibilities.

Notice of Meeting

Notice is hereby given that the 28th Annual General Meeting of Shareholders of Amalgamated Telecom Holdings Limited, will be held on Friday, 30th October 2026 commencing at 10.00 am at the Britannia Room No. 1 & 2, Grand Pacific Hotel, Victoria Parade, Suva

ATH Annual General Meeting Online Access

The Board has resolved to provide an online solution for those Shareholders unable to attend the meeting.

Shareholders who are unable to personally attend the AGM and wish to attend online will need to contact ATH to obtain online registration details.

Order of Business:

1. **Apologies**
2. **Determination of Proxies and Quorum**
3. **Address by the Chairman**
4. **Address by the Chief Executive Officer**

i. Minutes of the Previous Meeting Held on Wednesday, 29th October, 2025

To receive, consider and if fit adopt the minutes of the 27th Annual General Meeting held on Wednesday, 29th October 2025 as a true and accurate record of the meeting.

5. **Ordinary Business**

Item 1 Adoption of Consolidated Financial Statements for the 12 Month Period Ended 30 June 2026

Shareholders to receive, and if fit, adopt the audited consolidated financial statements of the Company, for the period ended 30 June 2026, together with the report of the Board of Directors and Auditors thereon.

Item 2 Election of Directors

To elect Directors in accordance with Article 6.4 and 6.5 of the ATH Articles of Association. Mr Vilash Chand retires by rotation at this Annual General Meeting. He is eligible for reappointment.

The Fiji Government, in accordance with the ATH Articles of Association nominates Mr Tomasi Vakatora for election at this AGM.

Item 3 Reappointment of Auditors

The Board proposed that BDO be reappointed as auditor of the company for the financial year ending 30 June 2027 and that the board be authorised to fix their remuneration.

Item 4 Declaration of Dividends

The Board recommends that a total dividend of \$0.042 per share or \$20,000,000 for the financial year ended 30 June 2026, of which \$10,000,000 interim dividend was declared in June 2026 and a final dividend of \$10,000,000 to be declared at the Annual General Meeting, payable out of the FY 2026 profits.

Item 5 Remuneration of Directors

To fix the total remuneration of Directors for the ensuing year. In accordance with Article 6.7, the Board recommends to shareholders to approve a fixed sum of \$210,000 as Directors fees for the financial year ended 30 June 2026.

6. **Other Business**

To transact any other business which may be properly brought forward in accordance with the Articles of Association.

7. **Close**

By Order of the Board



Siteri Saro

Company Secretary

Dated this 9th October 2026

Explanatory Notes

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

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

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

Item 1 Adoption of Consolidated Financial Statements for the Year Ended 30 June 2026

As required by Section 401 of the Companies Act 2015, the Annual Report of the Company comprising of the Audited Consolidated Financial Position and Comprehensive Income Statement, and the reports of the Directors and Auditors of the Company for the financial year ended 30 June 2026 will be provided before the meeting.

As stipulated in the Articles of Association of the Company and in line with the provisions of the Companies Act 2015, audited financial statements would be tabled with shareholders present at the AGM for consideration and adoption. The audited financial statements of the Company and its subsidiaries (together “the Group”) have been prepared and reported on a consolidated basis pursuant to the International Financial Reporting Standards (IFRS).

As required by Section 401 of the Companies Act 2015, the Chairman of the meeting will allow reasonable opportunity for shareholders to ask the Company/ Auditor relevant questions about or make comments on these reports.

Item 2 Election of Directors

In accordance with Article 6.4 and 6.5 of the ATH Articles of Association, Mr. Vilash Chand retires by rotation at this Annual General Meeting. He is eligible for reappointment.

The Fiji Government has formally nominated Mr Tomasi Vakatora for election at this Annual General Meeting, to replace Mr Vilash Chand.

Item 3 Reappointment of Auditors

The Board proposes to reappoint the Auditors in accordance with the provisions of Section 422 of the Companies Act 2015, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board. The Auditors, BDO, Chartered Accountants, being eligible, have offered themselves for reappointment.

Item 4 Declaration of Dividends

The Board recommends that a final dividend of \$0.042 per share or FJ\$20,000,000 (Twenty Million Fiji Dollars) be declared.

