



1984-2024

A LEGACY OF
GROWTH,
A **FUTURE**
OF POSSIBILITIES



2024
ANNUAL
REPORT

HISTORY OF FIJIAN HOLDINGS LIMITED

Fijian Holdings Limited (FHL) was incorporated in 1984 to fulfil the objectives of the leaders of the iTaukei people of Fiji, creating an entity that meaningfully represented iTaukei in the business sector and ensured their meaningful participation in the Fijian economy. FHL shareholders include the iTaukei Affairs Board, iTaukei Trust Fund Board, iTaukei Land Trust Board, Provincial Council, Tikina and Village groups, iTaukei co-operatives, individual iTaukei and family companies. Its investments gives the iTaukei significant shareholding in major companies thus helping to achieve the objective of bringing the iTaukei fully into the mainstream of Fiji's economy. FHL has also broadened the scope of its training programs wherein young iTaukei are prepared and groomed for business utilizing the resources of its subsidiary companies.

E a tauyavu ena yabaki 1984 na kabani na Fijian Holdings Limited (FHL) ena vuku ni nodra gagadre na Turaga Bale kei Viti kei ira na lewe ni vanua iTaukei me vakatotolotaki na nodra vakaitavi ena bula raraba vakailavo ni vanua ko Viti. Era taukei ni sea ena FHL na Matabose ni veika Vakaitaukei, na Matabose ni iLavo Maroroi ni iTaukei, na Matabose ni Qele Maroroi, na vei Yasana, na i soqosoqo ni vei Tikina kei na Koro, na soqosoqo cokovata ni veivoli ka nodra na iTaukei, o ira na iTaukei yadua kei ira na kabani taukeni vakavuvale. Na nona vacurumi lavo ena voli sea na FHL ena veikabani lelevu eso, e mai rawa kina nai naki raraba ni kena vakayarayarataki na nodra vakaitavi na iTaukei ena bula vakabisinisi kei na bula vakailavo i Viti. E sa vakarabailevutaka tale ga na nona yavu ni veiqaravi me baleta na nodra vakavulici ka vakarautaki na gone iTaukei ena cicivaki ni bisinisi ka sa vakayagataki kina na i yau ni kabani e taukena ka cicivaka tiko na FHL.

FHL GROUP CORE PURPOSE

To accelerate the participation of indigenous Fijians in the commercial sector and in doing so, enhance their socio economic standing.

NA YAVUTU NI KABANI

Me vakusakusataka na nodra vakaitavi na iTaukei ena cicivaki ni bisinisi, vakadeitaka kina na nodra bula vakavanua, vakabisinisi.

FHL GROUP VISION

To be the most innovative investment Group in the Pacific.

NA RAI NI KABANI

Me dau ni vakatubu i lavo levu taudua ena Pasifika.

FHL GROUP CORE VALUE

- Integrity in our dealings
- Innovative in our solutions
- Progressive in our culture
- Play together to win
- Grow our people

NA UTO NI VAKABAUTA NI KABANI

- Dina ena neitou veiqaravi
- Tubu cake na rawa ka ena vakasala vinaka
- Me toso tiko ga na i tovo ni neitou veiqaravi
- Cakacaka vata meda qaqa
- Me tarai cake na i vatagedegede ni rawa ka ni neitou tamata cakacaka

MISSION STATEMENTS

The FHL Group is committed to the achievement of its mission statement as set out below:

- We will create sustainable and consistent value for our shareholders & stakeholders.
- We will strive to lead in all our chosen areas of business through creativity, innovation, passion and by putting our customers first at all times.
- We will maintain the highest standards of professional integrity, diligence, responsibility and care in carrying out all aspects of our business.
- We will actively promote the growth & development of our people to excel in business and fulfil their purpose in life.

NA YALAYALA ME VAKAVOTUKANATAKI

Sa tu vakarau na Kabani Cokovata na FHL me tutaka na kena laurai na vakavotukanataki ni nona yalayala e ra tiko go:

- Keimami bulia ka cakacakataka na veika keimami vakavulica ena kabani baleti ira era iTaukei kei ira era vakaitavi kina.
- Keimami na saga me tadolavi kina na vanua ni vakatubu bisinisi ena neimami vakavulici ira keimami qarava, na vakasama titobu, na loloma kei na gadrevi ni veisau.
- Keimami na maroroya ka bulataka na i tovo ni veiqaravi ka kena yavu na dina, cakacaka vakadodonu kei na tuvaki ka qaravi vinaka ni tavi ni veiqaravi.
- Keimami na tutaka vakaukauwa na nodra tuberi cake kei na nodra vakavulici na iTaukei me ra daunibisinisi vinaka ka tamusuka na vua ni nodra bula.



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This year's Annual Report cover features the FHL Tower, standing as a towering symbol of FHL's enduring strength and four decades of steady growth. The reflection of Ra Marama House on the Tower serves as a reminder of FHL's proud heritage, grounding its modern success in deep-rooted tradition. Together, the Tower and its reflection form a powerful metaphor—one that connects the firm foundation of the past with the soaring aspirations of the future. The Tower's presence represents not just progress but FHL's spirit of innovation, ambition, and limitless potential, forging a legacy that bridges history with bold visions for tomorrow.

GLOSSARY

IVOLAVOSA

Annual Report	Tukutuku Vakayabaki
Associate Company	Kabani Taukeni Vakatikina
Capital	Cakacakalevu
Chairman	Liuliu ni Matabose
Construction	Taratara/Bulibuli
Director	Dairekita
Dividend	Tubu ni Lavo e Wasei
Economic	Bula Vakailavo
FHL Group / Group	Kabani Cokovata na FHL / Kabani Cokovata
Financial Performance	Rawaka Vakailavo
Financial Year (FY)	Yabaki Vakailavo (YV)
Free-cash-flow based dividend policy	Tubuwasei ena ilavoqaga ni oti na Sausaumi
Governance	Veiliutaki Vakaivakarau
Growth	Tubu
Holding Company	Tinani Kabani
Impact	Revurevu
Investments	Vakatubuiyau
Loan	Dinau
Loss	Lusi
Manage Solvency	Lewai matau ni nona iyau me rawa ni Sausaumi
Management	Veiliutaki
Media & Entertainment	Vakaitukutuku & Veivakamarautaki
Net Assets	Sau ni Yau Taukeni
Net Profit after Tax (NPAT)	Tubu ni lavaki oti na Vakacavacava
Operating Revenue	Lavo e rawa ena Volivolitaki
Pandemic	Matedewa
Performance	Rawaka
Policy	Voladusidusi
Portfolio	Katoniyau
Profit	Tubu Vaka ilavo
Profit Before Tax	Tubu ni sebera ni musuki na Vakacavacava
Property	Taukeni Tabavale
Retail	Tabana ni Veivoli
Return on Investment	Tubu ni Lavo e Rawa
Revenue	Lavo ni Veivoli
Shareholders	Taukei ni Kabani/Taukeni Sea
Strategy	Tuvatuva Vakainaki
Subsidiary	Kabani taukeni
Special Dividend	Tubu Wasei Vakavudua
Tax	Vakacavacava

TOP 30 SHAREHOLDERS

NA I MATAI NI 30 NI TAUKEI NI SEA LEVU TAUDUA

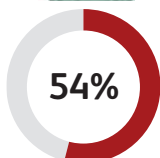
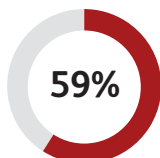
SHAREHOLDER NAME	NO. OF SHARES	TOTAL % HOLDING
iTaukei Affairs Board	107,800,400	35.39
iTaukei Trust Fund Board	100,211,663	32.89
iTaukei Land Trust Board	8,846,660	2.90
Cakaudrove Provincial Holdings Company Limited	3,001,521	0.99
Ratu Sir K Mara Education Trust Fund	3,000,000	0.98
Cicia Plantation Cooperative Society Ltd	3,000,000	0.98
Macuata Provincial Council	2,109,940	0.69
Tailevu Dairy Farmers Cooperative Association Ltd	2,000,000	0.66
Vanua Ko Lovoni Investment Ltd	1,798,050	0.59
iTaukei Land Trust Board Atf Mataqali Serau, Nabiti, Dreketi, Macuata	1,635,500	0.54
Bua Provincial Council	1,417,219	0.47
Duavata Holdings Ltd	1,410,000	0.46
Sakiusa & Anaseini Raivoce	1,213,000	0.40
Serua Provincial Council	1,166,860	0.38
Inoke Luveni	1,133,393	0.37
Mualevu Koro Investment Ltd	1,087,540	0.36
Kadavu Provincial Council	1,083,286	0.36
Lomati Village Investment Ltd	1,023,019	0.34
Moala Tikina Council	1,010,050	0.33
Dogotuki Tikina Council	1,000,000	0.33
Mavana Investment Ltd	1,000,000	0.33
Nabukebuke Holdings Ltd	1,000,000	0.33
Naqarani Holdings Ltd	1,000,000	0.33
Kiri Verewale Richmond	992,403	0.33
Vatulele Island Holdings Ltd	979,900	0.32
Rewa Provincial Council	936,010	0.31
Eta & Radike Qereqeretabua	905,001	0.30
Vukicea Investments Ltd	900,000	0.30
Munia Holdings Ltd	896,675	0.29
Mataqali Natabutale	847,430	0.28
Salote Dugu	820,040	0.27
Nadroga/Navosa Provincial Council	817,020	0.27
Naitasiri Provincial Investments	796,870	0.26
Mataqali Nacokocokobalavu	718,473	0.24

FHL INVESTMENT PORTFOLIO

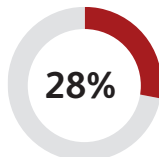
Investment In Subsidiaries/Associates As At 30th June 2024

KABANI TAUKENI / KABANI TAUKENI VAKATIKINA

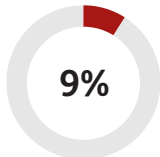
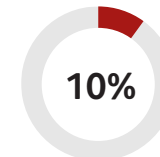
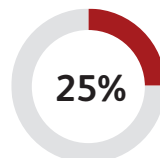
LISTED



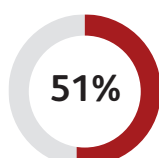
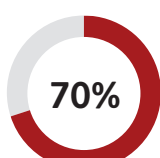
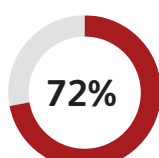
(LISTED ASSOCIATE)



ASSOCIATES



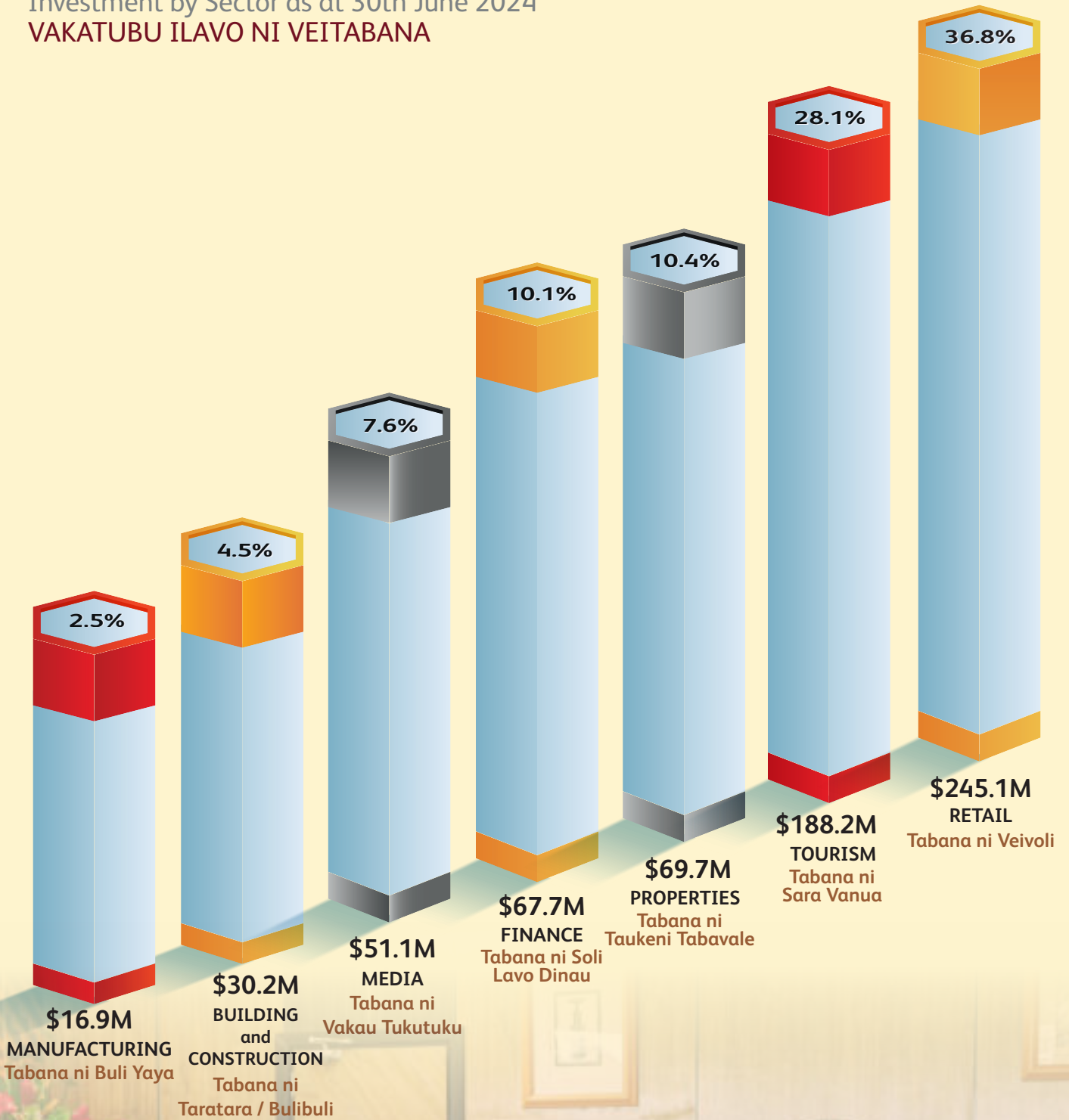
UNLISTED INVESTMENTS



FINANCIAL INVESTMENT PORTFOLIO

Investment by Sector as at 30th June 2024

VAKATUBU ILAVO NI VEITABANA



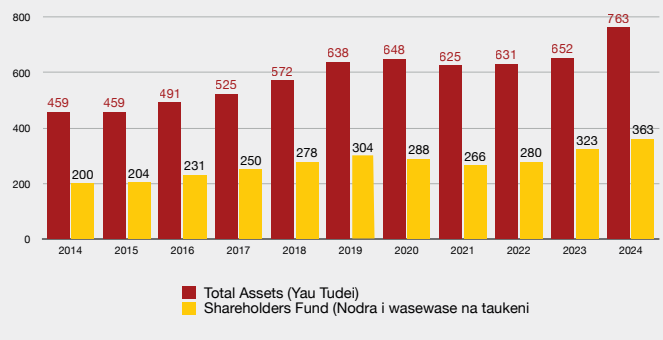
FINANCIAL HIGHLIGHTS

USUTU NI RAWA KA

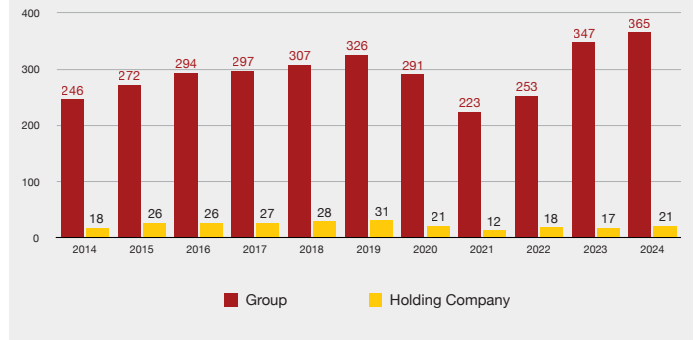
YEAR ENDED 30 JUNE	GROUP			HOLDING COMPANY		
	2024	2023	Change %	2024	2023	Change %
Operating Results						
Total Revenue (\$, 000)	364,887	347,416	5%	21,014	17,321	21%
EBITDA (\$, 000)	90,456	81,723	11%	18,800	14,999	25%
EBIT (\$, 000)	74,915	67,968	10%	18,544	14,686	26%
NPBT (\$, 000)	70,140	63,215	11%	16,936	13,017	30%
NPAT (\$, 000)	52,872	50,451	5%	16,169	14,487	12%
Operating Ratios						
EBIT / Total Revenue (%)	21%	20%	1%	88%	85%	3%
EBITDA / Total Revenue (%)	25%	24%	1%	89%	87%	2%
NPAT / Total Revenue (%)	14%	15%	-1%	77%	84%	-7%
Financial Position						
Total Assets (\$, 000)	763,176	652,111	17%	715,381	620,263	15%
Total Liabilities (\$, 000)	400,389	328,814	22%	66,467	47,515	40%
Financial Position Ratios						
Gearing (%)	52%	50%	2%	9%	8%	1%
Net Debt to Equity (%)	110%	102%	8%	10%	8%	2%
EBIT interest cover (times)	15.7	14.3	10%	11.5	8.8	31%
Cash flows						
Net cash from operating activities (\$, 000)	58,306	47,032	24%	18,336	17,165	7%
Investment in equity securities (\$, 000)	32,260	-	100%	30,726	-	100%
Shares						
Earnings per share (cents)	13	12	8%	N/A	N/A	N/A
Dividends per share (cents)	2.66	1.32	102%	2.66	1.32	102%
Net Tangible Asset per share (dollar)	1.00	0.87	15%	2.13	1.88	13%
Key Measures						
Return on Net Assets (%)	15%	16%	-1%	2%	3%	-1%



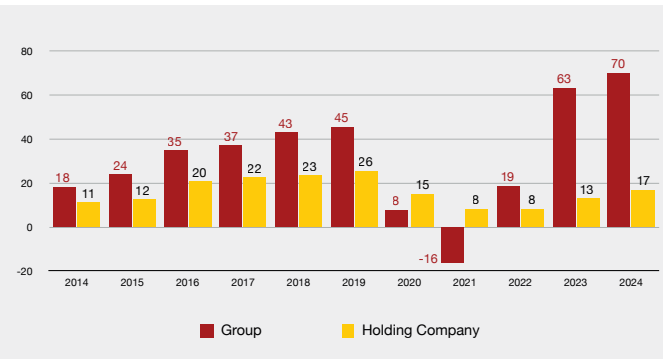
Total Group Assets and Shareholders Funds (\$M)
Yau Tudei kei na Nodra i Wasewase na Taukeni Sea (\$M)



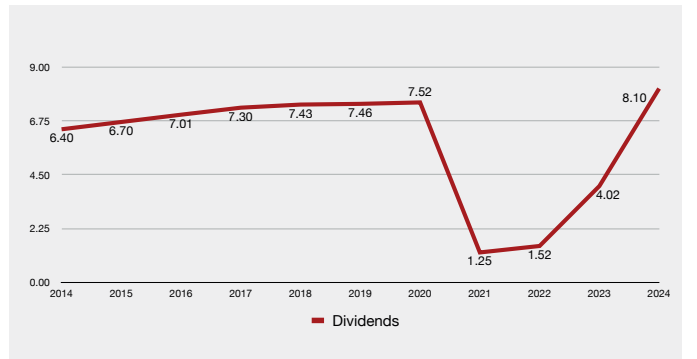
Operating Revenue (\$M)
Lavo e rawa ena volivolitaki (\$M)



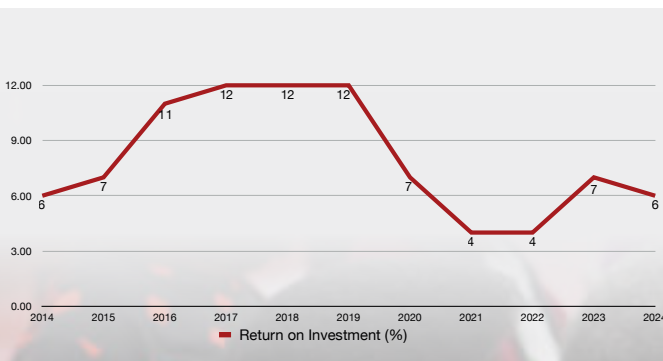
Profit Before Tax
Tubu ni kabani ni musuki oti nai vakacavacava kei na veika sega ni namaki (\$M)



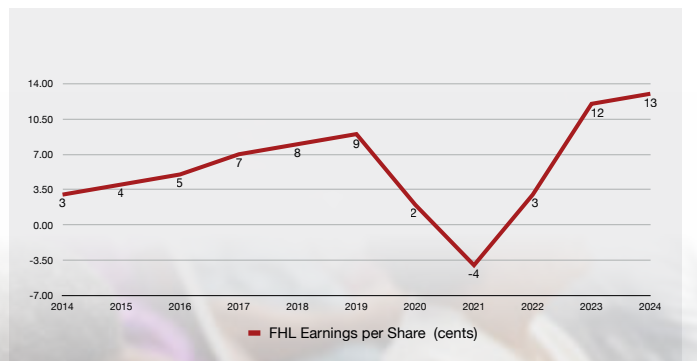
Dividend
Tubu ni lavo e wasei (\$M)



FHL Return on Investment
Tubu ni lavo e rawa (%)



FHL Earnings per Share (cents)
Lavo e rawa ena volivolitaki





CHAIRMAN'S ADDRESS

TUKUTUKU NI LIULIU NI MATABOSE

“We are optimistic about FHL's growth potential as we look to the future. However, we remain mindful of external challenges. Domestically, we must navigate the risks posed by natural disasters, labour mobility, and economic structural constraints.”

Dear Shareholders,

It is with deep honour and great pleasure that I present my inaugural report as Chairman of Fijian Holdings Limited for the fiscal year 2024. This year has continued the positive trajectory we set in motion during our recovery from the COVID-19 pandemic, and it reflects the strength, resilience, and adaptability that have come to define our Group.

FY24, however, is more than just another successful year - it marks the 40th anniversary of FHL. On June 27, 2024, we celebrated four decades since our establishment in 1984, and this milestone offers both celebration and reflection. It's a time to honour our rich legacy and reflect on what we can do better as we look forward. It is with deep gratitude that we acknowledge the Great Council of Chiefs for their vision, along with the many leaders whose legacies we build upon today. I would like to specifically mention and honour the contributions of the late Ratu Sir Kamisese Mara, one of the great architects of our nation and FHL, our former Chairman the late Mr Lyle Cupit, the late Mr Laisenia Qarase, whose leadership was instrumental in the early growth of FHL, and the late Mr Josevata Kamikamica, who steered the organisation with great dedication. Their contributions have laid the foundation upon which we build our future.

FHL declared a special dividend of \$2 million to its shareholders to commemorate this important milestone. The theme for our anniversary, "A Legacy of Growth, A Future of Possibilities," reflects our achievements and our commitment to continuous improvement and exploration of new horizons. Later in the year, we will come together to celebrate this significant achievement and reflect on our journey.

Financial Performance

The fiscal year 2024 was marked by robust financial performance, sustaining the growth momentum established in FY23. The Group experienced a notable increase in profit before tax, with a growth of 11.0%, reflecting our practical strategies and the strength of our diverse portfolio. While Fiji Television Limited faced challenges in a rapidly evolving industry, I am pleased to report that all other subsidiaries positively contributed to the Group's financial results. As the Holding company, FHL remains focused on exploring strategic opportunities to enhance FTV's value and competitiveness in this dynamic market.

The Group's net assets grew by an impressive 12.2%, driven by strategic investments across our subsidiaries, capital projects, and the ongoing development of the FHL Tower. This project is a testament to our ambition for the future. At the Holding Company level, we achieved a remarkable 30.0% growth in net profit before tax, and shareholders' equity increased by 13.3%. This upward trajectory was fueled by investments in critical infrastructure and telecommunications assets, aligning with FHL's long-term vision. Additionally, the appreciation of equity investments in our subsidiaries and associates further reinforced our financial position.

It's worth noting that as of June 30, 2024, FHL's net asset value per share is \$2.13, which is 113% higher than the 30th June 2024 share price of \$1.00. This shows that our shares are trading below their actual value, offering significant potential for current and future shareholders.

This strong financial performance underpins our commitment to growth. It provides a solid foundation for pursuing new opportunities and delivering long-term value to our shareholders.

A Unified Strategic Direction

As we look ahead, the Board and Management have articulated a clear strategic roadmap for the next three years. Our 2024-2026 Strategic Plan, aptly titled "Growing into New Frontiers, In Pursuit of Our Purpose," underscores our commitment to innovation and expansion. Growth, New Frontiers, and Purpose are the key pillars guiding our journey.

This year's significant achievement has been aligning our Group strategies, ensuring that all our subsidiaries work cohesively towards a shared vision. This alignment has enhanced operational efficiency and enabled us to act with a unified purpose, driving FHL towards greater success.

Our strategy focuses on five critical areas:

1. Investing for Impact
2. Future-Proofing Our Core Investments
3. New Investments
4. Digital Transformation
5. Corporate Culture

Investing for Impact

At the heart of FHL's mission is our commitment to accelerating Indigenous Fijian participation in the commercial sector and improving socio-economic outcomes for our communities. Under our "Investing for Impact" initiative, we entered two significant joint ventures

this Financial year:

- CBayview Enterprise Pte Limited, in partnership with the Raibevu Family Trust (Tokatoka) from Mataqali Nawavatu in Kalabu Village, is constructing a two-story commercial complex in Tacirua.
- Domaine Pte Limited, a joint venture with Mr Wah Sing Yee, focuses on a mixed-use commercial development on 17 acres of freehold land in Naqara, Taveuni, creating a new commercial hub for the island.

These projects represent the beginning of our efforts, and we will continue to explore opportunities for joint ventures that align with FHL's purpose.

Future-Proofing Our Core

While maximising returns from our subsidiaries, FHL remains focused on ensuring long-term and sustainable returns. This year, several key initiatives underscored this commitment:

- R B Patel Group Limited opened two new supermarkets in Savusavu and Nadi and acquired strategic land for future commercial developments.
- Merchant Finance Pte Limited completed a feasibility study co-funded by the Fiji Government to address financing gaps for resource owners and MSMEs, and established two new divisions.
- South Sea Cruises Group embarked on a fleet upgrade and explored new value-chain opportunities.

- Pacific Cement Pte Limited undertook remediation works to address mill downtime risks. Key investment decisions are expected in FY25.
- The FHL Tower is progressing significantly, with completion expected in FY25 and several key tenancies secured.

Embracing Digital Transformation

In today's digital age, FHL recognises the importance of staying ahead. To this end, we appointed a Group Manager of Information Technology in June 2024 to lead our digital transformation journey. Our focus will be on forming strategic alliances with solution providers, ensuring that we are well-positioned to meet the evolving digital expectations of our stakeholders.

Building a Strong Corporate Culture

Our ability to execute our strategic plan depends on the strength of our corporate culture. By fostering an environment where every employee feels motivated, valued, and empowered, we aim to create a workplace that not only supports but drives our strategic direction. A strong culture rooted in excellence will be the cornerstone of our continued success.

Future Outlook

We are optimistic about FHL's growth potential as we look to the future. However, we remain mindful of external challenges. Domestically, we must navigate the risks posed by natural disasters, labour mobility, and economic & structural constraints. Globally, geopolitical risks, supply chain disruptions, and volatile commodity

prices could impact our outlook.

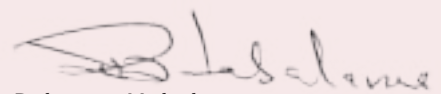
Despite these uncertainties, we are confident in delivering on our growth strategy. Board and Management are proactively exploring financing options to support our investment goals. We are actively pursuing strategic alliances, partnerships, and co-investments to enhance our Group's value. We believe that collaboration with aligned partners on matters of national interest will be key to driving Fiji's economic development and prosperity.

Acknowledgments and Appreciation

In closing, I would like to express my heartfelt gratitude to all who contributed to FHL's journey. Thank you to our employees for your dedication and hard work. Thank you to our shareholders for your trust. Thank you to our business partners, stakeholders, and customers for your loyalty.

As we celebrate our 40th anniversary, we do so with humility and gratitude for the foundation laid by the leaders before us. Our achievements this year reflect the unwavering support you have all given us. As we move forward, I assure you that FHL remains committed to driving growth, creating value, and pursuing responsible business practices for a sustainable future.

Sincerely,



Rokoseru Nabalarua
Chairman,
Fijian Holdings Limited

Kivei kemuni na Taukeni Sea,

E ka dokai ka marautaki vei au meu vakaraitaka yani e na iverse ni noqu tukutuku vaka Liuliu ni Matabose ni Fijian Holdings Limited ena yabaki vakailavo ni 2024. Na yabaki qo e tomani tale kina na vakanamata cake ni ilakolako ka keitou a tauyavutaka mai e na gauna ni vakabulabula, ni lako siviti na veivesu ni mate ca levu na COVID-19.

Ia, na YV24, e sega wale ga ni yabaki ni rawaka vinaka, e mai yacovi talega kina na i ka 40 ni yabaki ni FHL. E na i ka 27 ni Jiune, 2024, e da mai marautaka kina

na 40 na yabaki mai na noda a tauyavu e na 1984, ka vakatubu marau kei na veiiilovi na isausau oqo. E gauna vinaka qo kivei keda me da raica lesu kina na noda itekitekivu, ka me da ilovi keda tale vakavinaka me baleta na rai ki liu. Sa cavuti kina na vakavinavinaka cecekie ki na Matabose Levu Vakaturaga e na vuku ni nodra raivotu, kei ira na noda veiliutaki e na gauna oya, ka da sa mai tauca tu nikua na vua ni nodra gugumatua.

Au gadreva meu vakavinavinakataka talega na nodratou cau na Turaga Talai

sa bale, Ratu Sir Kamisese Mara, e dua na duruvesi ni noda vanua lomani kei na FHL; na Liuliu ni Matabose Vakacegu, ko Lyle Cupit kei Laisenia Qarase, e na nodratou veiliutaki matau ena gauna ni itekitekivu ni kabani, kei Josevata Kamikamica, e na veidusimaki matau kei na nodra gugumatua. Na nodra cau yadudua na veituraga qo e na gauna oya, e mai yavutaki vinaka kina na noda veigauna ni mataka.

E mai kacivaka na FHL e \$2 na milioni, me Tubu Wasei Vakavudua kivei ira na

taukeni sea, me vakananumi kina na isausau bibi oqo. E sa ikau tiko ni yabaki ni ivakananumi oqo, na iVola iTukutuku ni Torocake, na Veigauna vinaka ni Rawaka ni Mataka”, ka tukunikataki kina na noda rawaka ni veigauna sa oti, kei na noda na gumatuataki tiko na sasaga ni tiko vinaka kei na kalawaci ni vei yalava vovou. E da na qai marautaka vata e na mua ni yabaki qo na isausau levu oqo ka me da vakananuma lesu na ilakolako balavu e da lakova vata mai.

Rawaka Vakailavo

Na YV24 vakairogoro e na rawaka vakailavo, maroroi na torocake ka tauyavutaki mai e na YV23. E vakila na Kabani Cokovata na torocake ni tubu rawati ni sebera na ivakacavacava, ka toso e na 11.0%, ka ivakaraitaki ni gugumatua ni cakacaka kei na kaukauwa vakaiyau ni noda lololo. E dina ni a sotava na bolebole na FTV e na kena tabana, ni totolo sara na veiveisau, ia au marau me’u vakaraitaka yani ni cau taucoko na noda veikabani e na rawaka vinaka vakailavo ni Kabani Cokovata. Me vaka ni keitou tinani kabani, na FHL e tudei tu ga e na kena vakasaqarai tiko ga na veiwalewale vovou ni bisinisi me vaqacacotaki vakavinaka na rawaka nei FTV ka me ratou na rawa ni veiqati vakavinaka e na makete ni veivoli.

E veivakurabuitaki sara na torocake ni iyau taukeni ni Kabani Cokovata e na 12.2%, ka tosoya vakavinaka na vakatubuilavo vakainaki ni noda veikabani taucoko, na veicakacaka levu, kei na kena tomani tiko na tara ni FHL Tower. E tukunikataka tu na cakacakalevu qo na noda vakasama ni raikiliu kei na kakavaki ni veisiga ni mataka. Mai vei keitou e na Kabani Cokovata, e rawati kina e dua na tubu vakaitamera, na tubu ni sebera na ivakacavacava, ka tubu talega e na 13.3% na iyau dei ni taukeni sea. Na lamata mai ni ilakolako qo e vukea sara vakalevu na vakatubuiyau e na iyau taukeni e na tabana ni taratara kei na tabana ni vakau itukutuku, muri tiko ga kina na raivotu rabailevu ni FHL. Kena ikuri, na tubu ni kaukauwa ni iyau dei e na noda veikabani taukeni kei na kabani taukeni vakatikina, e sa qai vakaqacacotaka sara ga vakaukauwa na nodratou itutu vakailavo.

E dodonu me da na kila tiko ni yacova na 30 ni Jiune 2024, na sau ni yau taukeni ni tauri na vaka sea yadua ni FHL e \$2.13, ka veisivi levu sara kei na \$1.00 ka

i sau ni sea tiko e na gauna oqo ena kena makete. E vakaraitaka qo ni veivolitaki tiko na noda sea e na isau lailai sara mai na kena isau donu, ka dua sara na ivakaraitaki levu kivei keda na taukeni sea e na gauna qo kei ira e ra na via mai taukeni sea talega mai muri. Na rawaka vakailavo kaukauwa qo e usutu levu tiko ni noda ituvatuva tudei ni torocake. E vakarautaka e dua na yavu kaukauwa me sa tosoya kina na vei yalava vovou ka vakarautaki kina vakavinaka kina na lololo me baleti kemuni na taukeni sea.

Na iTuvatuva Duavata ni Toso ki Liu

Ni da rai kilii, sa duavata na Matabose e Cake kei na Veiliutaki ni Kabani, me tuvani vakamatau sara e dua na ituvatuva ni tolu na yabaki mai qo. Na noda “iTuvatuva Matau ni 2024–2026, ka sa cavuti tiko me “Vavaci na Veika Vovou me Rawati kina na iNaki”, e vakaraitaki kina na igu ni veivakavou kei na veivakarabailevutaki. Na torocake, na Veika Vovou kei na Inaki e ratou sa na duruvesi tiko ni ilakolako qo.

Na rawaka vakaitamera ni yabaki oqo e mai veitosoyaka na noda ituvatuva ni Kabani Cokovata, ka vakadeitaka me ra na cakacakavata tiko na noda veikabani taukeni e na dua ga na raivotu. Na veisau oqo e vukea sara vakalevu na rawa vinaka ni cakacaka ka vukei keimami kina me keimami veitauriligataka na rawati ni inaki, ka me tosoi tiko ga na FHL ki na bula sautu.

Na ituvatuva qo e vakanamata tiko ki na lima na vanua bibi:

1. Vakatubuiyau me vakilai
2. Vakataudeitaka Noda Yavu
3. Veivanua ni Vakatubuiyau vou
4. Veivakatorocaketaki vaka Mona Livaliva
5. iTovo kei na ivakarau vaka Kabani

Vakatubuiyau me vakilai

E na uto ni inaki ni FHL, oya na kena vakayararataki na noda vakaitavi na iTaukei e na tabana vakabisinisi kei na kena toroi cake na rawaka ni noda bula raraba e na noda vei itikitiko. E na ruku ni ulutaga na “vakatubuiyau me vakilai”, keitou a sa sema veiwekani kina kei na rua na bisinisi e na yabaki qo:

- CBayview Enterprise Pte Limited, ka semati kina na veiwekani kei na

Raibeve Family Trust (Tokatoka) mai na Mataqali Nawavatu mai na koro o Kalabu, me tara e dua na vale taba rua ni vakaduri bisinisi mai Tacirua.

- Domaine Pte Limited, na sema veiwekani kei Mr Wah Sing Yee, ka raici kina edua na vanua ni vakaduri bisinisi ena 17 na eka ni qele taukeni vakadua, mai Naqara, Taveuni, me tekivu taki kina e dua na isotasota vou vakabisinisi mai na yanuyanu oqo.

Na rua na cakacakalevu qo e sa kena ivakaraitaki taumada ni neitou sasaga tiko, ka keitou na tomana tiko ga na kena dau vaqarai na vei bisibisi tale e ra tu, ka tautauvata kei FHL na kedra inaki, me da cakacakavata.

Vakataudeitaka na Noda Yavu

Ni sagai tiko na rawaka levu duadua e rawa ni rawati mai vei ira na noda vei kabani taukeni, e tudei tu na FHL e na sasaga ni rawaka vinaka e na veigauna mai muri. E na yabaki qo, e vica na ka e yaco ka mai vakavotukana kina na yalayala oqo :

- E mai dolava tale na RB Patel Group Limited e rua na volau vovou mai Savusavu kei Nadi ka rawa tiki ni qele talega me na qai vakatorocaketaki vakamalua me baleta na bisinisi.
- Na Merchant Finance Pte Limited e mai vakacavara rawa e dua na vakadidike ka rau a vakailavotaka vata kei na Matanitu o Viti me vukea na luluqa kei na dredre ni nodra vakailavotaki na itaukei ni yaubula kei na veibisinisi lalai (MSMEs), ka mai tauyavutaki kina e rua nodratou tabana vovou.
- Na South Sea Cruises Group e a qaravi kina na kena vakavinakataki na nodratou ilawalawa waqa kei na kena kunei e vica na veiwekani vakabisinisi yaga.
- Na Pacific Cement Pte Limited e qarava na kena vakavinakataki na vei leqa vakamisini e na yabaki qo me rawa ni valuti kina na ririko ni leqa vakamisini ka dau vakataotaka na cakacaka. Ia, me da na qai namaka tiko e vica na vakatulewa ni vakatubuiyau e na YV25.

- E sa toso vakavinaka sara tiko na tara ni tabavale na FHL Tower, ka nanumi tiko me sa na vakacavari e na YV25 ka sa vakadeitaki tale tiko ga ni sa na tawa e vica na tabavale.

Vakatorocaketaki ni Veika Vaka Mona Livaliva

E na gauna ni monalivaliva qo, e sa kidava rawa na FHL na bibi ni noda toso vata tiko kei na gauna. E na vuna gona qo, e sa mai digitaki kina e dua na Group Manager of Information Technology e na vula o Jiune 2024 me lai liutaka na noda ilakolako qo ni vakatorocaketaki ki na mona livaliva. Sa mua qo na ilakolako ki na viri kawakawa kei ira na kena dau e na tabana qo, me rawa ni da tu vaka vinaka tu me da na rawa ni sotava kina na veiveisau ni vuravura vaka monalivaliva kei ira na weka ni kabani.

Vakaqacotaki ni iTovo kei na iVakarau vaka Kabani

Na noda sasaga me rawati vaka vinaka na noda ituvatuva vou e na vakatautaki tiko e na kena maroroi na noda iTovo kei na iVakarau vaka Kabani. Oya na kena vakarautaki e dua na vanua ni cakacaka me rawa ni vakayaloqacotaki ira na ivakalesilesi, me ra kila ni ra sega ni vakawaleni tu ka me ra vakaukawataki talega. Keitou saga tiko me keitou vakarautaka e dua na vanua ni cakacaka

e sega walega ni vukei ira, e na liutaka sara ga na noda ilakolako vou qo. Na itovo kei na ivakarau ka teivaki vinaka tu me vakawakana e na uasivi me sa vatudei ni noda sasaga ni vuavuaivina.

Na Rai Ki Liu

Keitou sa nuidei tiko ni na rawa ni na torocake tiko ga na rawaka nei FHL ni da rai ki liu. Ia, keitou sa kila tiko na vei bolebole mai tautuba. E sa tiko na veibolebole e na noda vanua, ka dau vu mai e na draki ca, na veiveisau ni tamata cakacaka kei na veiveisau ni draki vakailavo.

Ia, e dina mada ga ni sa ra tiko na veika drakidrakita qo, keitou nuidei tiko ni na rawati vinaka na noda ituvatuva ni torocake. Keitou sa dau vaqara tiko ga na Matabose e Cake kei ratou na Veiliutaki na veigaunisala ni veivakailavotaki me rawa ni vukea na kena rawati na noda inaki ni vakatubuiyau. Keitou saga sara tiko vakaukauwa na viri kawakawa kei ira na weka ni kabani me da mai cakacaka vata, sema veiwekani kei na veisa e na vakatubuilavo me rawa ni vaqacotaki vinaka kina na ivola ni baqe ni Kabani Cokovata. Keitou vakabauta ni mataqali veiwekani vaka oqo me baleta na veika e tara tu na noda vanua, e na usutu levu ni noda na dau sasaga me tosoi ki liu na noda veivakatorocaketaki vakailavo kei na sautu ni noda Matanitu.

Na Vakavinavina kei na Vakamuduo

Me'u tinia, au sa cavuta na vakavinavina ceceka kivei kemuni taucoke na cau mai ki na ilakolako nei FHL. Na vakavinavina levu kivei kemuni na ivakalesilesi e na nomuni cakacaka vaka kaukauwa kei na nomuni yalodina. Sa cavuti talega na vakavinavina levu kivei kemuni na taukeni sea e na nomuni veivakabauti. Na vakavinavina levu talega kivei kemuni na neitou itokani vakabisini, na weka ni kabani kei kemuni na neitou dauvolivoli e na nomuni yalodina.

Ni da marautaka tiko na ivakananumi ni yabaki 40 ni noda kabani, e da marautaka tiko e na yalo e vakamolimoli kivei ira na noda veiliutaki e ra sa liu yani ni ra a yavutaki keda vinaka mai. Na noda rawaka vinaka e na yabaki qo e ivakaraitaki ga ni nomuni veitokoni vinaka kivei keitou. Ni da toso ki liu, au na via vakadeitaki kemuni ni na dei tiko ga na FHL e na sagai ni torocake, vakavure iyau kei na kena vakasaqarai tiko na iwalewale ni vakacici bisinisi dodonu me rawa ni maroroi tiko ga kina na noda veisiga ni mataka.

Vinaka Vakalevu



Rokoseru Nabalarua
Liuliu ni Matabose,
Fijian Holdings Limited

“

Keitou sa nuidei tiko ni na rawa ni na torocake tiko ga na rawaka nei FHL ni da rai ki liu. Ia, keitou sa kila tiko na vei bolebole mai tautuba. E sa tiko na veibolebole e na noda vanua, ka dau vu mai e na draki ca, na veiveisau ni tamata cakacaka kei na veiveisau ni draki vakailavo.

”





GROUP CHIEF EXECUTIVE OFFICER'S REPORT

TUKUTUKU NI LIULIU NI KABANI COKOVATA

“

We will continue to focus on optimising investments, addressing key issues within our subsidiaries, including cybersecurity, and ensuring our portfolio is resilient and forward-looking.

”

Dear Shareholders,

Celebrating 40 Years of Vision and Growth

Fijian Holdings Limited proudly celebrated its 40th anniversary this year. This milestone represents a passage of time and a testament to our enduring commitment to creating value and fostering growth for our shareholders.

Since our inception, FHL has remained true to its purpose – to accelerate the participation of iTaukeis in the commercial sector and in doing so enhance their socio-economic standing. From the share capital of \$30.5 million, FHL has paid back over \$143 million in dividends to its shareholders and have grown the value of their investments over 9 times. Whilst this is a financial achievement, we are relooking at ways to make more impact to our community. In line with our strategic direction, we have commenced our growth strategies in FY24 underpinned by the 5 thematic areas of investing for impact, future-proofing our core, exploring new investments, driving digital transformation, and nurturing our corporate culture.

Key Achievements of FY24

In FY24, we made significant strides, aligned with our strategic goals:

- Impact Investments:**
 We engaged in five joint venture arrangements in Kalabu, Veisari, Korovou, Savusavu, and Taveuni, reinforcing our commitment to driving community impact while fostering sustainable growth.
- Financial Innovation:**
 Merchant Finance Limited launched two innovative products, Marama Finance and Vanua

Finance, expanding our service offerings and enhancing our market reach.

- Retail Expansion:**
 RB Patel Group extended its footprint by opening two new supermarkets in Savusavu and Nadi and initiating land development projects, showcasing our adaptability and growth in the retail sector.
- Tourism and Transport:**
 South Sea Cruises upgraded its fleet and explored new opportunities in tourism, maintaining our leadership in this vital sector.
- Upgrading and Greening Plant:**
 At Pacific Cement, we focused on remediation works and explored options to optimise cement production processes, ensuring our continued competitiveness. We have committed to invest in a newer plant with more environmentally-friendly product.
- Digital Transformation:**
 We initiated digital transformation projects within MFL, FHL FML, and FHL itself, setting the stage for enhanced operational efficiency and customer experience.

Financial Performance

FY24 was a year of robust financial performance for the Group. We reported a consolidated net profit before tax of \$70.1 million, an 11.0% increase of \$6.9 million from the previous year. This growth highlights our ability to navigate complex industry dynamics and deliver strong financial outcomes. At the Holding Company level, the net

profit before tax surged 30.1% to \$16.9 million, a \$3.9 million increase driven by strategic investments and effective management.