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

Pursuant to Article 9.1 of the Company's Articles of Association, the Company in general meeting, may declare dividends, but no dividend shall exceed the amount recommended by the Directors. The Directors may, from time to time, pay to the members such interim dividends as appear to the Directors to be justified by the profits of the company.

As a listed company, we are obliged to follow the format and structure entailed in the SPX Listing Rules and guidelines when declaring dividends.

Item 5 Remuneration of Directors

The total remuneration for Directors for the year remains unchanged, that is, \$210,000.

Item 6 Distribution

The Notice of Meeting is distributed pursuant to Article 5.2, to the following:

- Digital versions are available to shareholders registered at the time of this notice
- Chairperson of the Board of Directors, Mr Attar Singh
Directors: Ms Tanya Waqanika and Messrs Peter Chan, Sikeli Tuinamuana, Viliame Vodonaivalu, Vilash Chand, Attar Singh and Paul Fletcher
- Auditors: Messrs BDO (Attention: Ms. Wathsala Suraweera, Partner)
- South Pacific Stock Exchange Pte Limited (SPX).

Item 7 Attendance and Proceeding

Any shareholder or proxy, attorney or representatives can attend and vote (Articles 5.9 and 5.10). The Chair of the Board of Directors will preside as Chair of the meeting, or, in his absence, the Deputy Chair (if any) in his/her absence, a person elected by members present (Article 5.6).

Item 8 Proxy

Under Article 5.10 (ix), if any shareholder wishes to vote by proxy, then the attached proxy form must be completed by the shareholder and deposited with the Company Secretary at the registered office not less than 48 hours before the time appointed for holding the meeting, that is, **by no later than 10.00 am on Wednesday, 28th October 2026.**

The registered office is located on the 10th Floor of FHL Tower, Corner of Thurston and Gordon Street, Suva. Its postal address is G P O Box 11643, Suva, and telephone number 3308-700.

Alternatively, proxies may be deposited at the **Share Registry at Central Share Registry Pte Limited, Shops 1 and 11, Sabrina Building, Victoria Parade, G P O Box 11689, Suva** and telephone number 3304-130 or 3313-764.

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

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

Insert the name of the body corporate making the appointment

Hereby appoints

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

to act as its representative at all meetings OR the meeting to be held on

Friday, 30th October 2026 at 10.00 am at the Britannia Room No. 1 & 2, Grand Pacific Hotel, Victoria Parade, Suva

OF

Amalgamated Telecom Holdings Company Limited

Insert the name of the company holding the meeting

Common Seal
(if applicable)

SIGNATURES - THIS MUST BE COMPLETED

Director

Sole Director & Sole Secretary

Director /Company Secretary

Date

Information

In order to be effective, the form must be received by Amalgamated Telecom Holdings Limited, Level 10,FHL Tower, Corner of Thurston and Gordon St, G P O Box 11643, Suva, or alternatively by the Share Registry at Central Share Registry Pte Limited, Shops 1 and 11, Sabrina Building, Victoria Parade, G P O Box 11689, Suva, not less than 48 hours before the time appointed for holding the meeting, **that is, by no later than 10.00 am on Wednesday, 28 October 2026**. The original of the form will be retained by the Company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at

meetings of a company's members, creditors or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

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

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

PROXY FORM

[Pursuant to Sections 157 and 158 of the Companies Act 2015]

Name of the Member

Registered Address

Shareholder Identification No.

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

1. Name of or failing that;

2. Name of

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the 28th Amalgamated Telecom Holdings Limited Annual General Meeting, to be held on **Friday, 30th October 2026 at 10.00 am at the Britannia Room No. 1 & 2, Grand Pacific Hotel, Victoria Parade, Suva**, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolutions No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1	Adoption of the Minutes of the Last Meeting Held on 29 October 2025			
2	Adoption of Consolidated Financial Statements for the Year ended 30 June 2026			
3	Election of Director			
4	Reappointment of Auditors - BDO			
5	Declaration of Dividend - \$0.042 Per Share			
6	Remuneration of Directors - To be fixed at \$210,000 for the year ending 30 June 2027			
7	Any Other Business in Conformity with the Articles of Association			

Signed this day of 20.....