In line with the increase in revenue, the cost of goods and staff costs also rose. This reflects our strategic recruitment of key staff and the impact of job evaluation exercises across several subsidiaries, an investment in our people to drive future growth. Additionally, our investments in associate companies continued their steady contribution to the Group's consolidated net profit before tax, with our share of their profits rising to \$5.7 million in FY24 compared to \$5.6 million in the previous year.

Key subsidiaries like SSC, RBG, and MFL were key contributors to the consolidated profit before tax.

Our financial position continues to strengthen, with net assets growing to \$362.8 million by the end of FY24, compared to \$323.3 million at the end of the previous financial year. The Holding Company's net assets rose to \$648.9 million, a significant increase of \$76.2 million. This growth was fuelled by our strategic focus on investing in subsidiaries, ongoing projects like the FHL Tower, and key capital expenditures across the Group. We actively reviewed and optimised our investment portfolio, resulting in acquisitions in prominent companies such as ATH International Venture Ltd and Port Denarau Marina Ltd.

To commemorate our 40th anniversary, we declared a special dividend of \$2.0 million, a token of appreciation for our shareholders' unwavering support.

Sectoral Performance Insights

The tourism industry continued to be

the highest contributor to the Group's performance, in line with economy. Despite anticipated slowdowns, the sector demonstrated resilience and growth potential, a testament to our strategic initiatives.

In the retail sector, RBG delivered a total profit of \$16.6 million. Despite challenges such as reduced consumer spending and increased competition, this success underscores the effectiveness of our retail strategies and our commitment to meeting customer needs.

The finance sector, led by MFL, showed stability and growth. MFL's focus on innovation and the introduction of new financial products has positioned it for continued success, and plans for further IT infrastructure investments to enhance future performance are in place.

The media and entertainment sector remains challenging. Fiji TV posted a loss of \$0.3 million, while Life Cinema recorded a small net profit before tax of \$0.2 million. We recognise the dynamic nature of this sector and the need for strategic agility. Our management is committed to exploring alternative strategies and opportunities to improve performance and unlock value.

Although the initial pipeline of investments was strong in the construction industry, we faced several challenges during the year, including high material costs, skill shortages, and lower infrastructure spending. Despite these obstacles, our subsidiaries recorded profits, with Basic Industries maintaining levels similar to last year.

However, Pacific Cement experienced a drop in numbers in the prior year due to lower price-controlled sales and the impact of aged production equipment. The future looks promising as we see a strong pipeline of infrastructure projects including investment in Higgins (Fiji) Pte Ltd. This joint venture with Fletcher Building and the Fiji National Provident Fund is expected to bring synergistic benefits and added value to the Group.

The property sector maintained steady performance in FY24, with FHL Properties recording a profit before tax of \$3.3 million, including a \$1.9 million favourable impact from the revaluation of several investment properties. Despite challenges like the ongoing vacancy of Ratu Sukuna House, we remain focused on maximising value from our property portfolio.

FHL Tower

The FHL Tower remains our most significant investment and a beacon of our future aspirations. Despite supply chain operations and logistics challenges, we have remained steadfast in our efforts to complete this landmark project while maintaining reasonable costs. As we work toward finalising the Tower by the end of 2024, securing tenancies has been a priority, and we are optimistic about its contribution to our future revenue streams.

Outlook and Strategic Focus

As we look ahead to FY25, we are mindful of global economic uncertainties, including potential slowdowns in

emerging markets, geopolitical tensions, and market volatility. Nevertheless, the strong performance in FY24 has positioned us well for the future. We will continue to focus on optimising investments, addressing key issues within our subsidiaries, including cybersecurity, and ensuring our portfolio is resilient and forward-looking.

Our recently refined three-year Strategic Plan provides a clear pathway for sustained success. We are committed to executing the key initiatives within this plan to enhance the Group's financial position and deliver continued value to our shareholders.

Appreciation

I extend my deepest gratitude to the Board for their strategic guidance and unwavering support, which has been instrumental in achieving our goals this year. To the management teams and employees across the Group, thank you for your dedication and the significant contributions you have made to drive our success.

To our shareholders and stakeholders, your trust and support have been invaluable as we navigate dynamic business conditions. As we continue our journey, we remain confident in our ability to achieve even greater success and expand into new frontiers, pursuing our purpose.

Vinaka vakalevu.



Jaoji Koroi
Group Chief Executive Officer

Kivei kemuni na Taukeni Sea,

Marautaki ni yabaki 40 na Yabaki ni Raivotu kei na Torocake

E marautaka tiko na Fijian Holdings Limited na i ka 40 ni yabaki ni nona tauyavu e na yabaki qo. Na isausau qo e vakaraitaka e dua na tabagauna ka tukunikataki kina na yalodina ni cakacaka ni vakavure iyau kei na sagai ni torocake ni rawaka kivei kemuni na taukeni Sea.

Mai na noda tauyavu, e tudei tu na FHL e nona inaki taumada – me

vakayararataki na noda vakaitavi ni kawa iTaukei e na tabana vakabisinisi, ka mai vakadeitaka kina na nona itutu e na tabana ni bula raraba.

Mai na isevu ni iyau taukeni tudei e \$30.5 na milioni, e sa sauma oti na FHL e sivia e \$143 na milioni e na tubu wasei kivei ira na taukeni sea, ka sa mai tubu kina vaka ciwa na nodra vakatubuilavo taumada. E dina ni rawaka vinaka vakailavo, ia keitou se dau vakaraica vinaka tiko ga na veigaunisala me rawa ni tarai vinaka kina na noda vei itikotiko.

Muria tiko ga na neitou ituvatuva vou ni Vakatubuilavo me Vakilai, na Vakatubuiyau me vakilai; vakataudeitaka na noda yavu vakasaqarai na veivanua ni vakatubuilavo vovou, liutaki na vakatorocaketaki ni veika vaka mona livaliva, kei na kena qaravi vakavinaka na noda itovo kei na ivakarau vaka Kabani.

Rawaka Lelevu ni YV24

E vica na cavuikalawa lelevu e a rawati e na YV24, ka muria tiko ga na noda ituvatuva vovou.

- Vakatubuilavo me Vakilai:**
 E lima na sasaga cokovata vakabisinisi e a qaravi mai Kalabu, Veisari, Korovou, Savusavu kei Taveuni, vakadeitaki kina na noda ituvatuva me da sirova na noda vei itikotiko, ia e maroroi tiko ga na ituvatuva ni torocake tudei.
- iTuvatuva vou Vakailavo:**
 E mai tavoca na Merchant Finance e rua na ivoli veivakauqeti vovou, na Marama Finance kei na Vanua Finance, ka vakarabailevutaki tiko kina na neitou veiqaravi me vakacegui vinaka kina na makete ni volivolitaki.
- Vakarabailevutaki ni Volivolitaki:**
 E tosoya tale na RB Patel na mawena ka mai dolava tale kina e rua na volau vou ni volivolitaki e Savusavu kei Nadi ka tekivucakacakataki e vica na tiki ni qele, vakaraitaka tiko ga na noda rawa ni vakamatautaki, kei na torocake e na tabana ni volivolitaki.
- Saravanua kei na Veivakaleleci:**
 Sa vakatoroicaketaka na South Sea Cruises na nona ilawalawa waqa ka vakadikeva yani eso na madigi vou e na tabana ni saravanua, ka vakadeitaka tiko na noda liu tiko e na tabana bibi oqo.
- Veivakavou kei na Misini ka sega ni vakacacana na veika bula:**
 E na Pacific Cement Limited, keitou a raica vakatabakidua na kena vakavinataki na misini kei na kena vaqarai na veigaunisala me vakatoroicaketaki kina na iwalewale ni buli sime, me vakadeitaki tiko ga kina na noda dau rawa ni veiqati tiko e na kena makete. Keitou tomana tiko ga na neitou na saga e dua na misini vou ka vakayagataka na ivoli e veiganiti kei na veika bula.
- Veisau ki na Monalivaliva:**
 Keitou sa tekivutaka na veiveisau ki na monalivaliva e na MFL, FHL Fund Management kei na FHL, ka vakarautaki kina na vatavata me vakatotolotaka na veiqaravi kei na nodra qaravi na dauvolivoli.

Keitou a kacivaka na itukutuku cokovata ni tubu rawati ni sebera na ivakacavacava e \$70.1 milioni, ka torocake e na \$6.9 milioni, o ya e 11.0% mai na rawaka ni yabaki sa oti. Na tubu qo e vakaraitaka ga na noda rawa ni veimoiyaki tiko e na gaunisala drakidrakita e na tabana qo ka da se rawa ni rawaka kaukauwa tiko ga. E na ivakatagedegede ni Tinani Kabani, na tubu rawati ni sebera na ivakacavacava e tubu sara ga e na 30.1% ki na \$16.9 milioni, ka taqa tale kina na tubu e \$3.9 milioni ka vu mai na ituvatuva vou kei na veiliutaki vinaka.

Me muria tiko ga na tubu ni ilavo ni veivoli, na isau ni iyaya kei na isau ni tamata cakacaka e a tubu talega. Qo e vakaraitaki ni veidigitaki ivakailesilesi vou e na veitabana bibi kei na kena dikevi na veiwekani ni cakacaka kei na kedra dui konitaraki e na loma ni kabani cokovata, e dua na itavi yaga keitou qarava kivei ira na neitou vakaailesilesi me ra rawa ni vukea na noda torocake e na veigauna sa tu mai liu. E kena ikuri, na neitou vakatubuiyau e na veikabani taukeni vakatikina e tomani tale na nodra cau tiko mai ki na rawaka cokovata ki na tubu rawati ni sebera na ivakacavacava, ka bau tubu cake vakalilai na noda ivotavota ni tubu dau rawati tiko mai vei ira ki na \$5.7 na milioni e na YV24 ni vakatauvatani kei na \$5.6 na milioni e na yabaki sa oti.

Na kabani lelevu me vaka na SSC Ltd, RBG, kei na MFL era dau cau kina rawaka cokovata ni tubu rawati ni sebera na ivakacavacava.

E kaukauwa cake tiko ga na noda itutu vakailavo, kei na isau ni iyaya taukeni e tubu ki na \$362.8 na milioni ni mai cava na YV24, ni vakatauvatani kei na \$323.3 na milioni e na mua ni yabaki sa oti. Na isau vakailavo ni tinani kabani e tubu ki na \$648.9 na milioni, e tubu vakaitamera sara mai \$76.2 na milioni. E bukana sara ga na tubu vakaitamera qo na kena sa muri tiko na ituvatuva vou ni vakatubuiyau ki na noda kabani cokovata, na tara ni FHL Tower kei na veicakacaka levu tale e so ka tara raraba sara tiko ga na Kabani Cokovata. Keitou taleva tale tiko vakadua na ivola ni vakatubuilavo cokovata, ka mai caka kina na volivoli vakatikina e na vica na veikabani ka okati kina na ATH International Venture Ltd, Port Denarau Marina Ltd kei na Higgins Holdings (Fiji) Pte Ltd.

Me ivakananumi ni yabaki 40 ni veiqaravi, keitou sa kacivaka kina e dua na tubu wasei vakavudua ka rauta ni \$2.0 na milioni, me vakavinavinaka kivei kemuni na taukeni sea ena nomuni veitokoni tudei.

Rawaka Vakatabana Yadudua

E tomana tale tiko na tabana ni saravanua me dau levu taudua tu nona cau ki na rawaka raraba ni Kabani Cokovata, ka salavata tiko kei na bula vakailavo. E dina ga ni a sotavi e so na ka e vakadridriwai, na tabana qo e vakasakiti tiko ga na rawaka kei na basika tale tiko ga e so na ivakaraitaki ni torocake, ka tukunikataki tiko ga kina na ituvatuva ni kabani cokovata.

E na tabana ni vollivoli, na RB Patel Group e rawata e \$16.6 na milioni me tubu rawati. E dina ni sotavi e vica na veibolebole me vaka na kena lutu ni ivakarau ni volivoli kei na tubu ni veiqati e na makete, ia e ilutua tu ni rawaka qo na neitou iwalewale ni volivolitaki kei na neitou dau segata tiko me dau sotavi tiko ga na gagadre ni dauvolivoli.

Na tabana ni ilavo, e liutaka tu na MFL, e vakaraitaka tu na tudei kei na tubu. Sa vakanamata tu qo na MFL ki na vei ivoli vovou ka ra sa moica tiko kina na ilakolako ni kabani me rawa ni rawati tiko ga kina na uasivi ka oka tale tiko ga kina na vakatoroicaketaki ki na monalivaliva me vaqacacotaka na rawaka ena veisiga ni mataka.

Na tabana ni vakau itukutuku kei na veivakamarautaki e vakadridriwai voli toka ga ki na Kabani Cokovata, ka rau dui kacivaka kina na Fiji TV na lusi e \$0.3 na milioni, kei na Life Cinema e dua na tubu lailai e \$0.2 na milioni ni sebera na iVakacavacava ni YV24. Keitou sa kila tiko na totolo ni toso e dau yaco e na tabana qo, kei na imoimoi ni cakacaka me na sotavi rawa kina. E ratou dau segata tiko ga na veiliutaki me na dau qarai tiko ga na vei walewale vou ni veiqaravi kei na yalava vovou me torocake kina na rawaka kei na keda yaga.

E kaukauwa sara na ituvatuva taumada ni vakatubuilavo e na tabana ni taravale, ia keitou a sotava e so na bolebole e na loma ni yabaki, okati kina na isau levu ni yaya ni taravale, na lailai ni imatai vakaivola kei na lutu sobu ni vakayagataki ilavo e na tabana qo. Ia, e dina ni sotavi na vei dredre qo, na

Rawaka Vakailavo

YV24 e yabaki ni qaqa e na rawaka vakailavo e na loma ni Kabani Cokovata.

noda vei kabani taukeni e ra rawa tubu vinaka ga, me vaka taki Basic Industries ni a rawata na tubu vata ga e rawata e na yabaki sa oti. Ia, na Pacific Cement e vakila na lutu ni rawaka me vaka ni a lutu na veivolitaki ni veiyaya ka ra lewai tu na kedra isau, kei na kena raici lesu na vei yaya tudei ni kabani ka ra sa makawa tu. Ia, veivakadeitaki sara tiko vakalevu vei keitou na neitou veisiga ni mataka ni keitou raica tiko na ituvatuva kaukauwa ni veicakacakalevu ka ra sa tuvani tiko e na gauna qo, kei na neitou vakatubuilavo e na Higgins (Fiji) Pte Ltd. Na sema veiwekani vakabisini qo kei na Fletcher Building kei na Fiji National Provident Fund e namaki me na kauta mai na veitokoni vaka kilaka vakacacacaka ka yaga vakalevu sara kina Kabani Cokovata.

E sega ni dua na veisau e na tabana ni Taukeni Tabavale e na YV24, na FHL Properties e kacivaka e \$3.3 na milioni me Tubu ni Sebera na iVakacavacava, ka veivuke kina ni a dikevi na isau ni Tubu ni Kaukauwa ni iYau Tudei e \$1.9 na milioni. E mai rawa tiko na matanivika qo, dina mada ga ni se lala tu ga na Ratu Sukuna House, ia keitou tudei tu ga e na kena segati tiko na rawaka levu duadua ka rawa ni vakalevutaki mai na tabana qo.

FHL Tower

E se vakatubuilavo levu duadua tiko ga e na gauna qo vei keitou na FHL Tower, ka sa na dau ivakatakilakila tu ni noda

tatadra ni veisiga ni mataka. E dina ni a mai tatao na yaco mai ni iyaya ni tara vale kei na veilakoyaki, keitou sa gumatuataka tiko ga na cakacaka me na rawa ni vakacavari na keda irogoro qo e na isau vinaka. Ni keitou cakacaka tiko me vakacavari na FHL Tower ena mua ni yabaki qo, e dua na ka bibi me na rawati na kena vakatawani, ka keitou sa vakanuinui tu ena kena veivuke ki na rawa ilavo ena veisiga ni mataka.

Raikiliu kei na iTuvatuva vou

Ni da vakanamata ki na YV25, keitou sa kila tiko na draki veilecayaki vakailavo e na noda vuravura, okati kina na toso berabera ni veimakete tubu vou kei na veimatanitu lalai, na veivaluvaluti vakamatanitu kei na kena dau veivukiyaki vakasauri na makete. Ia na rawaka kaukauwa ni YV24 e sa vakarautaki keitou vinaka sara ga me baleta na veigauna mai liu. Keitou sa na dau vuki taleva tiko ga na noda veivakatubuilavo, qaravi na veika e leqa e na noda kabani taukeni, wili kina na bai ni monalivaliva me vakadeitaki tiko ga kina na noda katonyau e tudei tu ka rawa ni bula balavu.

Na noda iTuvatuva vou ni tolu na yabaki mai qo e sa vakarautaka sara ga e dua na gaunisala matata ni kena rawati na uasivi. Keitou sa nuidei tiko ni na rawati vakavinaka na ituvatuva qo me na vaqacacotaka vinaka na rawaka ni kabani cokovata ka me na dau vakadewataki tiko ga na ivakayaga

vinaka kivei kemuni na taukeni sea.

Na Vakavinavinaka

Au na via cavuta na vakavinavinaka levu ki na Matabose e Cake e na veiliutaki matata kei na veitokoni vinaka, ka usutu vinaka sara ga ni kena rawati vakavinaka na neitou ituvatuva ni yabaki qo. Kivei kemuni na veitacini vakaveiliutaki kei kemuni na ivakailesilesi ena loma ni kabani cokovata, vinaka vakalevu na nomuni yalodina kei na vei itavi yadudua ka mai vukea na vakasakiti ni noda rawaka.

Kivei kemuni na itaukeni sea kei kemuni na weka ni kabani, na nomuni veivakabauti kei na veitokoni e sa bau yaga vakalevu sara ga vei keitou ni a sagai tiko na drakidrakita ni bula vakabisinisi. Ni da tomana tiko na noda ilakolako qo, keitou sa nuidei tiko ni da na rawata vakavinaka sara na noda ituvatuva se me na uasivi cake sara ka me da torova yani na veika vovou, me rawati kina na noda inaki.

Vinaka vakalevu


Jaoji Koroi
Liuliu ni Kabani Cokovata

“

Keitou sa na dau vuki taleva tiko ga na noda veivakatubuilavo, qaravi na veika e leqa e na noda kabani taukeni, wili kina na bai ni monalivaliva me vakadeitaki tiko ga kina na noda katonyau e tudei tu ka rawa ni bula balavu

”



CORPORATE GOVERNANCE STATEMENT

TUKUTUKU NI KENA CICIVAKI NI KABANI

“

Fijian Holdings Limited is committed to delivering best practices in corporate governance and transparency in reporting in accordance with the Listing Rules of the South Pacific Stock Exchange, Reserve Bank of Fiji's Corporate Governance Code for Capital Markets and the Fiji's Companies Act 2015.

”

Principle	Requirement	Compliance Status																																											
1. Establish clear responsibilities for board oversight.	Separation of duties: Clear separation of duties between Board and Senior Management.	<p>The FHL Board is responsible for the overall corporate governance of the Company.</p> <p>The Board has delegated to the Group Chief Executive Officer (GCEO) the responsibility of managing and overseeing the day-to-day operations of the Company. The GCEO is accountable to the Board for the effective performance of these responsibilities.</p>																																											
	Board Charter: Adopt a Board charter detailing functions and responsibilities of the Board.	A Board Charter is in place and outlines the responsibilities and functions of the Board in relation to the Company. The Charter is reviewed on an annual basis to ensure its relevance and effectiveness.																																											
2. Constitute an effective Board.	Board Composition: Balanced Board Composition with Executive and Non-Executive directors of which 1/3rd of total number of directors to be independent directors.	<p>FHL's Articles of Association specifies the number of Directors shall not be less than the number required by the Companies Act 2015 (currently three), nor more than nine (or such number within the range as the Board may determine from time to time).</p> <p>The Board currently, comprises of nine (9) Directors of which three (3) are Independent Directors. The Board met nine (9) times during the financial year ending 30th June 2024.</p> <table border="1"> <thead> <tr> <th rowspan="2">Directors</th> <th colspan="3">FY24 Board Meeting</th> </tr> <tr> <th>Held</th> <th>Required to Attend</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>Rokoseru Nabalarua</td> <td>9</td> <td>6</td> <td>6</td> </tr> <tr> <td>Sakiusa Raivoce</td> <td>9</td> <td>9</td> <td>9</td> </tr> <tr> <td>Litiana Loabuka</td> <td>9</td> <td>9</td> <td>8</td> </tr> <tr> <td>Ilimotama Cawi</td> <td>9</td> <td>9</td> <td>8</td> </tr> <tr> <td>Alifereti Kikau</td> <td>9</td> <td>9</td> <td>9</td> </tr> <tr> <td>Anthony Whitton</td> <td>9</td> <td>9</td> <td>9</td> </tr> <tr> <td>Kamal Haer</td> <td>9</td> <td>6</td> <td>3</td> </tr> <tr> <td>Semi Lotawa</td> <td>9</td> <td>6</td> <td>5</td> </tr> <tr> <td>Anare Jale</td> <td>9</td> <td>4</td> <td>4</td> </tr> </tbody> </table>	Directors	FY24 Board Meeting			Held	Required to Attend	Attended	Rokoseru Nabalarua	9	6	6	Sakiusa Raivoce	9	9	9	Litiana Loabuka	9	9	8	Ilimotama Cawi	9	9	8	Alifereti Kikau	9	9	9	Anthony Whitton	9	9	9	Kamal Haer	9	6	3	Semi Lotawa	9	6	5	Anare Jale	9	4	4
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Anare Jale	9	4	4																																										
Gender Diversity: Do you have a policy for promoting gender diversity at Board level and have you achieved your policy goals?	FHL continues to maintain gender diversity throughout the group. We believe that gender diversity increases corporate board effectiveness and that women on boards bring different perspectives, including more creative and innovative insights to the difficult issues facing today's business. We have achieved 24% female directors in the Group and 36% of FHL's employees are female.																																												

Principle	Requirement	Compliance Status
	Nomination Committee: Selection, approval, renewal and succession of Directors to be conducted by Nomination Committee in accordance with the Articles of Association of the Company, and Fit & Proper policy of Reserve Bank.	FHL has a Board Nomination & Remuneration Sub-Committee within the FHL Board. The role of the Sub-Committee is to assist the FHL Board in fulfilling its duties by providing independent and objective review, advice and assistance to the Board and the GCEO (as appropriate), on matters concerning Board nomination and remuneration within the FHL Group.
	Board Evaluation: Process of evaluation of performance of the Board, its committees and individual directors. Evaluation to be linked to key performance indicators of the listed entity	The Board Evaluation process and guidelines are in place. It ensures that individual directors and the Board as a whole perform the roles effectively to benefit the Company.
	Directors Training: Directors' training and induction procedure to be in place to allow new directors to participate fully and effectively.	Directors' training is in place and induction is carried out for each newly appointed Director to the Board. Workshops for Directors are also organised with external stakeholders.
	Board Sub-committees: Board must have sub-committees which must at a minimum include - <ul style="list-style-type: none"> • Audit Committee. • Risk Management Committee; and • Nomination Committee/ Recruitment Committee 	The Board has formally constituted four (4) Sub-Committees namely: <ol style="list-style-type: none"> 1. Board Nomination & Remuneration Sub-Committee. 2. People & Leadership Sub-Committee. 3. Audit & Risk Sub-Committee. 4. Investment & Strategy Sub-Committee.
3. Appointment of Chief Executive Officer/Managing Director.	Group Chief Executive Officer: To appoint a suitably qualified and competent Chief Executive Officer/ Managing Director.	The appointment of the GCEO is a role vested in the office of the Board of FHL. The Board of Directors exercise due diligence in the appointment of GCEO. The qualification and criteria of the GCEO is at the discretion of the People & Leadership Sub-Committee in consultation with the Board. The Board will make the final decision on the total remuneration package for the GCEO. The remuneration has been structured to reward corporate and individual performances.
4. Appointment of a Board and Company Secretary.	Company Secretary: Board to appoint a suitably qualified and competent Company Secretary, who is accountable to the Board, through Chair, for all compliance and governance issues.	The appointment of the Company Secretary is the prerogative of the Board. As a listed public entity, FHL has appointed a suitably qualified and competent Company Secretary.

Principle	Requirement	Compliance Status
5. Timely and balanced disclosure.	Annual Reports: Timely and accurate disclosures are made in Annual reports as per Rule 51 of Listing Rules.	Disclosures made as per SPX Listing Rules.
	Payment to Directors and Senior management: Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior management.	Disclosures made as per SPX Listing Rules.
	Continuous Disclosure: General disclosures or company announcements to be made in a timely manner. The disclosures should be factual without omitting material information and to be expressed in a clear and objective manner to shareholders.	FHL continues to make timely, accurate and full disclosures as per SPX Listing Rules.
6. Promote ethical and responsible decision-making.	Code of Conduct: To establish a minimum Code of Conduct of the listed entity applicable to directors, senior management and employees and conduct regular trainings on the same.	The Code of Conduct for Directors and Senior Management and employees is currently being reviewed. Internal trainings are conducted for all new Directors, Senior Management and employees.
7. Register of Interests.	Conflicts of Interest: Transactions with related parties resulting in conflict of interest are disclosed and a register is maintained for this purpose.	All conflicts of interest (including all Directors and members of the senior management team) are disclosed and formally recorded.
8. Respect the rights of shareholders.	Communication with shareholders: To design communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, or any other means of electronic communication.	FHL encourages and promotes effective communication with shareholders and effective participation at the Annual General Meeting (AGM). FHL frequently examines how best to take advantage of technology to enhance shareholders' communications and how to use General Meetings to enhance two-way communication. FHL maintains an up-to-date website to compliment the official release of information to the market. FHL also conducts a half-day training session for all shareholders on the day of the AGM. This training programme is conducted by internal and external experts on various business topics, including the performance of FHL subsidiaries and related investments.

Principle	Requirement	Compliance Status
	Website: To create and maintain a Website of the listed entity to communicate effectively with shareholders and other stakeholders. All matters of importance to be updated regularly on the Website.	FHL continues to maintain its website to complement market announcements released to the market for shareholder's benefit. The Website address is www.fijianholdings.com.fj.
	Grievance Redressal Mechanism: To establish a Grievance Redressal Mechanism for Shareholders to address shareholder's complaints and grievances.	A Policy is in place and sets out FHL Grievance Redressal mechanism with respect to ensuring that adequate steps are taken for expeditious redress of shareholders complaints or questions to FHL as per the applicable statutory and regulatory requirements
	Shareholders' Complaints: To provide the number of shareholders' complaints received and attended to during the year. Provide reasons if any complaint is unresolved or unattended.	No complaints were received from the Shareholders during the financial year.
	Corporate Sustainability: To adopt a business approach that creates long-term shareholder value by embracing opportunities, managing risks, maximising profits and minimising negative social, economic, and environmental impacts.	FHL adopts an integrated approach to corporate sustainability. The Group is committed to continuously improving its business practices to maximise positive and minimise negative social, environmental, and economic impacts. This enhances employee engagement and retention, supports corporate reputation, manage risk and protects the social license to operate.
9. Accountability and audit.	Internal Audit: To appoint an internal auditor or an alternative mechanism to achieve the objectives of risk management, control and governance.	FHL has an internal audit division with the Group Manager Audit leading the team and reports directly to the FHL Audit & Risk Sub-Committee. The Sub-Committee has overall responsibility to assist the Board through a systematic and disciplined approach with its responsibilities in the oversight and effective management of all risk management, audit, and compliance activities of the Company.
	External Audit: To appoint an external auditor who reports directly to the Board Audit Committee.	External auditors are appointed by the Shareholders at the AGM of the company, and they report to the Audit & Risk Sub-Committee.
	Rotation of External Auditor: To appoint the external auditor for a fixed term requiring senior partner of the audit firm to rotate once in every three or less financial years.	An external auditor is appointed annually during FHL's AGM.

Principle	Requirement	Compliance Status
	<p>Audit Committee: To establish an Audit Committee comprising of at least 3 members of which majority are independent and Chair is not Chair of the FHL Board.</p>	<p>The FHL Audit and Risk Sub-Committee comprises of 4 members of which 2 are independent members.</p>
10. Risk Management.	<p>Risk Management Policy: To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy to clearly define the roles and responsibilities of the Board, Audit committee, management and internal audit function.</p>	<p>Every member of FHL continuously manages risk which includes the identification of all potential risks. However, specific risk management responsibilities are allocated to the FHL management team to ensure the Risk Management Policy is effectively implement, maintained and monitored at all levels of the organization including:</p> <ul style="list-style-type: none"> • Board of Directors • Audit & Risk Sub-Committee • Group Chief Executive Officer • Group Chief Financial Officer • Group Manager Audit, Risk & Compliance • Executive Management • Employees & Contractors <p>Details of specific risk management responsibilities for these Directors, Officers and Committees nominated above. Effective implementation and application of risk management initiatives, systems and plans is the responsibility of all FHL employees. FHL employees are also obligated to communicate our Risk Management Policy and supporting systems to our stakeholders.</p>
	<p>Whistle Blower Policy: As part of risk management strategy, establish a Whistle Blower Policy by creating a mechanism of reporting concerns of unethical behaviour, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPX Rules or Companies Act.</p>	<p>A policy is in place to address unethical behaviour, actual dishonesty, fraudulent, corrupt or illegal behavior; accounting or internal control matters. The policy is reviewed and updated annually.</p>



BOARD OF DIRECTORS

LEWE NI MATABOSE



1 Rokoseru Nabalarua CHAIRMAN - Is currently the Chief Executive Officer of KOOKAI-Lyndhurst Group, Fiji. Mr. Nabalarua serves as the Chairman and Local Advisory Board Member of BSP Bank, Fiji, one of the largest financial institutions in the Pacific, and concurrently holds the position of Chairman and Director of Future Farms, a subsidiary of BSP Life.

In the energy sector, he serves as a Director at Pacific Energy Fiji Limited, a leading company in the supply and distribution of fuel and energy products, and as Chairman of Electricity Fiji Limited, the nation's primary electricity provider.

Mr. Nabalarua is deeply engaged in community development as a Trustee of the Katalyst Foundation, and he serves as Chairman and Director of Genesis Consulting & Management Pte Limited.

Mr. Nabalarua holds a Bachelor of Civil Engineering from the University of Auckland in New Zealand, providing him with a strong technical background that complements his executive leadership roles.

2 Colonel Sakiusa Raivoce MSD (Ret'd) DEPUTY CHAIRMAN - Is currently the Deputy Chairman of Fijian Holdings Limited and holds several prominent leadership positions, including Chairman of the Boards of South Sea Cruises Limited, FHL Properties Pte Limited, Life Cinema, the FHL People & Leadership Sub-Committee, and the FHL Board Nomination & Remuneration Sub-Committee.

A former Senior Military Officer, Colonel Raivoce has served in key roles within the Republic of Fiji Military Forces, including as a Staff Officer at Military Headquarters and as Military Assistant/ADC to the President of the Republic of Fiji at Government House.

He brings a wealth of experience in corporate governance, having served on numerous boards, and has successfully completed the Director Course from the Australian Institute of Company Directors. In addition, Colonel Raivoce is a Security Consultant, leveraging his extensive military background in his consultancy work.

3 Litiana Loabuka DIRECTOR (INDEPENDENT) - Is the former Chief Executive Officer of the Fiji Sports Council and holds a Degree in Economics and Management in Public Administration, as well as a Postgraduate Certificate in Human Resource Management and a Postgraduate Diploma in Business and Public Administration from the University of the South Pacific.

With over 13 years of executive management experience, Mrs. Loabuka is also a Member of the Australian Institute of Company Directors. She previously served as an Independent Director on the RB Patel Group Board and chaired its HR Sub-Committee. Currently, she is a Director of FHL Properties Pte. Limited and a board member of Fijian Holdings Limited.

4 Dr. Ilimotama Cawi DIRECTOR (INDEPENDENT) - Dr. Cawi is a highly qualified professional, holding certifications as a CPA and a Certified Forensic Accounting Specialist. He brings extensive experience from his roles as a Lecturer at the University of the South Pacific and Fiji National University, as well as his work in forensic accounting, including with the Fiji Police Force.

Currently, Dr. Cawi serves as a Director of Basic Industries Pte. Limited and is the Chairman of Pacific Cement Pte. Limited. He also plays a key role in governance and oversight as a member of the Audit and Risk Sub-Committees for FHL, BIL and PCL.

5 Ratu Alifereti Kikau DIRECTOR - Is currently the Head of Business - Public Sector at Kontiki Finance bringing extensive expertise in banking and finance, corporate governance, SME finance, risk analysis and management, business strategy, logistics planning, and portfolio management.

From 2003 to 2013, Mr. Kikau served as Manager Microfinance, Acting Branch Manager, and Senior Lender at BSP Bank, Fiji. He holds a Bachelor of Arts degree in Business Economics from the Fiji National University.

Mr. Kikau serves as a Director for FHL Properties Pte. Limited, and is also a member of the FHL People & Leadership Sub-Committee and is also a member of the FHL Board Nomination & Remuneration Sub-Committee.

6 Anthony Whitton DIRECTOR - Is a seasoned Corporate Executive with a bachelor's degree from the University of New South Wales, Sydney, Australia. He is the Managing Director of the family-owned Rosie Group of Companies, which includes Rosie Holidays and Ahura Resorts, operators of Likuliku Lagoon and Malolo Island Resort. With over 26 years of experience in the tourism industry, Mr. Whitton has developed a wealth of expertise through his work in Australia and the Pacific.

He is a member of the Australian Institute of Company Directors and has served on numerous boards, including Tourism Fiji and for nine years on the Board of the Reserve Bank of Fiji. Currently, he serves on the Advisory Board of Fiji Water, Higgins (Fiji) and holds positions on numerous charitable organizations as Chairman and Trustee of Cure Kids Fiji, Ahura Resorts Conservation Foundation, and the International School Nadi, as well as Trustee of the Koroipita Model Towns Charitable Trust.

In recognition of his distinguished service to Fiji and humanity, Mr. Whitton was awarded the Officer of the Order of Fiji by the President of Fiji in 2019. He was reappointed to the Board of Fijian Holdings Limited in 2022 and is Chair of the FHL Investment & Strategy Sub-Committee and a Director of Pacific Cement Pte. Limited.

7 Anare Jale DIRECTOR - Is currently the Chairman of Nulomadovu Holding Company Limited and has had an extensive career in public service, diplomacy, and corporate governance. A former Member of Parliament and retired senior civil servant, he served as Fiji's Ambassador to the United States and Mexico. He has held leadership roles such as Chairman of the Fiji National Provident Fund, Fijian National Training Council, and RKS Board of Governors. Additionally, he has been a Director for Yatu Lau Company Limited, the Asian Productivity Organisation, and the Fiji Medical School.

Mr. Jale holds a Diploma in Industrial Relations from the University of Wellington, New Zealand, and a Certificate in Industrial Relations and Human Resources Planning from Oxford University, UK.

8 Semi Lotawa DIRECTOR - Is the co-founder and Director of Operations at Rise Beyond the Reef, a position he has held since 2016. Prior to this, Mr. Lotawa served as the Chief Executive Officer of Callison Pacific Pine Chemicals and was also a Co-Founder of Serevi Rugby.

His extensive career includes roles as the former Director of the Environment Education Centre at the Seattle Parks Department, as well as Director of Rugby Nations LLC and Callison Inc, both based in Seattle, Washington.

Mr. Lotawa holds an associate degree from the School of Business at the University of Washington, USA. He currently serves as a Director for Ba Holdings Company Limited, the Fiji Pine Group of Companies, and Soqosoqo Vakamarama in Ba. He is also the Chairman of Basic Industries Limited. His diverse experience across various sectors underscores his capacity for driving both business success and community impact.

9 Kamal Haer DIRECTOR - Ms. Haer is a seasoned senior hotelier with extensive commercial and strategic leadership experience, having managed 20 IHG Hotels and Resorts across the South Pacific, Southeast Asia, and Japan. Her career highlights include serving as the former Head of Strategy Proposition Development for Fixed and Converged Portfolio at Telecom New Zealand, Head of Marketing, Sales, and Distribution for ANZ Pacific, and Head of Marketing & Product at Digicel Fiji.

Currently, she is the Chairperson of RB Patel, a subsidiary of Fijian Holdings Limited (FHL).

Ms. Haer holds a Bachelor of Arts Degree in Management from the University of the South Pacific and a Master of Business with Distinction from RMIT University in Melbourne, Australia. Her diverse background demonstrates her expertise in both corporate and hospitality sectors, as well as her ability to lead in dynamic and competitive environments.





FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

Financial Statements

for the year ended 30 June 2024

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FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Directors' report

In accordance with a resolution of the Board of Directors, the directors of Fijian Holdings Limited ("the Company") present their report together with the financial statements of the Company and the Fijian Holdings Limited Group ("the Group") being the Company, its controlled entities (see note 21 for investments in subsidiaries, individually referred to as "group entities") and associates for the year ended 30 June 2024.

1. Directors

The following were directors of the Company at any time during the financial year and up to the date of this report:

Rokoseru Nabalarua	- Appointed on 27/10/2023 and appointed as Chairman on 01/04/2024
Sakiusa Raivoce	- Chairman until 01/04/2024 and appointed as Deputy Chairman on 01/04/2024
Anthony Whitton	
Litiana Loabuka	
Ilimotama Cawi	
Alifereti Kikau	
Kamal Haer	- Appointed on 27/10/2023
Semi Lotawa	- Appointed on 27/10/2023
Anare Jale	- Appointed on 20/02/2024
Yogesh Karan	- Retired on 27/10/2023
Mereia Volavola	- Retired on 27/10/2023
Savendra Dayal	- Retired on 27/10/2023
Eseta Nadakuitavuki	- Retired on 27/10/2023

2. Principal activity

The principal activity of the Company is investment. The principal activities of the Group are the production and sale of cement, concrete and concrete products, investment and rental of property, fund management, stock broking, asset and loan financing and acceptance of term deposits, provision of sea transportation services and boat charters, cruise ship operations, commercial free to air broadcasting services, selling and servicing of radio transmitters, television and communications, retailing and wholesaling of general merchandise, and owners and administrators of properties.

3. Trading results

The profit after income tax of the Group attributable to the members of the Company was:

	2024	2023
	\$'000	\$'000
Profit attributable to equity holders of the Company	40,445	37,567
The profit after income tax of the Company was:		
Profit after tax	16,169	14,487

4. Dividends

The directors declared and paid a final dividend of \$Nil (2023: \$Nil) from the profits for the year ended 30 June 2024. The Company declared \$6.093 million (2023: \$4.023 million) in interim dividend and \$2.011m (2023: \$Nil) in special dividend during the year.

5. Bad and doubtful debts

The directors took reasonable steps before the Company's and the Group's financial statements were prepared to ascertain that all known bad debts were written off and adequate allowance was made for expected credit loss.

At the date of this report, the directors are not aware of any circumstances which would render the amount written off for bad debts, or the amount of the allowance for expected credit loss, inadequate to any substantial extent.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024**

Directors' report (continued)

6. Assets

The directors took reasonable steps before the Company's and the Group's financial statements were prepared to ascertain that the assets of the Company and the Group were shown in the accounting records at a value equal to or below the value that would be expected to be realised in the ordinary course of business.

At the date of this report, the directors are not aware of any circumstances which would render the values attributable to the assets in the financial statements misleading.

7. Significant events

In accordance with Income Tax (Rates of Tax and Levies) (Amendment) Regulations 2024, commencing from financial year ended 30 June 2024 (tax year 2024), all companies in the group including the Company are subject to corporate income tax at the rate of 25%. Accordingly, the previous corporate income tax rate of 10% for listed companies and 20% for unlisted companies increased to 25% from financial year ended 30 June 2024.

8. Related party transactions

In the opinion of the directors all related party transactions have been adequately recorded and disclosed in the financial statements of the Company and the group entities.

9. Other circumstances

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements which render any amounts stated in the financial statements misleading.

10. Unusual transactions

The results of the Company's and the Group's operations during the financial year have not, in the opinion of the directors, been substantially affected by any item, transaction or event of a material and unusual nature other than those disclosed in the financial statements.

11. Events subsequent to balance date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company and the Group, the results of those operations, or the state of affairs of the Company and the Group, in subsequent financial years, except for the following:

Subsequent to the end of the financial year, the Company completed a transaction to acquire a 25% shareholding in Higgins Holdings (Fiji) Pte Limited. The acquisition was finalized on 31 July 2024. The impact of this acquisition on the Group's financial position and results will be reflected in the financial statements for the period in which the transaction is reported, and further details will be provided in those statements.

12. Going concern

The directors consider that the Company and the Group will continue as a going concern. The directors believe that the basis of preparation of financial statements is appropriate and the Company and the Group will be able to continue its operations for at least 12 months from the date of signing this report.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

Directors' report (continued)

13. Directors' interests

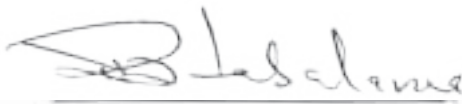
Interests of directors and any additions thereto during the year and up to the date of this report in the ordinary shares of the Company are as follows:

	Beneficially		Non-beneficially	
	Additions	Holding	Additions	Holding
Sakiusa Raroco	(100,739)	1,213,000	-	-
Rosewin Nabalarus	147	15,309	-	-

No director of the Company has, since the end of the previous financial year, received or become entitled to receive a benefit (other than a benefit included in the total amount of emoluments received or due and receivable by directors as shown in the financial statements) by reason of a contract made by the Company or related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

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

Dated this 12 day of September 2024.



Chairperson



Director

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

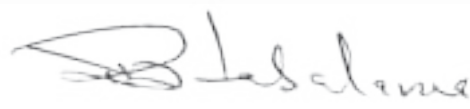
STATEMENT BY DIRECTORS'

In the opinion of the directors:

- (a) the accompanying statements of profit or loss and other comprehensive income of the Company and the Group is drawn up so as to give a true and fair view of the results of the Company and the Group for the year ended 30 June 2024;
- (b) the accompanying statements of financial position of the Company and the Group is drawn up so as to give a true and fair view of the state of the affairs of the Company and the Group as at 30 June 2024;
- (c) the accompanying statements of changes in equity of the Company and the Group is drawn up so as to give a true and fair view of the movement in shareholders' funds for the year ended 30 June 2024;
- (d) the accompanying statements of cash flows of the Company and the Group is drawn up so as to give a true and fair view of the cash flows of the Company and the Group for the year ended 30 June 2024;
- (e) at the date of this statement, there are reasonable grounds to believe that the Company and the group entities will be able to pay their debts as and when they become due and payable;
- (f) all related party transactions have been adequately recorded in the books of the Company and the group entities; and
- (g) the financial statements have been prepared in accordance with the Companies Act 2016.

For and on behalf of the Board of Directors by authority of a resolution of the Directors,

Dated this 12 day of September 2024.



Chairperson



Director



Independent Auditor's Report

To the shareholders of Fijian Holdings Limited

Report on the audits of the Financial Reports

Opinions

We have audited the consolidated **Financial Report** of Fijian Holdings Limited (the Group Financial Report). We have also audited the **Financial Report** of Fijian Holdings Limited (the Company Financial Report).

In our opinion, each of the accompanying Group Financial Report and Company Financial Report of Fijian Holdings Limited are in accordance with the *Companies Act 2015*, including:

- giving a true and fair view of the Group's and the Company's financial position as at 30 June 2024 and of its financial performance for the year ended on that date; and
- complying with *International Financial Reporting Standards*.

The respective **Financial Reports** of the Group and the Company comprise:

- Statements of financial position as at 30 June 2024;
- Statements of profit or loss and other comprehensive income, Statements of changes in equity, and Statements of cash flows for the year then ended; and
- Notes including a summary of material accounting policies.

The **Group** consists of Fijian Holdings Limited (the Company) and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinions

We conducted our audits in accordance with the *International Standards on Auditing*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audits of the Financial Reports* section of our report.

We are independent of the Group and Company in accordance with the ethical requirements of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), together with the *Companies Act 2015* and the ethical requirements that are relevant to our audits of the Financial Reports in Fiji. We have fulfilled our other ethical responsibilities in accordance with these requirements.

We confirm that we have remained independent as required by the Code throughout the period of our audits and to the date of this Auditor's Report.

Key Audit Matters

The Key Audit Matters we identified are:

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- Valuation of goodwill on consolidation of South Sea Cruises Pte Limited (the Group); and
- Valuation of unlisted securities (the Company).

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audits of the Financial Reports of the current period.

These matters were addressed in the context of our audits of each of the Financial Reports as a whole, and in forming our opinions thereon, and we do not provide separate opinions on these matters.