Signature of Member(s)

Notes

- *It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For"/"Against"/"Abstain" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- If you mark the Abstain Box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
- If a representative of the corporation is to attend the meeting, Appointment of Corporate Representative should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
- This Proxy Form must be received by **Amalgamated Telecom Holdings Limited, Level 10, FHL Tower, Corner of Thurston and Gordon Street, G P O Box 11643, Suva, or fax number 3308-044 or alternatively the Share Registry at Central Share Registry Pte Limited, Shops 1 and 11, Sabrina Building, Victoria Parade, G P O Box 11689, Suva, not less than 48 hours before the time appointed for holding the meeting**, that is, by no later 10.00 am on Wednesday, 28 October 2026. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Amalgamated Telecom Holdings Limited

**Minutes of the 27th Annual General Meeting Held on Thursday, 29 October 2025
at 10.00 am at Britannia Room No. 1 & 2, Grand Pacific Hotel, Victoria Parade, Suva**

Present

Mr. Attar Singh (Chairman)
Ms. Tanya Waqanika (Deputy Chairperson)
Mr. Peter Chan (Director)
Mr Viliame Vodonaivalu (Director)
Mr Sikeli Tuinamuana (Director)
Mr Vilash Chand (Director)

In Attendance

Mr Tomasi White (Proxy for Fiji National Provident Fund)
Mr Asenaca Mae (Proxy for the State)
Mr Ivan Fong (Chief Executive Officer)
Mr Ashnil Prasad (CIO & Company Secretary)

Seven (7) Corporate Proxies were also present.

Order of Business

1.0 Opening and Welcome

- 1.1 The Chairman, Mr Attar Singh welcomed the shareholders, proxy holders, distinguished guests, management of ATH subsidiaries, external auditors of the ATH Group (BDO), representatives from the South Pacific Stock Exchange (SPX), members of the media, and all invited attendees joining the 27th Annual General Meeting of ATH, both in person and virtually.
- 1.2 Mr Singh handed over to the Chief Executive Officer (CEO), Mr Ivan Fong to go through the proxies and the quorum of the meeting
- 1.3 Mr. Fong advised that the Notice of Meeting and Annual Report, including the financial statements, were issued to shareholders in compliance with the Listing Rules and the Company's Articles of Association.
- 1.4 He also advised that pursuant to the Company's Articles, a quorum had been secured for the meeting with a total of twelve (12) duly completed proxy forms received at least 48 hours before the AGM. It was declared that all was in order for the AGM to proceed. CEO handed over the proceedings to Chairman for his Address.

2.0 Address by the Chairman

The Chairman presented an update on the Group's performance for the previous financial year alongside its future outlook. He highlighted the ATH Group's overall performance, key financial metrics and growth trajectory with a strong focus on the Group's expansion in the Papua New Guinea market.

The Chairman updated shareholders that the ATH Group's ongoing rollout of 5G technology in the Pacific. Vodafone Fiji, Samoa, American Samoa and Telecom Fiji have all begun 5G investments and trials, while other markets such as Vodafone Vanuatu, Kiribati are strengthening connectivity through major infrastructure upgrades. Enhanced connectivity remains a vital driver of digital inclusion across local communities.

Shareholders were informed that ATH recently welcomed the Vanuatu National Provident Fund (VNPf) as shareholder through the divestment of a 14% stake in Vodafone Vanuatu. Building on a partnership established way back in 2017, when ATH initially entered the Vanuatu market. ATH highly values VNPf's local investor insight in Vanuatu and business acumen that will benefit the leadership for Vodafone Vanuatu and strengthen service delivery to the people of Vanuatu.

On leadership and governance, the Chairman noted ATH's continued commitment to talent development to support regional growth. He welcomed the appointment of Mr Sikeli Tuinamuana to the ATH Board by the Strategic Investor (Fiji National Provident Fund). Mr Tuinamuana brings over 40 years of experience in accounting and finance practice to the Board.

The Chairman advised shareholders that a dividend of \$0.035 per share to be declared for the year, an increase of 16.7% compared to the previous year.

In closing, Mr Singh highlighted that ATH is placed for an exciting period for expansion, to capture the immense opportunities ahead, as the Group continues to build a stronger, smarter and more connected Pacific.

Following, this the Chairman handed over the proceedings to the CEO for his presentation.

3.0 The Chief Executive Officer's Address

The CEO, Mr Ivan Fong, presented a summary of the Group's operational progress, financial performance, and strategic priorities.