Valuation of goodwill on consolidation of South Sea Cruises Pte Limited (\$41m) – the Group	
Refer to Note 3.9, Note 3.10 and Note 19(b) to the Financial Report	
The key audit matter	How the matter was addressed in our audit
<p>A key audit matter for us was the Group’s annual testing of goodwill for impairment related to South Sea Cruises Pte Limited, given the size of the balance (being 5% of total assets). Certain conditions impacting the Group increased the judgement applied by us when evaluating the evidence available. We focussed on the significant forward-looking assumptions the Group applied in their value in use model, including:</p> <ul style="list-style-type: none"> • Forecast cash flows, growth rates and terminal growth rates – the Group has experienced significant growth as a result of record visitor arrivals to Fiji. <p>These conditions and the uncertainty of their continuation increase the possibility of goodwill being impaired, plus the risk of inaccurate forecasts or a significantly wider range of possible outcomes for us to consider. We focused on what the Group considers as its future business model when assessing the feasibility of the Group’s forecast cash flows.</p> <ul style="list-style-type: none"> • discount rate - this is complicated in nature and vary according to the conditions and environment the specific Cash Generating Unit (CGU) is subject to from time to time, together with the models approach to incorporating risks into the cash flows or discount rate. We involve our valuations specialists with the assessment. <p>The Group uses a complex model to perform their annual testing of goodwill for impairment. The model is largely manually developed, use adjusted historical performance, and a range of internal and external sources as inputs to the assumptions. Complex modelling, using forward-looking assumptions tend to be</p>	<p>Working with our valuation specialists, our procedures included:</p> <ul style="list-style-type: none"> • considering the appropriateness of the value in use method applied by the Group to perform the annual test of goodwill for impairment against the requirements of the accounting standards. • assessing the integrity of the value in use model used, including the accuracy of the underlying formulas applied. • comparing the forecast cash flows contained in the value in use model to Board approved forecasts. • assessing the accuracy of previous Group forecasts to inform our evaluation of forecasts incorporated in the model. • working with our valuation specialists we challenged the Group's significant forecast cash flow and growth assumptions in light of the expected continuation of strong growth in the tourism industry. We compared key events to the Board approved plan and strategy. We applied increased scepticism to forecasts in the areas where previous forecasts were not achieved. We compared forecast growth rates and terminal growth rates to published studies of industry trends and expectations, and considered differences for the Group's operations. We used our knowledge of the Group, their past performance, business and customers, and our industry experience. • checking the consistency of the growth rates to the Group's stated plan and strategy, past performance of the Group, and our experience regarding the feasibility of these in the industry and economic

<p>prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us, in particular to address the objectivity of sources used for assumptions, and their consistent application.</p> <p>We involved valuation specialists to supplement our senior audit team members in assessing this key audit matter.</p>	<p>environment in which they operate.</p> <ul style="list-style-type: none"> independently developing a discount rate range considered comparable using publicly available information for comparable entities, adjusted by risk factors specific to the Group and the industry it operates in. considering the sensitivity of the model by varying key assumptions, such as forecast growth rates, terminal growth rate and discount rate, within a reasonably possible range. We did this to identify those assumptions at higher risk of bias or inconsistency in application and to focus our further procedures. assessing the disclosures in the financial report using our understanding obtained from our testing and against the requirements of the accounting standards.
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Valuation of unlisted securities (\$633m) – the Company

Refer to Note 3.4 and Note 20 to the Financial Report

The key audit matter	How the matter was addressed in our audit
<p>Valuation of unlisted securities is a key audit matter due to:</p> <ul style="list-style-type: none"> the size of the balance, which represents 88% of the Company’s total assets; and the complexity of valuation models and techniques applied in estimating the fair value of the underlying investments held by the Company (investee company), particularly where the valuation of investee company were not observable in the market. This necessitated additional audit focus on the suitability and consistency with generally accepted valuation principles used by the Company, specifically the dividends capitalisation, market comparison and net tangible assets valuation techniques. <p>The Company uses fair value models for each of these valuation techniques and we focused on their key inputs and assumptions including:</p> <ul style="list-style-type: none"> capitalisation rates; recoverable amount of net tangible assets; 	<p>Working with our valuation specialists, our procedures included:</p> <ul style="list-style-type: none"> assessing the valuation techniques used by the Company against the requirements of the accounting standards. considering the sensitivity of the Company’s valuations by varying key assumptions, such as capitalisation rates, adjusted market multiples and forecasted earnings, within a reasonably possible range, to identify those assumptions at higher risk of bias or inconsistency in application and to focus our further procedures assessing the significant unobservable inputs in the Company’s investee company valuations of capitalization rates, adjusted market multiples, forecasted earnings and recoverable amount of net tangible assets as follows; <ul style="list-style-type: none"> comparing investee companies’ net tangible assets included in the Company’s net tangible assets valuations to the respective audited financial statements of the investee companies. comparing investee companies’

<ul style="list-style-type: none"> ○ forecasted earnings; and ○ adjusted market multiples. <p>The models used are largely manually developed, using internal sources as inputs to the assumptions. Complex modelling, particularly unobservable inputs, tend to be prone to greater risk for potential bias, error and inconsistent application. These conditions necessitate additional scrutiny by us.</p> <p>We focused on gathering evidence in respect to the valuation techniques used by the Company and the significant unobservable inputs used in the Company's valuation techniques.</p> <p>We involved valuation specialists to supplement our senior audit team members in assessing this key audit matter.</p>	<p>forecasted earnings included in the Company's market comparison valuations to the respective audited financial statements and Board approved forecasts of the investee companies.</p> <ul style="list-style-type: none"> ● assessing the accuracy of previous investee companies' forecasts to inform our evaluation of investee companies forecasted earnings incorporated in the Company's fair value models. ● comparing Price Earnings ratios/EBITDA multiples included in the Company's market comparison valuations technique to adjusted market multiples derived from quoted prices of companies comparable to the investee companies adjusted for the effect of control, size, country risk and the non-marketability of the equity securities. ● comparing trends of dividends received to profitability of investee companies over the last three years to inform our evaluation of the future maintainable dividends under the dividends capitalisation technique. ● comparing capitalisation rates included in the Company's dividends capitalisation technique to capitalisation rates derived from quoted prices of companies comparable to the investee companies adjusted for the effect of control, size, country risk and the non-marketability of the equity securities. ● determining the fair value of investee companies using market multiples and capitalisation rates independently developed by our valuations specialists and comparing it against the fair value determined by the Company. ● considering events occurring subsequent to the year end up until the date of this audit report and their impact to the Company's valuations and the results of our work. ● assessing the appropriateness of disclosures in the financial report in respect of unlisted securities against the requirements of the accounting standards.
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Other Information

Other Information is financial and non-financial information in Fijian Holdings Limited's annual report, directors report and South Pacific Stock Exchange listing requirements which is provided in addition to the Financial Reports and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the directors report and South Pacific Stock Exchange listing requirements. The 2024 Year in Review, FHL Investment Portfolio by Sector, FHL Investment Portfolio by Subsidiaries/ Associates, Financial Highlights, Chairman's Address, GCEO's Report, Corporate Governance Statement, Board of Directors, FHL Group Management, FHL Management Team, Governance: Sub-Committee Reports and Top 20 Shareholders are expected to be made available to us after the date of the Auditor's Report.

Our opinions on the Financial Reports do not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audits of the Financial Reports, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Reports or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information. When we read the annual report, if we conclude that there is a material misstatement therein of this Other Information, we are required to communicate that fact. Based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report in relation to the directors' report.

Responsibilities of the Directors for the Financial Reports

The Directors are responsible for:

- preparing Financial Reports that give a true and fair view in accordance with *International Financial Reporting Standards* and the *Companies Act 2015*;
- implementing necessary internal control to enable the preparation of Financial Reports that give a true and fair view and are free from material misstatement, whether due to fraud or error; and
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audits of the Financial Reports

Our objective is:

- to obtain reasonable assurance about whether each of the Financial Reports as a whole are free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinions.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *International Standards on Auditing* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken



on the basis of the Financial Reports.

As part of the audits in accordance with the *International Standards on Auditing*, we exercise professional judgement and maintain professional scepticism throughout the audits. We also:

- Identify and assess the risks of material misstatement of the Financial Reports, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group or Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group or Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Financial Reports or, if such disclosures are inadequate, to modify our opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Reports, including the disclosures, and whether the Financial Reports represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Group Financial Report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during the audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audits of the Financial Reports of the current period and are therefore the Key Audit Matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.



In our opinion:

- proper books of account have been kept by the Company, sufficient to enable financial statements to be prepared, so far as it appears from our examination of those books; and
- to the best of our knowledge and according to the information and explanations given to us the financial statements give the information required by the *Companies Act 2015*, in the manner so required.



KPMG

Sharvek Naidu
Partner

Suva, Fiji
12 September, 2024



Lead Auditor's Independence Declaration under Section 395 of the *Companies Act 2015*

To the Directors of Fijian Holdings Limited

I declare that, to the best of our knowledge and belief, in relation to the audit of Fijian Holdings Limited for the financial year ended 30 June 2024, there have been:

- i. no contraventions of the auditor independence requirements as set out in the *Companies Act 2015* in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.




Sharvek Naidu
Partner

Suva, Fiji
12 September, 2024

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FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	Group 2024 \$'000	2023 \$'000	Company 2024 \$'000	2023 \$'000
Revenue					
Operating revenue	35	361,578	343,537	20,754	17,107
Other income	6(a)	3,309	3,879	260	214
		<u>364,887</u>	<u>347,416</u>	<u>21,014</u>	<u>17,321</u>
Expenses					
Changes in inventories of finished goods and work in progress		(140,416)	(130,583)	-	-
Raw materials and consumables used		(35,699)	(41,144)	-	-
Direct operating expenses		(32,037)	(30,917)	-	-
Staff costs		(43,324)	(36,293)	(2,217)	(1,489)
Depreciation and amortisation	9,16,19	(14,611)	(12,690)	(256)	(313)
Impairment loss on property, plant and equipment and intangible assets	16,19	(930)	(1,065)	-	-
Impairment loss on loans, advances and receivables reversed/(recognised)	13,14	1,201	(329)	384	(846)
Impairment loss on equity accounted investments	23	-	(1,750)	-	-
Other operating expenses	6(b)	(31,575)	(31,739)	(1,919)	(1,167)
		<u>(297,391)</u>	<u>(286,510)</u>	<u>(4,008)</u>	<u>(3,815)</u>
Operating profit		<u>67,496</u>	<u>60,906</u>	<u>17,006</u>	<u>13,506</u>
Finance income - interest revenue		1,727	1,447	1,538	1,180
Finance costs - other		(4,775)	(4,753)	(1,608)	(1,669)
Net finance costs	7	<u>(3,048)</u>	<u>(3,306)</u>	<u>(70)</u>	<u>(489)</u>
Share of profit in associates, net of tax	23	5,692	5,615	-	-
Profit before income tax		<u>70,140</u>	<u>63,215</u>	<u>16,936</u>	<u>13,017</u>
Income tax (expense)/benefit	8(a)	(17,268)	(12,764)	(767)	1,470
Profit after tax		<u>52,872</u>	<u>50,451</u>	<u>16,169</u>	<u>14,487</u>
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Equity investments at FVOCI – net change in fair value		1,441	1,733	68,101	46,391
Total items that will not be reclassified to profit or loss		<u>1,441</u>	<u>1,733</u>	<u>68,101</u>	<u>46,391</u>
Other comprehensive income, net of tax		<u>1,441</u>	<u>1,733</u>	<u>68,101</u>	<u>46,391</u>
Total comprehensive income		<u>54,313</u>	<u>52,184</u>	<u>84,270</u>	<u>60,878</u>

The above statements of profit or loss and other comprehensive income are to be read in conjunction with the accompanying notes.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	Group 2024 \$'000	2023 \$'000
Profit attributable to:			
Equity holders of the Company		40,445	37,567
Non-controlling interest	22	<u>12,427</u>	<u>12,884</u>
		<u>52,872</u>	<u>50,451</u>
Total comprehensive income attributable to:			
Equity holders of the Company		41,886	39,300
Non-controlling interest	22	<u>12,427</u>	<u>12,884</u>
		<u>54,313</u>	<u>52,184</u>
Basic and diluted earnings per share	31	<u>0.13</u>	<u>0.12</u>

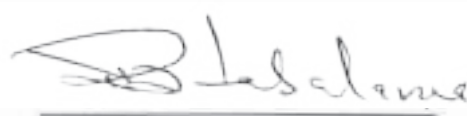
The above statements of profit or loss and other comprehensive income are to be read in conjunction with the accompanying notes.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2024

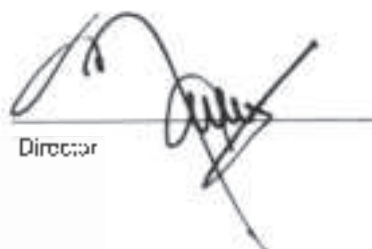
	Notes	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
ASSETS					
Cash and cash equivalents	11(a)	32,253	24,643	5,119	1,571
Debt securities	12	9,688	14,475	-	-
Inventories	15	41,197	39,926	-	-
Equity securities	20(b)	39,751	26,820	568,800	557,606
Investments in associates	23	60,058	43,663	-	-
Trade and other receivables	13	31,673	27,544	39,064	58,426
Loans and advances	14	151,374	130,359	-	-
Investment properties	18	152,320	170,038	-	-
Assets held for sale		7,110	-	-	-
Property, plant and equipment	16(a)	143,530	140,430	180	221
Intangible assets	19	58,728	59,063	-	-
Right of use assets	9	14,067	14,552	445	631
Other assets	17	10,233	7,079	0	37
Deferred tax assets	3(c)	0,127	9,464	1,368	1,751
Total assets		763,175	852,111	715,381	620,253
LIABILITIES					
Payables and provisions	24	53,307	45,754	604	573
Contract liabilities		7,721	7,954	-	-
Current tax liability	8(b)	4,850	1,800	348	(121)
Dividends payable	26	5,801	4,905	2,011	-
Employee entitlements	25	2,576	2,152	344	234
Lease liabilities	9	16,936	15,029	487	617
Borrowings	27	285,255	228,632	62,173	46,165
Deferred tax liabilities	3(c)	23,652	22,528	-	-
Total liabilities		400,389	328,814	66,467	47,515
Net assets		362,787	523,297	648,914	572,738
SHAREHOLDERS' EQUITY					
Share capital	28	30,160	30,465	30,465	30,465
Reserves	29	33,214	31,773	421,660	156,534
Retained earnings		259,112	206,771	193,794	185,719
Attributable to members of the Company		302,731	260,009	643,214	572,748
Non-controlling interest	22	59,896	54,288	-	-
Total shareholders' equity		362,787	320,797	648,914	572,743

These financial statements have been approved in accordance with a resolution of the Board of Directors.

For and on behalf of the Board:



Chairperson



Director

The above statements of financial position are to be read in conjunction with the accompanying notes.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Cash flows from operating activities:					
Cash receipts from customers		339,480	326,182	278	199
Cash paid to suppliers and employees		(279,124)	(277,288)	(3,884)	(2,655)
Cash generated from/(used in) operating activities		60,356	48,894	(3,606)	(2,456)
Dividends received		4,206	3,569	19,928	19,766
Management fees received		-	-	2,160	1,517
Management fees paid		(4,354)	(3,606)	-	-
Net customer loans disbursed		(20,177)	(4,853)	-	-
Net increase/(decrease) in deposits		10,402	(8,794)	-	-
Interest received		24,949	23,228	1,677	165
Interest paid		(7,401)	(9,150)	(1,608)	(1,695)
Income taxes paid	8(b)	(9,675)	(2,256)	(215)	(132)
Net cash from operating activities		58,306	47,032	18,336	17,165
Cash flows from investing activities:					
Acquisition of property, plant and equipment		(20,295)	(13,861)	(44)	(39)
Acquisition of investment properties		(33,233)	(23,702)	-	-
Proceeds from/(payment for) shareholder advance		-	397	(501)	300
Investment in equity securities		(32,260)	-	(30,726)	-
Proceeds from disposal of equity securities		884	75	884	-
Proceeds from disposal of debt securities		280	400	-	-
Proceeds from sale of investment property		-	341	-	-
Proceeds from disposal of property, plant and equipment		122	7,674	-	-
Acquisition of intangible assets		(90)	(44)	-	-
Net cash (used in)/from investing activities		(84,592)	(28,720)	(30,387)	261
Cash flows from financing activities:					
Dividends paid to the Company's shareholders		(6,093)	(4,023)	(6,093)	(4,023)
Payment for debt securities, net		6,748	5,150	-	-
Dividends paid to non-controlling interest		(7,771)	(4,957)	-	-
Payment for lease liabilities	27	(3,326)	(2,784)	(130)	(122)
Loan from/(to) related party		-	-	1,000	(15,000)
Repayment of related party loan		(152)	(6,497)	-	(6,150)
Repayment of loans by related party		196	-	5,514	-
Net movement in loans	27	41,456	(6,293)	15,308	6,797
Net cash from/(used in) financing activities		31,058	(19,404)	15,599	(18,498)
Net change in cash and cash equivalents		4,772	(1,092)	3,548	(1,072)
Cash and cash equivalents at beginning of year		19,234	20,327	1,571	2,643
Effect of exchange rate changes on cash held		-	(1)	-	-
Cash and cash equivalents at end of year	11(a)	24,006	19,234	5,119	1,571

The above statements of cash flows are to be read in conjunction with the accompanying notes.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2024**

Attributable to owners of the Company

Group	Share Capital \$'000	Other Reserves¹ \$'000	Retained Earnings \$'000	Total \$'000	Non-controlling Interests \$'000	Total Equity \$'000
Balance at 1 July 2022	30,465	30,040	173,227	233,732	46,544	280,276
Total comprehensive income						
Profit	-	-	37,567	37,567	12,884	50,451
Other comprehensive income	-	1,733	-	1,733	-	1,733
Total comprehensive income						
Transactions with owners of the Company						
Contributions and distributions						
Dividends paid to owners of the Company	-	-	(4,023)	(4,023)	(5,140)	(9,163)
Total contributions and distributions						
Total transactions with owners of the Company						
Balance at 30 June 2023	30,465	31,773	206,771	269,009	54,288	323,297
Balance at 1 July 2023	30,465	31,773	206,771	269,009	54,288	323,297
Total comprehensive income						
Profit	-	-	40,445	40,445	12,427	52,872
Other comprehensive income	-	1,441	-	1,441	-	1,441
Total comprehensive income						
Transactions with owners of the Company						
Contributions and distributions						
Dividends paid to owners of the Company	-	-	(8,104)	(8,104)	(6,719)	(14,823)
Total contributions and distributions						
Total transactions with owners of the Company						
Balance at 30 June 2024	30,465	33,214	239,112	302,791	59,996	362,787

(1) See note 29.

The above statements of changes in equity are to be read in conjunction with the accompanying notes.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2024**

Company	Share Capital \$'000	Other Reserves¹ \$'000	Retained Earnings \$'000	Total \$'000
Balance at 1 July 2022	30,465	310,173	175,255	515,893
Total comprehensive income				
Profit	-	-	14,487	14,487
Other comprehensive income	-	46,391	-	46,391
Total comprehensive income				
Total comprehensive income				
Transactions with owners of the Company				
Contributions and distributions				
Dividends paid to owners of the Company	-	-	(4,023)	(4,023)
Total contributions and distributions				
Total contributions and distributions				
Total transactions with owners of the Company				
Total transactions with owners of the Company				
Balance at 30 June 2023	30,465	356,564	185,719	572,748
Balance at 1 July 2023	30,465	356,564	185,719	572,748
Total comprehensive income				
Profit	-	-	16,169	16,169
Other comprehensive income	-	68,101	-	68,101
Total comprehensive income				
Total comprehensive income				
Transactions with owners of the Company				
Contributions and distributions				
Dividends paid to owners of the Company	-	-	(8,104)	(8,104)
Total contributions and distributions				
Total contributions and distributions				
Total transactions with owners of the Company				
Total transactions with owners of the Company				
Balance at 30 June 2024	30,465	424,665	193,784	648,914

(1) See note 29.

The above statements of changes in equity are to be read in conjunction with the accompanying notes.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

1. EQUITY SECURITIES

Equity securities are valued in accordance with Note 3.4 of the financial statements.

	Company		
	2024	2023	Movement
	\$'000	\$'000	\$'000
(a) Listed/ quoted securities			
- Fijian Holdings Unit Trust	9,094	8,154	940
- Port Denarau Marina Limited	24,750	-	24,750
- Flour Mills of Fiji Limited	2,312	2,442	(130)
	36,156	10,596	25,560
(b) Unlisted securities			
Shares in subsidiary companies			
- Basic Industries Pte Limited ¹	17,329	18,288	(959)
- FHL Retailing Pte Limited ²	234,183	241,360	(7,177)
RB Patel Group Limited*			
- FHL Stockbrokers Pte Limited ³	828	736	92
- Pacific Cement Pte Limited ¹	10,406	12,066	(1,660)
- FHL Fund Management Pte Limited ¹	3,524	4,845	(1,321)
- FHL Properties Pte Limited ³	69,573	52,899	16,674
- Merchant Finance Pte Limited ¹	49,630	40,806	8,824
- South Sea Cruises Pte Limited ¹	163,400	101,499	61,901
Blue Lagoon Cruises Holding Pte Limited*			
Blue Lagoon Cruises Pte Limited*			
- FHL Media Pte Limited ²	39,858	39,229	629
Fiji Television Limited*			
Life Cinema Pte Limited*			
- Serendib Investment Pte Limited	-	-	-
	588,731	511,728	77,003
Shares in other companies			
- Goodman Fielder International (Fiji) Pte Limited ⁴	1,684	1,838	(154)
- Asian Paints (South Pacific) Pte Limited ⁴	2,498	2,720	(222)
- Marsh Pte Limited ⁴	4,646	5,580	(934)
- Newworld Pte Limited ⁴	10,945	10,930	15
- Golden Manufacturers Pte Limited ⁴	12,939	11,694	1,245
- Pernix Fiji Pte Limited	-	2,520	(2,520)
- ATH International Venture Pte Limited ⁵	11,256	-	11,256
- Ritam Investment Pte Limited	-	-	-
	43,968	35,282	8,686
Total investments	668,855	557,606	111,249

* The results of these subsidiaries have been consolidated in the carrying value of FHL Retailing Pte Limited, South Sea Cruises Pte Limited and FHL Media Pte Limited respectively

¹ Fair value is based on the future maintainable earnings approach. Movement in fair value is due to an increase or decrease in future maintainable earnings which is based on forecasted results for the respective entities.

² These entities primarily hold investments in listed equity securities. Fair value is based on the net tangible asset approach with investments in listed equity securities being measured at fair value based on the quoted share price at reporting date.

³ Fair value is based on the net tangible asset approach. For FHL Properties Pte Limited the fair value primarily represents the value of the underlying investment properties which was independently valued at year end.

⁴ Fair value is based on the future maintainable dividends approach. Movement in fair value is due to an increased volatility in capital markets.

⁵ Fair value is based on recent acquisition price.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

2. General information

Fijian Holdings Limited (“the Company”) is incorporated and domiciled in Fiji and its registered office and principal place of business is located at 7th Floor, Ra Marama House, 91 Gordon Street, Suva, Fiji.

The consolidated financial statements of the Company as at and for the year ended 30 June 2024 comprise the Company and its subsidiaries (together referred to as “the Group” and individually as “group entities”) and the group’s interest in associates. The Company and its subsidiaries are incorporated and domiciled in Fiji and Papua New Guinea.

The principal activity of the Company is investment. The principal activities of the Group are the production and sale of cement, concrete and concrete products, investment and rental of property, fund management, stock broking, asset and loan financing and acceptance of term deposits, provision of sea transportation services and boat charters, cruise ship operations, commercial free to air television broadcasting services, selling and servicing of radio, television and communications, retailing and wholesaling of general merchandise, and owners and administrators of properties. The Company is listed on the South Pacific Stock Exchange.

These financial statements were authorised for issue by the Board of Directors on 12 September 2024.

2.1. Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the International Accounting Standards Board and the requirements of Companies Act 2015.

2.2 Basis of accounting

These financial statements have been prepared under the historical cost basis, except for the following items, which are measured on an alternative basis at each reporting date.

Items	Measurement bases
Equity securities	Fair value
Investment properties	Fair value
Island properties	Fair value

Standards, amendments and interpretations issued but not yet effective

A number of new and amended standards are effective for annual periods beginning after 1 July 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these financial statements. The following new and amended standards and interpretations are not expected to have a significant impact on the Group’s consolidated financial statements.

- Non-current Liabilities with Covenants – Amendments to IAS 1 and Classification of Liabilities as Current or Non-current – Amendments to IAS 1
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7
- Lack of Exchangeability – Amendments to IAS 21

Material accounting policy information

The Group adopted *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)* from 1 July 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments requires the disclosure of ‘material’, rather than ‘significant’, accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements. Management reviewed the accounting policies and determined that no updates to the information disclosed in Note 3 *Summary of material accounting policies (2023: Summary of significant accounting policies)* was required.

2.3 Use of estimates and judgments

The preparation of the financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

- Note 3.4 – determining the fair value of equity securities
- Note 3.4.6 – measurement of ECL allowance for loans, advances and receivables □
- Note 3.6 – determining the fair value of investment properties
- Note 3.10 – impairment test of non-financial assets
- Note 3.13 – recognition of deferred tax assets
- Note 3.18 – recognition and measurement of provisions

2.4 Functional and presentation currency

Items included in the financial statements of each of the group entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The financial statements are presented in Fiji Dollars, which is the Group’s functional and presentation currency.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

2. General information (continued)

2.5 Change in income tax rate

In accordance with Income Tax (Rates of Tax and Levies) (Amendment) Regulations 2024, commencing from financial year ended 30 June 2024 (tax year 2024), all companies in the group including the Company are subject to corporate income tax at the rate of 25%. Accordingly, the previous corporate income tax rate of 10% for listed companies and 20% for unlisted companies has increased to 25% from financial year ended 30 June 2024.

3. Summary of Material Accounting Policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

3.1 Principles of consolidation

i. Business combinations

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group (see 3.1(ii)). In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see 3.10). Any gain on a bargain purchase is recognised in the profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market based measure of the replacement awards compared with the market based measure of the acquiree's awards and the extent to which the replacement awards relate to pre combination service.

ii. Subsidiaries

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

iii. Non-controlling interest

The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree at the date of acquisition. Changes in the Groups interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iv. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

v. Transactions eliminated on consolidation

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses on these transactions are also eliminated. Unrealised gains on transactions between the group and its associates are eliminated to the extent of the group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.1 Principles of consolidation (continued)

vi. Interests in equity accounted investees

Associates are those entities over which the Group has significant influence but not control over the financial and operating policies. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost which includes transaction costs.

The Group's share of its associates' post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in reserves is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Dilution gains and losses arising on investments in associates are recognised in profit or loss.

3.2 Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisitions, are translated to the functional currency at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Fijian dollars at exchange rates at the dates of the transactions. Foreign currency differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity. If the foreign operation is a non-wholly-owned subsidiary, then the relevant proportion of the translation difference is allocated to the NCI.

When a foreign operation is disposed of in its entirety or partially, such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to the foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes only part of an associate or joint venture while retaining significant influence or joint control the relevant proportion of the cumulative amount is reclassified to profit or loss.

3.3 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date. For the purposes of the statement of cash flows, cash and cash equivalents comprise cash on hand, deposits held at call with banks and bank overdrafts. Bank overdrafts are included within borrowings in liabilities on the statement of financial position.

3.4 Financial instruments

3.4.1 Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company and the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

3.4.2 Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company and the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.4 Financial instruments (continued)

3.4.2 Classification and subsequent measurement (continued)

Financial assets (continued)

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company and the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment by investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company and the Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company and the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company and the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.4 Financial instruments (continued)

3.4.2 Classification and subsequent measurement (continued)

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest (continued)

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company and the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company and the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Company and the Group's claim to cash flows from specified assets (e.g. non recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

3.4.3 Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company and the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company and the Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.4 Financial instruments (continued)

3.4.3 Derecognition (continued)

Financial liabilities

The Company and the Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company and the Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non cash assets transferred or liabilities assumed) is recognised in profit or loss.

3.4.4 Modifications of financial assets

If the terms of a financial asset are modified, the Company and the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised (see (3.4.3)) and a new financial asset is recognised at fair value.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company and the Group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss. If such a modification is carried out because of financial difficulties of the borrower (see (3.4.6)), then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income (see (3.22)).

3.4.5 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company and the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.4.6 Impairment

Financial instruments

The Company and the Group recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, contract assets and loan commitments issued.

No impairment loss is recognised on equity investments.

The Company and the Group measures loss allowances at an amount equal to lifetime ECL, except for the following, which are measured as 12 month ECL:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company and the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company and the Group's historical experience and informed credit assessment and including forward looking information.

The Company and the Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company and the Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company and the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.4 Financial instruments (continued)

3.4.6 Impairment (continued)

The Company and the Group considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'. The Company and the Group considers this to be Baa3 or higher per rating agency Moody's or BBB or higher per rating agency Standards & Poor's.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12 month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company and the Group is exposed to credit risk.

Measurement of ECLs

ECLs are a probability weighted estimate of credit losses. They are measured as follows:

- *financial assets that are not credit-impaired at the reporting date*: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company and the Group expects to receive);
- *financial assets that are credit-impaired at the reporting date*: as the difference between the gross carrying amount and the present value of estimated future cash flows; and
- *undrawn loan commitments*: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn down and the cash flows that the Company and the Group expects to receive.

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company and the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company and the Group on terms that the Company and the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:

- *financial assets measured at amortised cost*: as a deduction from the gross carrying amount of the assets;
- *loan commitments*: generally, as a provision;
- *where a financial instrument includes both a drawn and an undrawn component, and the Company and the Group cannot identify the ECL on the loan commitment component separately from those on the drawn component*: the Group presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision; and
- *debt instruments measured at FVOCI*: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company and the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company and the Group's procedures for recovery of amounts due.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.5 Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses except for island properties which are shown at fair value.

Freehold land is shown at cost and improvements are shown at cost less accumulated depreciation. Island properties are shown at fair value based on valuations by external independent valuers. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

The value of property, plant and equipment recognised as a result of a business combination is the estimated amount for which a property could be exchanged on the date of acquisition between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably.

Subsequent to initial recognition, increases in the carrying amount arising on revaluation of island properties are credited to other comprehensive income and recorded as revaluation reserve in shareholders' equity. Decreases that off-set previous increases of the same asset are charged against other comprehensive income and revaluation reserves in equity, all other decreases are charged as an expense in profit or loss.

Gains and losses on disposal of property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer note 3.10).

(ii) Subsequent expenditure

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately, including major improvements, renovations and overhaul expenditure, is capitalised. Other subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the item of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed in profit or loss during the financial period in which they are incurred.

(iii) Depreciation and amortisation

Freehold land and island properties are not depreciated. Leasehold properties, plant and equipment and other assets are depreciated and amortised on the straight line basis over their estimated useful lives, using the following depreciation rates:

	<u>Rate</u>
Leasehold land and improvements	Term of lease
Buildings	1.25% - 10%
Plant and equipment:	
- machinery, furniture & fittings and office equipment	2.50% - 40%
- motor vehicles	15% - 33%
- vessels	3% - 33%
Software	20%

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted as appropriate.

(iv) Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified accordingly. Any gain arising on this remeasurement is recognised in profit or loss to the extent that it reverses a previous impairment loss on a specific property, with any remaining gain recognised in OCI and presented in the revaluation reserve. Any loss is recognised in profit or loss. However, to the extent that an amount is included in the revaluation surplus for that property, the loss is recognised in other comprehensive income and reduces the revaluation surplus within equity.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.6 Investment properties

Investment property is initially measured at cost and subsequently at fair value with any change therein recognised in profit or loss. Rental income from investment property is accounted for as described in accounting policy 3.16.

Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss. When investment property that was previously classified as property, plant and equipment is sold, any related amount included in the revaluation reserve (see note 3.5(iv)) is transferred to retained earnings.

3.7 Assets held for sale and discontinued operations

Non-current assets (or disposal groups comprising assets and liabilities) are classified as held-for-sale if it is highly probable that their value will be recovered primarily through sale rather than through continuing use. Assets classified as held for sale are stated at the lower of their carrying amount and fair value less costs to sell and are no longer amortised or depreciated.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as discontinued operations, the statement of profit or loss and other comprehensive income is re-presented as if the operations had been discontinued from the start of the comparative year.

3.8 Inventories

Inventories are stated at lower of cost and net realisable value. The cost of raw materials, stores and supplies includes all costs of acquisition, calculated on the first-in-first-out or weighted average cost basis. Finished goods and work in process are valued at actual cost of conversion, including a proportion of fixed and variable factory overheads, or standard cost, including an appropriate share of production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses. Inventory obsolescence is considered as part of determining the net realisable value, based on reviews of inventories.

3.9 Intangible assets

(a) *Goodwill*

Goodwill represents the excess of the cost of an acquisition over the fair value of the group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

The gain or loss on disposal of an entity includes the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

(b) *Management rights*

Management rights represent the initial cost paid in acquiring the rights and interest in the Management Agreement between RB Patel Group Limited (a subsidiary of FHL Retailing Pte Limited) and RB Patel & Co., a New Zealand partnership. Management rights is carried at cost less accumulated amortisation (based on the contract period of the management right) and impairment losses. Amortisation is charged on a straight line basis over the period of the management agreement.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.10 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non financial assets (other than investment property, inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.11 Trade and other creditors

Trade and other creditors are stated at amortised cost. These amounts represent liabilities for goods and services provided to the Company and the Group prior to the end of the financial year and which are unpaid.

3.12 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

3.13 Current and deferred income tax

Income tax comprises of current tax and deferred tax. It is recognised in profit or loss unless it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date in the respective countries, where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.13 Current and deferred income tax (continued)

Deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill.

3.14 Employee entitlements

Liabilities for annual leave are recognised in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

A liability for long service leave is recognised as the present value of estimated future cash outflows to be made in respect of services provided by employees up to the reporting date. The estimated future cash outflows are discounted using interest rates on government bonds which have terms to maturity that match, as closely as possible, the estimated future cash outflows. Factors which affect the estimated cash outflows, such as expected future salary increases, experience of employee departures and period of service, are incorporated in the measurement.

Obligations for contributions to defined contribution pension plans are recognised as an expense in profit or loss when they are incurred.

3.15 Leases

At inception of a contract, the Company and the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company and the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company and the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company and the Group has the right to direct the use of the asset. The Company and the Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company and the Group has the right to direct the use of the asset if either:
 - the Company and the Group has the right to operate the asset; or
 - the Company and the Group designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company and the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

(i) As a lessee

The Company and the Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company and the Group's incremental borrowing rate. Generally, the Company and the Group uses its incremental borrowing rate as the discount rate.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.15 Leases (continued)

(i) As a lessee (continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- the exercise price under a purchase option that the Company and the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Company and the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company and the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company and the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company and the Group presents right-of-use assets and lease liabilities as separate line items in the statement of financial position (see note 9).

Short-term leases and leases of low-value assets

The Company and the Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of space that have a lease term of 12 months or less and leases of low-value assets. The Company and the Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) As a lessor

When the Company and the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company and the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company and the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Company and the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Company and the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company and the Group applies IFRS 15 to allocate the consideration in the contract. The Company and the Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

3.16 Revenue recognition

a. Material accounting policy

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company and the Group recognises revenue when it transfers control over a product or service to a customer.

No information is provided about remaining performance obligations at year end that have an original expected duration of one year or less or where the Group recognises revenue based on the amount it has a right to invoice, as allowed by IFRS 15. The Group recognises the incremental costs of obtaining contracts as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is one year or less, as allowed by IFRS 15.

b. Nature of goods and services

The following is a description of the principal activities – separated by reportable segments – from which the Company and the Group generates its revenue. For more detailed information about reportable segments, see Note 35.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.16 Revenue recognition (continued)

b. Nature of goods and services (continued)

i. Construction

a) Sale of goods and services

The construction segment of the Group manufactures and sells cement, ready-mix concrete, concrete blocks, pavers, aggregates, concrete pipes, beams, power poles, other pre-stressed concrete products, tile adhesives and services as customs clearing agents. The segment recognises revenue when the customer takes possession of the good, when the goods leave the factory premises having been shipped to the customer or when the customer receives the service. Invoices are generated at that point in time. Invoices are usually payable within 30 days. For customers that prepay, the amount received is recognised as contract liability and revenue is recognised as the segment satisfies its respective performance obligation for the product or service. There is no significant financing component in respect of contract liabilities.

b) Construction services

The construction segment includes the design and building of ready-made homes. The segment enters into individual contracts with each of its customers. Construction of a dwelling is deemed to represent a single performance obligation to the customer, which is a performance obligation satisfied over time. The performance obligation is satisfied progressively over the construction period, with performance being measured by reference to regular engineer's reports (which represents an output method for measuring progress). The customer controls the asset as it is being created and the segment's service is being performed. Depiction of the transfer or the control of the goods or service to the customer is recognised using the output method. Invoices are issued according to contractual terms and are usually payable within 30 days. Uninvoiced amounts are presented as contract assets.

ii. Property

The property segment of the Group generates revenue from rental of investment properties and recognises rental income in accordance with note 3.15(ii).

iii. Finance

The finance segment of the Group generates interest from loans and advances to customers and recognises interest income in accordance with note 3.22.

iv. Tourism

The tourism segment of the Group principally generates revenue from providing island resort connections in the Mamanucas and Yasawas, island day cruises, holiday packaging in the Yasawa Islands, cruises to the Yasawa Islands, vessel hires and charters, and sale of food and beverage items. Customers typically prepay and the amount received is recognised as contract liability and revenue is recognised as the segment satisfies the respective performance obligation for the product or service. There is no significant financing component in respect of contract liabilities.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.16 Revenue recognition (continued)

b. Nature of goods and services (continued)

iv. Tourism (continued)

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Island resort connections in the Mamanucas and Yasawas	An island resort connection involves transferring a customer from Port Denarau Marina to an island resort or vice versa or within island resorts on board the vessels. The transfer can be a one way transfer or a return transfer. The Group recognises revenue over time as the service of the transfer is provided.
Island day cruises	The Group provides half and full day adventures to various island resorts which are owned and managed by third parties and also to islands which are owned and managed by the Group. An island day cruise package to an island resort includes boat transfers, utilisation of facilities at the island resorts and meals. The package is accounted for as a single performance obligation, as the Group provides a significant service of integrating the various services into a combined output. Revenue from island day cruises is recognised over time as the service is provided.
Holiday packaging in the Yasawa Islands	The Group provides holiday packages to its guests which includes Island Resort accommodations which are owned and managed by third parties and return transfers to the Island Resorts in the Yasawa Islands. The package is accounted for as a single performance obligation, as the Group provides a significant service of integrating the various services into a combined output. Revenue from holiday packages in the Yasawas is recognised when the guest departs for the package which is the point when the Group has satisfied its performance obligations. Under this arrangement the Group has been assessed to be the principal.
Cruise to the Yasawa Islands	This is a cruise on board the vessel, Fiji Princess. There are three types of cruise offered based on the number of nights being 3 nights, 4 nights and 7 nights' cruise in the Yasawa Islands. Revenue from cruise is recognised over time when the cruise night has elapsed.
Vessel hires and charters	The Group provides its vessels for hires and charters where revenue is based on a fixed rate per trip made. Revenue is recognised when the service has been rendered.
Sale of food and beverage items	Sale of food and beverage items occurs on board the vessels and on the islands which the Group manages and owns. Revenue is recognised at the point of sale.

v. Media

The media segment of the Group generates revenue from the operation of commercial free to air broadcasting services and the selling and servicing of radio, television and communications products and multiplex cinemas. Revenue is recognised based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Sale of communication equipment	The Group supplies communication equipment to customers. The equipment to be supplied together with the quantity, prices and payment terms are governed by a contract and are not subject to change during the duration of the contract. The Group purchases communication equipment when ordered by the customer and delivers the equipment to the customer as and when they arrive. The contract states the specific price for each piece of equipment ordered and there is a breakdown of the amount for each equipment. Revenue is recognised as and when the equipment gets delivered to the customer.
Advertising	Advertising is based on the purchase orders received from the customers. Advertising slots have various prices based on the length and timing of the advertisement. The advertising schedule is agreed with the customer and entered into the system. Invoices are raised at month end and only includes the revenue for the advertisements that were aired during the month. Invoices are usually payable within 30 days.
Sponsorship	Sponsorship is based on purchase orders received from the customers. The value of the purchase order is divided by the number of sponsored program episodes to determine the amount of revenue per episode. Invoice is raised at month end and only includes the revenue for the number of sponsored episodes that were aired during the month. Invoices are usually payable within 30 days.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.16 Revenue recognition (continued)

b. Nature of goods and services (continued)

vi. Retail

The retail segment of the Group generates revenue from the retailing and wholesaling of general merchandise. Revenue is recognised at a point in time when possession of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. However, for export sales, control might also be transferred when delivered either to the port of departure or port of arrival, depending on the specific terms of the contract with a customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question.

vii. Investment

The investment segment of the Group generates revenue from equity investments in the form of dividends and management fees. Dividend income is recognised in accordance with note 3.4. Management fees is recognised over time as services are rendered to group entities.

3.17 Dividend distribution

Provision is made for the amount of any dividend declared, determined or publicly recommended by the directors on or before the end of the financial year but not distributed at balance date. Dividends are subject to the provisions of the Fiji Income Tax Act and Income Tax (Dividend) Regulations 2001.

3.18 Provisions

Provisions are recognised when the Company and the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

3.19 Basic and diluted earnings per share

Basic and diluted earnings per share is determined by dividing profit after income tax attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the financial year. If the number of ordinary shares outstanding increases as a result of a capitalisation, bonus issue or share split, or decreases as a result of a reverse share split, the calculation of basic and diluted earnings per share for all periods presented is adjusted retrospectively.

3.20 Rounding

All amounts have been rounded to the nearest thousand dollars except where otherwise noted.

3.21 Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

3.22 Finance income and finance costs

The Company and the Group's finance income and finance costs include:

- interest income;
- interest expense;
- the foreign currency gain or loss on financial assets and financial liabilities; and
- Impairment losses (and reversals) on investments in debt securities carried at amortised cost.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

3. Summary of Material Accounting Policies (continued)

3.22 Finance income and finance costs (continued)

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. However, for financial assets that have become credit impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income reverts to the gross basis.

3.23 Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company and the Group has access at that date. The fair value of a liability reflects its non performance risk. A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non financial assets and liabilities.

When one is available, the Company and the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company and the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. If an asset or a liability measured at fair value has a bid price and an ask price, then the Company and the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company and the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

3.24 Contract liabilities

Contract liabilities arise where a customer has paid an amount of consideration prior to the Group performing by transferring the related good or service to the customer. Generally, the contract liability balance at the beginning of the period will be recognised as revenue during the year. The yearend contract liability balance represents advanced consideration received from customers. Revenue is recognised once the related service has been provided or possession of the goods has transferred to the customer.

4. Asset held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held-for-sale and subsequent gains and losses on remeasurement are recognised in profit or loss. Once classified as held for sale, property, plant and equipment are no longer depreciated.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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5. FINANCIAL RISK MANAGEMENT

5.1 Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company and the Group's risk management framework. The Board has established the Audit and Risk Sub-Committee, which is responsible for developing and monitoring the Company and the Group's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Company and the Group's risk management policies are established to identify and analyse the risks faced by the Company and the Group, to set appropriate risk limits and control, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company and the Group's activities. The Company and the Group, through its training and management standards and procedures, aim to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Risk management is also carried out by Group Audit, Risk and Compliance department. The GARC monitors compliance with the Group's risk management policies and framework in relation to risks faced by each company in the Group. The GM ARC who is also part of the Audit and Risk Sub-Committee, is responsible for monitoring compliance with Group risk management policies and procedures and for reviewing the risk management framework in relation to the risks faced by the Group. The Group Management team is assisted in these functions by an Internal Audit function (established by an outsourced internal audit team for one of the Group's subsidiaries; Merchant Finance Pte Limited) which undertakes both regular and ad-hoc reviews of management controls and procedures, the results of which are reported directly to the Audit and Risk Sub-Committee of the Board.

(a) 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 Company and the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to control market risk exposures within acceptable parameters while optimising the return on risk.

Unfavourable changes to duty and tax regulations may expose the Company and the Group to a decline in revenue. To minimise this risk, the Company and the Group implements appropriate strategies to ensure that products and prices remain attractive. The Company and the Group operates predominantly in Fiji, and changes to governments and the policies they implement affect the economic situation and ultimately the revenues of the Company and the Group. To address this, the Company and the Group reviews its pricing and product range regularly and tries to respond appropriately to these changes. Other developments such as international travel restrictions resulting from the COVID-19 pandemic may also expose the Group to reduced revenue. To address this, the Company and the Group monitors developments and responds quickly to fluid developments.

(i) Foreign exchange risk

The Company and the Group undertakes certain transactions denominated in foreign currencies hence exposures to exchange rate fluctuations arise. Exchange rate exposures are closely managed within approved policy parameters. Major foreign exchange transactions relate to importation of goods and services with settlement based on spot rates. Foreign currency risk arises from recognised assets and liabilities that are denominated in a currency that is not the Group's functional currency (refer notes 2.4 and 3.21).

The Group procures goods, assets, raw materials and supplies from principal suppliers based predominantly in New Zealand, Australia and Japan. As a measure, prompt settlement of liabilities (and assets if necessary) is exercised by management to minimise the exposure to foreign exchange losses. As an additional measure, the Group negotiates competitive rates with its bankers to minimise losses and maximise gains when foreign exchange receipts and payments become due. The Group's exposure to foreign exchange risk is not material.