Mr Fong highlighted that while a gap remains between the listed market price and institutional valuations, the underlying value of the Group's business remains strong and resilient. A key focus area has been the 5G investments in the Group and strengthening the connections and network across our investments in Fiji and the region.

The CEO advised shareholders that for the first time in the Group's history, a total revenue crossed the \$1billion threshold, underpinned by strong growth in the Papua New Guinea

(PNG) market. The CEO provided an overview of the Group's direct costs and asset base, noting that more than 50% of total revenue is now generated outside of Fiji. As PNG operations expand, non-Fiji revenue is expected to grow proportionally.

CEO further advised that strategic wholesale agreements with Starlink have provided critical redundancy during natural disasters while also enhancing connectivity to the remote island communities. The Group's digital finance service continues to be led by the Fiji market (M-Paisa), with active plans to replicate this success across to other regional markets we are operating in. He also advised that ATH continues to evaluate submarine cable opportunities, including potential partnerships with tech hyperscalers like Google expanding into Fiji. CEO highlighted the Group's commitment to upskilling local talent and building regional expertise through the level of excellence and expertise brought in by hyperscalers like Google who are now moving into the Pacific. He added that the broader market opportunities for the Pacific region remain available to the ATH Group, but there are being evaluated alongside the progress of ATH's investment in PNG.

In conclusion the CEO thanked the attendees for their participation, encouraging them to review the Annual Report and to engage in discussion during the meeting.

4.0 Confirmation of the Minutes of the last AGM

The Chair tabled the minutes of the 2024 AGM to members for consideration and if fit, be accepted as a true and accurate record of the meeting.

Mr Gyanesh Rueben moved that the minutes of the 27th AGM to be adopted as tabled. The motion was seconded by Mr Tomasi White and the minutes were adopted as tabled.

5.0 Ordinary Business

Item 1: Adoption of the Consolidated Financial Statements for the Year 30 June, 2025.

Following discussions on the audited ATH financial statement, the Chairman proposed the motion, if shareholders deemed fit, to adopt the financial statements of the Company and of the Group, comprising of the statements of financial position and statement of profit and loss and other comprehensive income, statements of changes in equity and statements of cashflows, and the reports of the Directors and Auditors for the financial year ended 30 June 2025.

The motion was moved by Mr Tomasi White and seconded by Mr Gyanesh Rueben and the Financial Statement was adopted.

Item 2: Election of Directors

CEO informed the meeting that pursuant to the ATH Articles of Association ATH has received a nomination from the Government of Fiji for the re-election of Ms. Tanya Waqanika.

Chairman put the motion to the shareholders to duly reappoint Ms Tanya Waqanika to the Board of ATH.

The motion was moved by Mr Tomasi White and seconded by Mr Gyanesh Ruben. Ms Tanya Waqanika was reappointed.

Item 3: Appointment of Auditors

The Board proposes that BDO be re-appointed as auditors of the Company for the financial year ending 30 June 2026 and that the Board be authorised to fix their remuneration.

The Chairman put the motion to the shareholders to approve the Auditors for the financial year ending June 2026 and authorise the Board to fix their remuneration.

The motion was moved by Mr Tomasi White and seconded by Ms Asenaca Mae. BDO was re-appointed Auditors for ATH for financial year ending 30 June 2026.

Item 4: Declaration of Dividends

The Board recommends that a final dividend of \$0.035 per share or \$16,750,653.00 be declared.

The motion was moved by Mr Tomasi White and seconded by Mr Gyanesh Rueben. A final dividend of \$16,750,653.00 was approved for distribution by the shareholders.

6.0 Special Business

Item 5: Remuneration of Directors

The Board of Directors recommended to shareholders that the total remuneration for the Company Directors to be fixed at \$210,000.00 for the ensuing year ending 30 June 2026.

The motion was moved by Mr Tomasi White and seconded by Ms Asenaca Mae.

Director's fees was fixed at \$210,000 for the financial year ending 30 June 2026.

7.0 Other Business

7.1 Initial Adoption of Dividend Reinvestment Plan

CEO outlined a proposal seeking shareholder approval to authorize a Dividend Reinvestment Plan (DRIP) for implementation at the Board's discretion. The plan would be entirely voluntary, offering interested shareholders the flexibility to reinvest their dividends, potentially at a discounted share price. Shareholders who choose not to participate will continue to receive their dividends in cash.