(ii) Price risk

The Group is exposed to equity securities price risk because of investments held by the Company and the Group and classified on the statements of financial position as FVOCI. To manage its price risk arising from investment in equity securities, the Company and the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group. The Group's equity investments in other entities that are publicly traded are quoted on the South Pacific Stock Exchange.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(a) *Market Risk (continued)*

(ii) Price risk (continued)

Sensitivity analysis

The table below sets out the effect on equity of a reasonably possible increase in the individual equity market prices of listed equities of 5% at 30 June 2024 and 2023. The estimates are made on an individual investment basis. The analysis assumes that all other variables, in particular interest and foreign currency rates, remain constant.

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Impact on equity	1,086	933	15,404	14,559

An equal change in the opposite direction would have decreased equity by the same amount.

(iii) Interest rate risk

The principal risk to which investments and lending portfolios are exposed, is the risk of loss from fluctuations in future cash flows or fair values of financial instruments because of a change in market interest rates. Interest rate risk is managed principally through monitoring interest rate gaps and by having pre-approved limits for re-priced bonds.

In one of the Group's subsidiaries; Merchant Finance Pte Limited (MFL), the management of interest rate risk against interest rate gap limits is supplemented by management's regular monitoring of the sensitivity of MFL financial assets and liabilities to various standard interest scenarios and market offerings.

Interest rate risk is managed through: 1) investments; 2) loan pricing; and 3) deposit pricing. MFL tries to maintain an interest spread that it believes is sufficient to cater for the risk it is taking and is above the cost of its funds and is sufficient to cover operating costs. Interest spread is monitored monthly and is submitted to the Reserve Bank of Fiji (RBF) for monitoring purposes.

The carrying amounts of the Company and Group's interest bearing financial instruments are set out below:

Financial instrument	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Financial assets				
Deposits with financial institutions	8,888	13,670	-	-
Government securities	800	800	-	-
Cash and cash equivalents	32,253	24,643	5,119	1,571
Loans and advances	161,057	145,372	23,110	44,245
	202,998	184,485	28,229	45,816
Financial liabilities				
Bank overdraft	8,247	5,409	-	-
Bank loans	158,212	114,667	61,471	46,165
Fixed term deposits and short term borrowings (unsecured)	118,747	108,556	1,002	-
	285,206	228,632	62,473	46,165

At the reporting date the profile of the Company and the Group's variable interest bearing financial instruments was as follows:

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Bank overdraft	8,247	5,409	-	-
Bank loans	158,212	114,667	61,471	46,165
	166,459	120,076	61,471	46,165

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(a) *Market Risk (continued)*

(iii) Interest rate risk (continued)

Sensitivity analysis

A 100 basis points (bp) increase in interest rates at the reporting date would have decreased equity and the profit or loss by amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2023.

	Group		Company	
	Equity	Profit or loss before tax	Equity	Profit or loss before tax
	\$'000	\$'000	\$'000	\$'000
30 June 2024				
Variable rate instruments	1,665	1,665	615	615
30 June 2023				
Variable rate instruments	1,201	1,201	462	462

There are no uncertainties related to interest rate cash flows during the period of borrowing for those financial instruments which are at fixed interest. The interest rate for financial instruments at fixed interest ranges from 0.40% to 7.25% (2023: 1.55% to 7.25%)

(b) *Credit risk*

Credit risk is the risk of financial loss to the Company and the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company and the Group'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 is regularly monitored. Sales to retail customers are settled in cash or using major credit cards.

The carrying amounts of financial assets represent the maximum credit exposure.

Impairment losses on financial assets recognised in profit or loss were as follows.

	Group	
	2024	2023
	\$'000	\$'000
Impairment loss on loans, advances and receivables (reversed)/recognised	(1,201)	329

Expected credit loss assessment for trade receivables

The Group uses an allowance matrix to measure the ECLs of trade receivables from individual customers, which comprise a large number of small balances.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write off.

The following table provides information about the exposure to credit risk and ECLs for trade receivables excluding other receivables from individual customers as at 30 June 2023 and 2024:

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) *Credit risk (continued)*

Expected credit loss assessment for trade receivables (continued)

	Gross carrying amount \$'000	Loss allowance \$'000	Credit impaired
30 June 2024			
Current (not past due)	9,926	(143)	No
1 – 30 days past due	4,234	(119)	No
31 – 60 days past due	800	(53)	No
61 – 90 days past due	253	(37)	No
Over 90 days past due	963	(146)	Yes
Debts individually assessed	4,444	(2,560)	Yes
	<u>20,620</u>	<u>(3,058)</u>	
30 June 2023			
Current (not past due)	6,567	(121)	No
1 – 30 days past due	3,505	(121)	No
31 – 60 days past due	826	(60)	No
61 – 90 days past due	872	(135)	No
Over 90 days past due	1,926	(400)	Yes
Debts individually assessed	3,786	(2,636)	Yes
	<u>17,482</u>	<u>(3,473)</u>	

Loss rates are based on actual credit loss experience over the past two years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. Scalar factors are either based on actual and forecast GDP or inflation rates.

Movements in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables during the year is disclosed in note 13.

Cash and cash equivalents

The Group held cash and cash equivalents of \$32.253 million at 30 June 2024 (2023: \$24.643 million). The Company held cash and cash equivalents of \$5.119 million at 30 June 2024 (2023: \$1.571 million). The cash and cash equivalents are held with banks, which are rated B- to AA-, based on Standards and Poor's (S&P) ratings.

Impairment on cash and cash equivalents has been measured on the 12 month expected loss basis and reflects the short maturities of the exposures. The Company and the Group uses a similar approach for assessment of ECLs for cash and cash equivalents to those used for debt securities.

The Company and the Group did not recognise an impairment allowance against cash and cash equivalents as at 30 June 2024 (2023: nil).

Debt investment securities

The Group held debt investment securities of \$9,688,000 at 30 June 2024 (2023: \$14,470,000). The debt investment securities are held with banks, credit institutions and the Fiji Government. Debt investment securities held with banks and the Fiji Government are rated B- to AA-, based on S&P ratings. In relation to debt investment securities held with credit institutions the Group monitors changes in credit risk by reviewing available press and regulatory information.

Impairment on debt investment securities held with banks and credit institutions has been measured on the 12 month expected loss basis and reflects the short maturities of the exposures. Impairment on debt investment securities held with the Fiji Government has been measured on the 12 month expected loss basis.

The Group did not recognise an impairment allowance against debt investment securities as at 30 June 2024 (2023: nil).

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below:

Details relating to loans and advances for Merchant Finance Pte Limited ("MFL") are set out below:

Amounts arising from ECL

Inputs, assumptions and techniques used for estimating impairment.

See accounting policy in Note 3.4.6.

Significant increase in credit risk

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, MFL considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on MFL's historical experience and expert credit assessment and including forward-looking information.

The objective of the assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing:

- the remaining lifetime probability of default (PD) as at the reporting date; with
- the remaining lifetime PD for this point in time that was estimated at the time of initial recognition of the exposure (adjusted where relevant for changes in prepayment expectations).

Credit risk grades

MFL allocates each exposure to a credit risk grade based on certain data that is determined to be predictive of the risk of default and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default. These factors vary depending on the nature of the exposure and the type of borrower.

Credit risk grades are defined and calibrated such that the risk of default occurring increases exponentially as the credit risk deteriorates so, for example, the difference in risk of default between credit risk grades standard and special mention is smaller than the difference between credit risk grades special mention, substandard, doubtful and loss.

Customer accounts are graded internally and all existing customers are categorised as excellent, good, satisfactory or limited. Further the individual accounts/customer groups are classified as Standard, Special Mention, Sub Standard, Doubtful and Loss for credit risk management purposes. All loans and advances are secured by collateral.

Each exposure is allocated to a credit risk grade at initial recognition based on available information about the borrower. Exposures are subject to ongoing monitoring, which may result in an exposure being moved to a different credit risk grade. The monitoring typically involves use of the following data.

- Information obtained during periodic review of customer files – e.g. audited financial statements, management accounts, budgets and projections. Examples of areas of particular focus are: gross profit margins, financial leverage ratios, debt service coverage and compliance with covenants;
- Payment record – this includes overdue status as well as a range of variables about payment ratios;
- Utilisation of the granted limit;
- Requests for and granting of forbearance; and
- Existing and forecast changes in business, financial and economic conditions.

Generating the term structure of PD

Credit risk grades are a primary input into the determination of the term structure of PD for exposures. MFL collects performance and default information about its credit risk exposures analysed by type of product and borrower as well as by credit risk grading.

MFL employs statistical models to analyse the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Generating the term structure of PD (continued)

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors as well as in-depth analysis of the impact of certain other factors (e.g. forbearance experience) on the risk of default. For all exposures, the key macro-economic indicator used is GDP growth, based on publications by the Reserve Bank of Fiji.

Determining whether credit risk has increased significantly

The criteria for determining whether credit risk has increased significantly vary by portfolio and include quantitative changes in PDs and qualitative factors, including a backstop based on delinquency.

The credit risk of a particular exposure is deemed to have increased significantly since initial recognition if, based on MFL's quantitative modelling, the remaining lifetime PD is determined to have increased by more than 30 days past due.

Using its expert credit judgement and, where possible, relevant historical experience, MFL may determine that an exposure has undergone a significant increase in credit risk based on particular qualitative indicators that it considers are indicative of such and whose effect may not otherwise be fully reflected in its quantitative analysis on a timely basis. Renegotiation of loans to customers in financial difficulties is a qualitative indicator of a significant increase in credit risk.

As a backstop, MFL considers that a significant increase in credit risk occurs no later than when an asset is more than 30 days past due. Days past due are determined by counting the number of days since the earliest elapsed due date in respect of which full payment has not been received. Due dates are determined without considering any grace period that might be available to the borrower.

MFL monitors the effectiveness of the criteria used to identify significant increases in credit risk by regular reviews to confirm that:

- the criteria are capable of identifying significant increases in credit risk before an exposure is in default;
- the criteria do not align with the point in time when an asset becomes 30 days past due; and
- there is no unwarranted volatility in loss allowance from transfers between 12-month PD (stage 1) and lifetime PD (stage 2).

Modified financial assets

The contractual terms of a loan may be modified for a number of reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer. An existing loan whose terms have been modified may be derecognised and the renegotiated loan recognised as a new loan at fair value in accordance with the accounting policy set out in Note 3.4.4.

MFL renegotiates loans to customers in financial difficulties (referred to as 'forbearance activities') to maximise collection opportunities and minimise the risk of default. Under MFL's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both personal and motor loans are subject to the forbearance policy. The Audit Committee regularly reviews reports on forbearance activities.

For loans and advances modified as part of MFL's forbearance policy, the estimate of PD reflects whether the modification has improved or restored MFL's ability to collect interest and principal and MFL's previous experience of similar forbearance action. As part of this process, MFL evaluates the borrower's payment performance against the modified contractual terms and considers various behavioural indicators.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and an expectation of forbearance may constitute evidence that an exposure is credit-impaired (see Note 3.4.6) in default. A customer needs to demonstrate consistently good payment behaviour over a period of time before the exposure is no longer considered to be credit-impaired/in default or the PD is considered to have decreased such that the loss allowance reverts to being measured at an amount equal to 12-month ECL.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Definition of default

MFL considers loans and advances to be in default when:

- the borrower is unlikely to pay its credit obligations to MFL in full, without recourse by MFL to actions such as realising security (if any is held); or
- the borrower is past due more than 90 days on any material credit obligation to MFL.

In assessing whether a borrower is in default, MFL considers indicators that are:

- qualitative – e.g. breaches of covenant;
- quantitative – e.g. overdue status and non-payment on another obligation of the same issuer to MFL; and
- based on data developed internally and obtained from external sources.

Inputs into the assessment of whether loans and advances are in default and their significance may vary over time to reflect changes in circumstances.

Incorporation of forward-looking information

MFL incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on advice from the Audit Committee and consideration of a variety of external actual and forecast information. MFL formulates three economic scenarios: a base case, which is the central scenario, and two less likely scenarios, one upside and one downside scenario. The base case represents a most-likely outcome and is aligned with information used by MFL for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. Periodically, MFL carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios. External information includes economic data and forecasts published by Reserve Bank of Fiji.

The scenario probability weightings applied in measuring ECL are as follows:

30 June 2024	Upside	Base	Downside
Scenario probability weighting	15%	55%	30%

MFL has identified and documented key drivers of credit risk and credit losses for each portfolio of loans and advances and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses. The economic scenarios used as at 30 June 2023 included the following ranges of key indicator for the years ending 30 June 2024, 2025 and 2026.

	2024	2025	2026
GDP growth	2.8%	3.0%	3.0%

Predicted relationship between the key indicator and default and loss rates on loans and advances have been developed based on analysing historical data over the past 5 years.

As at 30 June 2024, MFL continues to apply a post model overlay of 10% (2023: 20%) to accommodate the uncertainty associated with rising inflation, rapid changes to interest rates, geo-political and labor market pressures.

Measurement of ECL

The key inputs into the measurement of ECL are the term structure of the following variables:

- probability of default (PD);
- loss given default (LGD);
- exposure at default (EAD).

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information as described above.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Measurement of ECL (continued)

PD estimates are estimates at a certain date, which are calculated based on statistical rating models, and assessed using rating tools tailored to the various categories of counterparties and exposures. These statistical models are based on internally compiled data comprising both quantitative and qualitative factors. Where it is available, market data may also be used to derive the PD for large corporate counterparties. If a counterparty or exposure migrates between rating classes, then this will lead to a change in the estimate of the associated PD. PDs are estimated considering the contractual maturities of exposures and estimated prepayment rates.

LGD is the magnitude of the likely loss if there is a default. MFL estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties. The LGD model considers the structure, collateral, seniority of the claim and recovery costs of any collateral that is integral to individual loans and advances. LGD estimates are recalibrated for different economic scenarios. They are calculated on a discounted cash flow basis using the effective interest rate as the discounting factor.

EAD represents the expected exposure in the event of a default. MFL derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract including amortisation. The EAD of loans and advances is its gross carrying amount. For lending commitments, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on historical observations and forward-looking forecasts.

As described above, and subject to using a maximum of a 12-month PD for loans and advances for which credit risk has not significantly increased, MFL measures ECL considering the risk of default over the maximum contractual period (including any borrower's extension options) over which it is exposed to credit risk, even if, for risk management purposes, MFL considers a longer period. The maximum contractual period extends to the date at which MFL has the right to require repayment of an advance or terminate a loan commitment.

Loans and advances are grouped on the basis of shared risk characteristics that include loan purpose and credit risk grading. The groupings are subject to regular review to ensure that exposures within a particular group remain appropriately homogeneous.

Loss allowance

The following tables show reconciliations from the opening to the closing balance of the loss allowance for loans and advances. Explanation of the terms: 12-month ECL, lifetime ECL and credit-impaired are included in Note 3.4.6.

	12-month ECL \$'000	Lifetime ECL not credit- impaired \$'000	Lifetime ECL credit- impaired \$'000	Total \$'000
Loans and advances to customers at amortised cost				
Balance at 1 July 2023	756	508	13,749	15,013
Transfer to 12 months ECL	45	(34)	(11)	-
Transfer to lifetime ECL not credit impaired	(136)	144	(8)	-
Transfer to lifetime ECL credit impaired	(659)	(629)	1,288	-
Net remeasurement of loss allowance	611	396	(721)	286
New loans and advances originated or purchased	695	192	321	1,208
Loans and advances that have been derecognised	(167)	(154)	(6,503)	(6,824)
Balance at 30 June 2024	<u>1,145</u>	<u>423</u>	<u>8,115</u>	<u>9,683</u>

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Loss allowance (continued)

	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
	\$'000	\$'000	\$'000	\$'000
Balance at 1 July 2022	615	729	15,091	16,435
Transfer to 12 months ECL	589	(136)	(453)	-
Transfer to lifetime ECL not credit impaired	(36)	1,025	(989)	-
Transfer to lifetime ECL credit impaired	(22)	(58)	80	-
Net remeasurement of loss allowance	(727)	(1,074)	4,009	2,208
New loans and advances originated or purchased	463	199	664	1,326
Loans and advances that have been derecognised	(126)	(177)	(4,653)	(4,956)
Balance at 30 June 2023	756	508	13,749	15,013

The loss allowance in these table includes ECL on loan commitments because MFL cannot separately identify the ECL on the loan commitment component from those on loans and advances.

Credit-impaired loans and advances

See accounting policy in Note 3.4.6.

Credit-impaired loans and advances are graded doubtful to loss in MFL's internal credit risk grading system.

Collateral held and other credit enhancements

MFL holds collateral and other credit enhancements against its credit exposures. The following table sets out the principal types of collateral held against different portfolios of loans and advances.

	Percentage of exposure that is subject to collateral requirements		Principal type of collateral
	30 June 2024	30 June 2023	
Loans and advances to customers			
Motor vehicle	100	100	Motor vehicles
Personal loans	100	100	Property and equipment

As at 30 June 2024, the net carrying amount of credit-impaired loans and advances to customers amounted to \$18.062 million (2023: \$29.971 million) and the value of identifiable collateral (mainly properties and motor vehicles) held against those loans and advances amounted to \$29.915 million (2023: \$42.517 million).

Credit quality analysis

The following table sets out the information about the credit quality of loans and advances. Unless specifically indicated, the amounts in the table represents gross carrying amount.

Explanation of the terms: 12-months ECL, lifetime ECL and credit-impaired are included in Note 3.4.6.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Credit quality analysis (continued)

	2024			Total \$'000
	12-month ECL \$'000	Lifetime ECL not credit- impaired \$'000	Lifetime ECL credit- impaired \$'000	
Loans and advances to customers				
Grade - Standard	126,100	878	-	126,978
Grade - Special mention	-	15,197	20	15,217
Grade - Substandard	820	-	4,582	5,402
Grade - Doubtful	-	-	5,154	5,154
Grade - Loss	-	-	8,306	8,306
	<u>126,920</u>	<u>16,075</u>	<u>18,062</u>	<u>161,057</u>
Loss allowance	(1,145)	(423)	(8,115)	(9,683)
Carrying amount	<u>125,775</u>	<u>15,652</u>	<u>9,947</u>	<u>151,374</u>

	2023			Total \$'000
	12-month ECL \$'000	Lifetime ECL not credit- impaired \$'000	Lifetime ECL credit- impaired \$'000	
Loans and advances to customers				
Grade - Standard	94,336	-	-	94,336
Grade - Special mention	-	10,134	-	10,134
Grade - Substandard	-	10,931	6,411	17,342
Grade - Doubtful	-	-	21,736	21,736
Grade - Loss	-	-	1,824	1,824
	<u>94,336</u>	<u>21,065</u>	<u>29,971</u>	<u>145,372</u>
Loss allowance	(756)	(508)	(13,749)	(15,013)
Carrying amount	<u>93,580</u>	<u>20,557</u>	<u>16,222</u>	<u>130,359</u>

Financial assets under stage 2 are closely monitored to ensure that they do not deteriorate further. Security inspections are undertaken on these accounts to verify the value of the collateral pledged. These assets are monitored by specialist collection teams on a daily basis and further monitored by management at each month end. Where necessary management restructures these loans to enhance recovery.

In order to manage credit risk, MFL closely monitors existing customers in ensuring a debt service ratio greater than 1 and loan to value ratio of 85% is maintained, and ensuring that all new customers go through comprehensive credit screening.

MFL employs a range of policies and practices to mitigate credit risk with the most common practice being the security collateral with guidelines being implemented on the acceptability of specific classes of collateral for credit risk mitigation. The principal collateral types for loans and advances are:

- Mortgages over residential and commercial properties.
- Hire Purchase Agreements and Bill of Sale over vehicles and machinery
- Charges over business assets such as premises, inventory and accounts receivable.
- Charges over financial instruments such as debt securities and equities and term deposits.

Longer-term finance and lending to corporate entities are generally secured. Revolving individual credit facilities for MFL staff to a maximum of \$3,000 are unsecured. In addition, in order to further minimise the potential for credit loss, the MFL will seek additional collateral from the counterparty once impairment indicators are identified for the relevant individual loans and advances.

Collateral held as security for financial assets other than loans and advances depends on the nature of the instrument.

If an account goes into arrears, a credit review is performed and the collateral value is reassessed by the MFL's in-house credit officers or independent valuers for specialised equipment and real-estate.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(b) Credit risk (continued)

Details relating to MFL are set out below: (continued)

Amounts arising from ECL (continued)

Credit risk concentration

Credit risk concentration is determined based on the industry for which the loan is given. An analysis of concentrations of credit risk from loans and advances and loan commitments is shown below:

	Loans and advances	
	2024 (%)	2023 (%)
Industry		
Agriculture	8.01%	7.38%
Building and construction	12.68%	14.63%
Manufacturing	2.83%	2.29%
Mining and quarrying	0.32%	0.36%
Private individuals	22.63%	23.79%
Professional and business services	3.67%	5.71%
Real estate	1.01%	0.00%
Transport, communication and storage	25.47%	26.03%
Wholesale, retail, hotels and restaurants	11.45%	15.26%
Others	11.93%	4.55%
Total	100.00%	100.00%

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations arising from its financial liabilities. Prudent and careful management of the Group's liquidity position is essential in order to ensure that adequate funds are available to meet the Group'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.

A summary of the contractual maturity analysis of the Group's borrowings and other non-derivative financial liabilities as at 30 June is set out below on an undiscounted basis including estimated interest payments:

Group Non-derivative financial liabilities	Carrying amount \$'000	Contractual cash flows				
		Total	On demand	Up to 1 year	1-5 years	More than 5 years
		\$'000	\$'000	\$'000	\$'000	\$'000
30 June 2024						
Bank overdraft	8,247	8,247	8,247	-	-	-
Secured bank loans	158,212	196,658	-	23,359	99,364	73,935
Deposits from customers and term borrowings	118,747	128,722	19,185	63,267	46,270	-
Payables	53,397	53,397	-	52,559	838	-
	338,603	387,024	27,432	139,185	146,472	73,935
30 June 2023						
Bank overdraft	5,409	5,409	5,409	-	-	-
Secured bank loans	114,667	163,416	-	17,592	75,729	70,095
Deposits from customers and term borrowings	108,556	109,454	-	55,111	54,343	-
Payables	45,754	45,754	-	44,996	758	-
	274,386	324,033	5,409	117,699	130,830	70,095

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(c) *Liquidity risk (continued)*

Company Non-derivative financial liabilities	Contractual cash flows					
	Carrying amount	Total	On demand	Up to 1 year	1-5 years	More than 5 years
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
30 June 2024						
Secured bank loans	62,473	68,651	-	8,572	40,250	19,829
Payables	804	804	-	804	-	-
	<u>63,277</u>	<u>69,455</u>	<u>-</u>	<u>9,376</u>	<u>40,250</u>	<u>19,829</u>
30 June 2023						
Secured bank loans	46,165	51,407	-	5,257	28,888	17,262
Payables	570	570	-	570	-	-
	<u>46,735</u>	<u>51,977</u>	<u>-</u>	<u>5,827</u>	<u>28,888</u>	<u>17,262</u>

Additional details relating to MFL are set out below:

In order to comply with the Reserve Bank's requirements and the Banking Act 1995, MFL must hold as liquid deposits an amount equivalent to 10% of its total borrowed funds. The MFL Board ensures that the investment standalone is sufficient to meet the Unimpaired Liquid Assets Ratio requirements which are covered entirely by long term bonds.