The Chairman then opened the floor for discussion on the motion.

Mr. Gyanesh Rueben (BSP Life) inquired how the share price and applicable discounts under the DRIP would be determined.

The CEO advised that the issue price would be referenced against the stock exchange market price, with potential discounts evaluated at the time. He acknowledged the valuation gap between market price and institutional valuations but highlighted that ATH remains bound by the current market pricing.

There being no further questions on the matter, Chairman put the motion to the floor for the shareholders to approve that the Board can create a dividend reinvestment plan for shareholders with respect to the dividend declared by the Company for the next 5 years.

The motion was moved by Mr Tomasi White and seconded by Mr Gyanesh Ruben. It was approved for the Board to create a dividend reinvestment plan for shareholders with respect to dividends declared by the Company for the next 5 years.

- 7.2** A shareholder, Ms Finau Aulele Nanovo enquired about the details regarding her dividend payment that has not reached her bank account. She has been enquiring about it and has been referred between ATH and SPX. Ms Nanovo advised that she has not received her dividend payout for the last 2 years.

Chairman clarified that the ATH and SPX Teams will provide her with the required assistance immediately after the meeting to ensure her details are updated and all outstanding dividends are paid to her account in a timely manner.

8.0 Closing of the AGM

Chair expressed her sincere appreciation for the contributions and active participation of the shareholders and noted that the meeting provided ATH with the staff an excellent opportunity to really interact with the shareholders. The Chairman also extended his gratitude to all stakeholders, including staff, management, financiers, and business partners for their dedication and contributions to the Group's progress.

He thanked everyone for their attendance and formally declared the meeting closed 10.54am.


Attar Singh
Chairman

ATH Annual General Meeting Online Access

The Board has resolved to provide an online solution for those Shareholders unable to attend the meeting.

Shareholders who are unable to personally attend the AGM and wish to attend online will need to contact ATH to obtain online registration details.

Shareholders are advised that:

1. Registration for online access must be done by no later than 10.00am (Fiji Time) on Wednesday, 28th October 2026
2. Shareholders are encouraged to cast their votes by completing and lodging the Proxy Forms; and
3. If Shareholders have any matters that they wish to raise or questions for the meeting, then these can be submitted using **Questions from Shareholders Form** and forwarded to the Company Secretary by no later than 10.00am (Fiji Time) on Wednesday, 28th October 2026 by either email or post:

Email: siteris@ath.com.fj

Post: G P O Box 11643, Suva, Fiji

If you require clarification concerning this announcement, please contact:

Ms Siteri Saro
Head of Legal & Governance/Company Secretary
Amalgamated Telecom Holdings Limited
Email: siteris@ath.com.fj
Phone: +679 330 8700

A handwritten signature in blue ink, appearing to read 'Siteri Saro', is positioned above a dotted line.

Company Secretary

Questions from Shareholders

Registration for online access must be done by no later than 10.00am (Fiji time) on Wednesday, 28 October 2026.

It will not be possible for the Shareholders attending online to cast votes or make questions during the AGM. Accordingly, the Shareholders are requested and strongly encouraged to cast their votes and submit their questions before the AGM, by completing and lodging the Proxy Form in accordance with the instructions contained in this Notice of Annual General Meeting and on the Proxy Form.

After Shareholder's verification, the Shareholder will be provided the login details including password. Please use this form to submit any questions concerning ATH that you would like us to respond to at the AGM, by no later than **10.00am (Fiji Time) on Wednesday, 28 October 2026** and return it by either email or post:

Email: siteris@ath.com.fj

Post: GPO Box 11643, Suva, Fiji.

Questions from Shareholders are important. Although the Board may not be able to reply to each question individually, we will endeavor to respond to as many of the frequently asked questions as possible.

Shareholder's Name:

SIN:

Question/s:

1.

2.

3.

4.

5.



ANNUAL GENERAL MEETING OF SHAREHOLDERS

www.ath.com.fj

Registered Office.

- 📍 Level 10, FHL Tower, Corner of Gordon Street and Thurston Street, Suva.
- ✉ P.O.Box 11643 Suva, Fiji
- ☎ Phone (679) 330 8700

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