The daily liquidity position is monitored. For MFL, the key measure used for managing liquidity risk is the ratio of net liquid assets to deposits from customers. Monthly maturity mismatch reports are prepared and analysed. Maturity reports of term deposits are actioned via pre-analysis (calling customer to determine the status of re-investment) and MFL Board Asset and Liability Committee (ALCO) is kept informed.

MFL further addresses its liquidity risk via a letter of comfort from the Company pledging its support and assistance as required to ensure that MFL maintains capital and liquidity levels to enable it at all times to meet its obligations as and when due.

MFL's liquidity exposure is measured by calculating its Net Liquidity Gap and by comparing current ratios with targets. MFL Board/ALCO monitors MFL's liquidity position by reviewing the Net Liquidity Gap expressed as a percentage of liabilities:

	Less than 1 month	1 to <3 months	3 to <6 months	6 to <12 months	Over 12 months
Net Liquidity Gap as a % of Rate Sensitive Assets (not to exceed)	-5%	-7%	-10%	-20%	40%

Apart from the above, MFL uses the following as a benchmark in monitoring its liquidity position.

Ratio	Target	Tolerance Range
Cash Reserve	Minimum 8%	Not to fall below 5%
Liquid Assets/Total Deposits Ratio	20-25%	Not to fall below 20%
Liquid Asset/Total Assets Ratio	10-20%	Not to fall below 10%
Loans/Deposit Ratio	120-135%	Not to exceed 135%
Loans/Adjusted Deposit Ratio	100-120%	Not to exceed 120%
Unimpaired Liquid Assets Ratio	Minimum 12%	Not to fall below 10%

The Cash Reserve ratio is calculated by expressing cash reserves (comprising of cash book balance and short term deposits) as a percentage of total deposits. Other ratios are calculated according to RBF guidelines on liquidity risk management for credit institutions. The loans to deposit ratio and unimpaired liquid assets ratio are monitored daily whilst other ratios are monitored monthly. Any variance in the above ratios are actioned immediately by management.

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

5. FINANCIAL RISK MANAGEMENT (continued)

5.1 Risk Management Framework (continued)

(c) *Liquidity risk (continued)*

During the year the loans to deposit ratio went below the set threshold and the liquid assets to total deposit and liquid asset to total assets ratios went above the set threshold due to excess liquidity in the market and a decrease in the loan portfolio. MFL has implemented strategies to decrease the term deposit portfolio to realign the ratios with the set thresholds.

Other than the above, the other targets were met.

5.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital and be in compliance with statutory requirements.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

The gearing ratio of the Group at balance date is as follows:

	2024	2023
	\$'000	\$'000
Total Borrowings (excluding deposits from customers)	166,459	120,076
Less: Cash and cash equivalents (Note 11)	32,253	24,643
Net debt	134,206	95,433
Total capital (Total equity plus net debt)	496,993	418,730
Gearing ratio	27%	23%

Additional details relating to MFL are set out below:

MFL is subject to externally imposed capital requirements by the Reserve Bank of Fiji. MFL's objectives when managing capital are:

- To comply with the capital requirements set by the Reserve Bank of Fiji;
- To safeguard MFL's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- To maintain a strong capital base to support the development of the business.

Capital adequacy and the use of regulatory capital are monitored daily by MFL's management, employing techniques based on the guidelines developed by the Basel Committee as implemented by the Reserve Bank of Fiji, for supervisory purposes.

The Reserve Bank of Fiji requires MFL to (a) hold at least 10% of its total holdings in liquid assets and (b) maintain a ratio of total regulatory capital to risk-weighted assets at or above 15%. MFL complied with these requirements during the year and as at yearend.

6. Profit

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Profit before income tax has been determined after:				
(a) Crediting as other income				
Net gain on disposal of property, plant and equipment	33	1,454	-	-
Management fees*	104	104	-	-
Rental income	12	50	-	-
Changes in fair value of investment properties	363	321	-	-
Miscellaneous income	2,797	1,950	260	214
	<u>3,309</u>	<u>3,879</u>	<u>260</u>	<u>214</u>

* Management fees for the Company are classified as operating revenue on the Statement of Profit and Loss and Other Comprehensive Income.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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FOR THE YEAR ENDED 30 JUNE 2024

6. Profit (continued)	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
(b) Charging as expense				
Other operating expenses includes:				
Auditors' remuneration:				
- audit fees – KPMG	345	295	89	79
– other auditors	187	181	32	36
- other services – KPMG	13	3	-	-
– other auditors	147	211	122	175
Directors' emoluments				
- for services as directors	473	441	231	226
- for other services	41	38	41	38
FNPF contributions	3,199	2,147	192	112
Marketing and promotion	2,885	2,174	148	85
Rent and other related expenses	1,007	949	115	109
Repairs and maintenance	3,191	3,525	-	-
Management fee	84	1,224	-	-
7. Net Finance Costs				
Interest income under the effective interest method	1,357	1,014	1,538	1,180
Total interest income arising from financial assets measured at amortised cost	1,357	1,014	1,538	1,180
Exchange gain	370	433	-	-
Finance income – other	370	433	-	-
	1,727	1,447	1,538	1,180
Financial liabilities measured at amortised cost – interest expense on:				
- borrowings	(3,224)	(3,803)	(1,572)	(1,625)
- lease liabilities	(1,103)	(950)	(36)	(44)
Exchange loss	(448)	-	-	-
Finance costs - other	(4,775)	(4,753)	(1,608)	(1,669)
Net finance costs recognised in profit or loss	(3,048)	(3,306)	(70)	(489)
8. Income Tax				
(a) Income tax expense				
The amount of income tax attributable to the financial year differs from the amount prima facie payable on the profit. The difference is reconciled as follows:				
Profit before income tax	70,140	63,215	16,936	13,017
Prima facie tax expense at 25% (2023:10%)	17,535	6,322	4,234	1,302
<u>Add/ (deduct):</u>				
Impact of difference in tax rate	-	5,001	-	-
Effect of change in tax rate	-	5,132	-	(1,051)
Dividends received	(2,972)	(129)	(4,756)	(1,500)
Other permanent differences	4,512	333	1,254	303
Impact of equity accounted profit	(1,897)	(624)	-	-
Tax losses not brought to account or expired	-	(152)	-	-
Temporary difference not recognised	(12)	(784)	-	-
Temporary difference recognised	4	(1,599)	-	-
Over provision in prior year	98	(736)	35	(524)
Income tax expense/ (benefit)	17,268	12,764	767	(1,470)
Total income tax expense is made up of:				
Current tax expense	12,709	5,149	649	193
Deferred tax expense/ (benefit)	4,461	8,351	83	(1,139)
Over provision in prior year	98	(736)	35	(524)
Income tax expense	17,268	12,764	767	(1,470)

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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8. Income Tax (Continued)

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
(b) Current tax (liability)/asset				
Balance at beginning of year	(1,860)	510	121	(342)
Income tax paid	9,675	2,256	215	132
Current tax expense	(12,709)	(5,149)	(649)	(193)
Transfer of balance to VAT account	42	(213)	-	-
Over provision in prior year	(98)	736	(35)	524
Balance at end of year	<u>(4,950)</u>	<u>(1,860)</u>	<u>(348)</u>	<u>121</u>
(c) Deferred tax assets and liabilities				
<u>Deferred tax assets</u>				
Property, plant & equipment	22	37	22	26
Annual leave	479	382	86	71
Doubtful debts	4,678	6,245	1,549	1,645
Provision for obsolescence	1,066	1,203	-	-
Lease liabilities	2,007	1,951	122	154
Others	(898)	(50)	-	-
Carried forward tax losses	1,787	3,695	-	-
	<u>9,141</u>	<u>13,463</u>	<u>1,779</u>	<u>1,896</u>
Set-off of tax	<u>(3,014)</u>	<u>(3,999)</u>	<u>(111)</u>	<u>(145)</u>
	<u>6,127</u>	<u>9,464</u>	<u>1,668</u>	<u>1,751</u>
<u>Deferred tax liabilities</u>				
Property, plant & equipment	23,935	23,398	-	-
Cyclone reserve deposit	221	207	-	-
Right of use assets	1,401	1,813	111	145
Fair value on revaluation	1,109	1,109	-	-
	<u>26,666</u>	<u>26,527</u>	<u>111</u>	<u>145</u>
Set-off of tax	<u>(3,014)</u>	<u>(3,999)</u>	<u>(111)</u>	<u>(145)</u>
	<u>23,652</u>	<u>22,528</u>	<u>-</u>	<u>-</u>

As at 30 June 2024, group entities had unrecouped income tax losses of approximately \$23.395 million (2023: \$23.082 million) available to offset against future years' taxable income. The benefit at 25% (2023: 25%) tax rate amounting to approximately \$5.8 million (2023: \$5.8 million) has not been brought to account as realisation is not considered to be probable. Under the existing income tax laws, assessed tax losses can be carried forward for 8 years in succession for losses incurred from 1 January 2019. The benefit will only be obtained if:

- (i) the group entities derive future assessable income of a nature and of an amount sufficient to enable the benefits from the deductions for the losses to be realised;
- (ii) the group entities continue to comply with the conditions for deductibility imposed by the law; and
- (iii) no change in tax legislation adversely affect the group entities in realising the benefit from the deductions for the losses.

Tax losses carried forward expire as follows:

Tax losses year	Gross amount	Tax effect	Expiry date
	\$'000	\$'000	
2023	4,933	1,233	2031
2022	4,557	1,139	2030
2021	5,218	1,305	2029
2020	6,610	1,653	2028
2019	2,077	519	2027
	<u>23,395</u>	<u>5,849</u>	

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8. Income Tax (Continued)

(c) Deferred tax assets and liabilities (continued)

Movement in temporary differences during the year

Group

	1 July 2023 \$'000	Recognised in other comprehensive income \$'000	Recognised in profit or loss \$'000	30 June 2024 \$'000
<i>Deferred tax assets</i>				
Property, plant & equipment	37	-	(15)	22
Annual leave	382	-	97	479
Doubtful debts	6,245	-	(1,567)	4,678
Provision for obsolescence	1,203	-	(137)	1,066
Lease liabilities	1,951	-	56	2,007
Others	(50)	-	(848)	(898)
Carried forward tax losses	3,695	-	(1,908)	1,787
	<u>13,463</u>	<u>-</u>	<u>(4,322)</u>	<u>9,141</u>
<i>Deferred tax liabilities</i>				
Property, plant & equipment	23,398	-	537	23,935
Cyclone reserve deposit	207	-	14	221
Right of use assets	1,813	-	(412)	1,401
Fair value on revaluation (recognised directly in equity)	1,109	-	-	1,109
	<u>26,527</u>	<u>-</u>	<u>139</u>	<u>26,666</u>
	1 July 2022 \$'000	Recognised in other comprehensive income \$'000	Recognised in profit or loss \$'000	30 June 2023 \$'000
<i>Deferred tax assets</i>				
Property, plant & equipment	29	-	8	37
Annual leave	220	-	162	382
Doubtful debts	4,898	-	1,347	6,245
Provision for obsolescence	944	-	259	1,203
Lease liabilities	2,077	-	(126)	1,951
Others	3	-	(53)	(50)
Carried forward tax losses	4,790	-	(1,095)	3,695
	<u>12,961</u>	<u>-</u>	<u>502</u>	<u>13,463</u>
<i>Deferred tax liabilities</i>				
Property, plant & equipment	14,504	-	8,894	23,398
Cyclone reserve deposit	81	-	126	207
Right of use assets	1,980	-	(167)	1,813
Fair value on revaluation (recognised directly in equity)	1,109	-	-	1,109
	<u>17,674</u>	<u>-</u>	<u>8,853</u>	<u>26,527</u>

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

8. Income Tax (Continued)

(c) Deferred tax assets and liabilities (continued)

Company

	1 July 2023 \$'000	Recognised in other comprehensive income \$'000	Recognised in profit or loss \$'000	30 June 2024 \$'000
<i>Deferred tax assets</i>				
Property, plant & equipment	26	-	(4)	22
Annual leave	71	-	15	86
Doubtful debts	1,645	-	(96)	1,549
Lease liabilities	154	-	(32)	122
	<u>1,896</u>	<u>-</u>	<u>(117)</u>	<u>1,779</u>
<i>Deferred tax liabilities</i>				
Right of use assets	145	-	(34)	111
	<u>145</u>	<u>-</u>	<u>(34)</u>	<u>111</u>
		Recognised in other comprehensive income \$'000	Recognised in profit or loss \$'000	30 June 2023 \$'000
<i>Deferred tax assets</i>				
Property, plant & equipment	12	-	14	26
Annual leave	25	-	46	71
Doubtful debts	573	-	1,072	1,645
Lease liabilities	74	-	80	154
	<u>684</u>	<u>-</u>	<u>1,212</u>	<u>1,896</u>
<i>Deferred tax liabilities</i>				
Right of use assets	72	-	73	145
	<u>72</u>	<u>-</u>	<u>73</u>	<u>145</u>

9. Leases

(a) As a lessee

The Group leases various assets including land and buildings, coaches and jetty. Information about leases for which the Group is a lessee is presented below:

Right-of-use assets

	Jetty \$'000	Land and buildings \$'000	Coaches \$'000	Total \$'000
Group				
Balance at 1 July 2022	911	14,044	210	15,165
Additions	-	2,955	-	2,955
Disposals	-	(831)	-	(831)
Re-measurements	-	166	-	166
Depreciation charge for the year	(171)	(2,523)	(209)	(2,903)
Balance at 30 June 2023	<u>740</u>	<u>13,811</u>	<u>1</u>	<u>14,552</u>
Balance at 1 July 2023	740	13,811	1	14,552
Additions	-	3,820	-	3,820
Disposals	-	(74)	-	(74)
Re-measurements	-	(2,211)	1,178	(1,033)
Depreciation charge for the year	(173)	(2,476)	(549)	(3,198)
Balance at 30 June 2024	<u>567</u>	<u>12,870</u>	<u>630</u>	<u>14,067</u>

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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FOR THE YEAR ENDED 30 JUNE 2024

9. Leases (continued)

(a) As a lessee (continued)

Right-of-use assets (continued)

	Jetty	Land and buildings	Coaches	Total
	\$'000	\$'000	\$'000	\$'000
Company				
Balance at 1 July 2022	-	717	-	717
Depreciation charge for the year	-	(136)	-	(136)
Balance at 30 June 2023	-	581	-	581
Balance at 1 July 2023	-	581	-	581
Depreciation charge for the year	-	(136)	-	(136)
Balance at 30 June 2024	-	445	-	445

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000

Lease liabilities

Maturity analysis – contractual undiscounted cash flows

Less than one year	4,083	3,100	166	166
One to five years	8,818	7,682	374	541
More than five years	15,919	15,747	-	-
Total undiscounted lease liabilities at 30 June	28,820	26,529	540	707

Lease liabilities included in the statement of financial position

Current	3,370	2,028	139	130
Non-current	13,626	13,001	348	487
	16,996	15,029	487	617

Amounts recognised in profit or loss

Interest on lease liabilities	1,103	950	36	44
Variable lease payments not included in the measurement of lease liabilities	515	513	2	2
Expenses relating to short-term leases	123	267	-	-

Amounts recognised in the statement of cash flows

Total cash outflow for leases	5,067	4,514	168	168
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i. Real estate leases

The Group leases land and buildings for its office space, retail stores, terminal check-in booth, sales booths and engineering and stores workshop. The Group also leases land for island day trips (South Sea Island and Malamala). The leases typically run for a period of two to twenty years except for land leased for island day trips which is typically for twenty-five years and certain land leases which are for ninety-nine years. Some leases include an option to renew the lease for an additional period in accordance with the lease contracts after the end of initial lease term. Some leases provide for additional rent payments that are based on changes in the consumer price index.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

9. Leases (continued)

(a) As a lessee (continued)

i. Real estate leases (continued)

Variable lease payments based on passenger numbers

Land leases for island day trips contain variable lease payments that are based on the number of passengers that would have landed on the island and depending on the package type that the guest would have purchased available at the islands. These payment terms are common for cruise service providers in Fiji. Fixed and variable rental payments for the period ended 30 June 2024 is as follows:

	Fixed payments \$'000	Variable payments \$'000	Total payments \$'000
Leases with lease payments based on passenger number	107	354	461

The Group expects the relative proportions of fixed and variable lease payments to remain broadly consistent in future years.

ii. Other leases

The Group leases coaches for guest services from resorts and airports, with lease terms of three to five years and jetty for berthing of the vessels, with lease terms of two to nine years. Some leases include an option to renew the lease for an additional period in accordance with the lease contracts after the end of initial lease term. The Group also leases IT equipment with contract terms of five years.

Variable lease payments based on passenger numbers and additional services

Coach leases contain variable lease payments that are based on the number of passengers, charters depending on the point of pick-up or drop-off, additional runs to those contracted and monthly fuel prices. Lease for jetty contains variable lease payments for passenger levy which is based on the number of passengers on board the vessels from and to Port Denarau Marina. These payment terms are common for cruises service providers in Fiji. Fixed and variable rental payments for the period ended 30 June 2024 is as follows:

	Fixed payments \$'000	Variable payments \$'000	Total payments \$'000
Leases with lease payments based on passenger number	694	-	694

The Group expects the relative proportions of fixed and variable lease payments to remain broadly consistent in future years.

iii. Extension options

Some leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options, and reassesses this if there is a significant event or significant change in circumstances within its control.

10. Dividends Declared

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Dividend declared at \$0.0266 (2023: \$0.0132)	8,104	4,023	8,104	4,023
	8,104	4,023	8,104	4,023

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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11. Cash and Cash Equivalents

a) For the purposes of the cash flow statement, cash and cash equivalents comprise the following:

	Notes	Group		Company	
		2024	2023	2024	2023
		\$'000	\$'000	\$'000	\$'000
Cash on hand and at bank		32,253	24,643	5,119	1,571
Debt security - restricted cash		3,317	3,317	-	-
		<u>35,570</u>	<u>27,960</u>	<u>5,119</u>	<u>1,571</u>
Bank overdrafts (Note 27)		(8,247)	(5,409)	-	-
Cash and cash equivalents in the statements of financial position		<u>27,323</u>	<u>22,551</u>	<u>5,119</u>	<u>1,571</u>
Less: restricted cash		(3,317)	(3,317)	-	-
Cash and cash equivalents in the statements of cash flows		<u>24,006</u>	<u>19,234</u>	<u>5,119</u>	<u>1,571</u>

b) Financing facilities

Facilities available to the Group include bank overdrafts. Financing facilities of \$31,949,000 were available to the Group as at 30 June 2024 (2023: \$45,850,000) of which \$8,247,000 (2023: \$5,409,000) was utilised. Financing facilities of \$20,000,000 were available to the Company as at 30 June 2024 (2023: \$20,000,000) of which \$Nil (2023: \$Nil) was utilised. See also note 27.

c) Debt security - restricted cash

A sinking fund of \$3,000,000 (2023: \$3,000,000) is being held in a separate bank account during the construction of the FHL Tower and will be released by the bank on completion and occupancy of the building. Construction is expected to be completed in October 2024. The remaining balance of \$316,643 (2023: \$316,704) is held for the issuance of performance bonds, bank guarantees and advance payment guarantees. This is disclosed under debt securities (note 12) in the statement of financial position

12. Debt Securities

Current

Deposits with financial institutions	8,122	12,324	-	-
	<u>8,122</u>	<u>12,324</u>	<u>-</u>	<u>-</u>

Non-current

Government bonds	800	800	-	-
Deposit with financial institutions	766	1,346	-	-
	<u>1,566</u>	<u>2,146</u>	<u>-</u>	<u>-</u>
Total	<u>9,688</u>	<u>14,470</u>	<u>-</u>	<u>-</u>

Maturity analysis

Not longer than 3 months	3,980	3,780	-	-
Longer than 3 months and not longer than 12 months	4,142	8,544	-	-
Longer than 1 year and not longer than 5 years	766	1,346	-	-
Longer than 5 years	800	800	-	-
	<u>9,688</u>	<u>14,470</u>	<u>-</u>	<u>-</u>

13. Trade and Other Receivables

Current

Trade receivables	20,620	17,482	-	-
Allowance for expected credit loss	(3,058)	(3,473)	-	-
	<u>17,562</u>	<u>14,009</u>	<u>-</u>	<u>-</u>
Other receivables – third parties	4,536	3,433	27	29
– related parties	5,155	2,212	11,224	12,576
Loans and advances – related parties	-	-	805	303
Allowance for expected credit loss	(222)	(208)	(432)	(419)
	<u>27,031</u>	<u>19,446</u>	<u>11,624</u>	<u>12,489</u>

Non-current

Loans and advances – related parties	4,791	2,615	25,729	46,865
Other receivables – third parties	5,616	6,248	7,476	-
– related parties	-	-	-	5,304
Allowance for expected credit loss	(5,765)	(5,765)	(5,765)	(6,162)
	<u>4,642</u>	<u>3,098</u>	<u>27,440</u>	<u>46,007</u>
TOTAL	<u>31,673</u>	<u>22,544</u>	<u>39,064</u>	<u>58,496</u>

Allowance for expected credit loss

Balance at beginning of year	9,446	11,250	6,581	5,735
Additional allowance (reversed)/recognised	(363)	(190)	(384)	846
Bad debts written off	(38)	(1,614)	-	-
Balance at end of year	<u>9,045</u>	<u>9,446</u>	<u>6,197</u>	<u>6,581</u>

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13. Trade and other receivables (continued)

Allowance for expected credit loss relates to receivables only. Allowance for expected credit loss on loans and advances are disclosed in note 14.

	Notes	Group		Company	
		2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
14. Loans and Advances					
Loans and advances at amortised cost		161,057	145,372	-	-
ECL allowance	5.1 (b)	(9,683)	(15,013)	-	-
		<u>151,374</u>	<u>130,359</u>	<u>-</u>	<u>-</u>
<u>Maturity analysis</u>					
Not longer than 3 months		10,324	17,075	-	-
Longer than 3 months and not longer than 12 months		6,906	6,818	-	-
Longer than 1 year and not longer than 5 years		116,169	113,746	-	-
Longer than 5 years		27,658	7,733	-	-
		<u>161,057</u>	<u>145,372</u>	<u>-</u>	<u>-</u>
Loan impairment expense					
Additional allowance (reversed)/recognised		(838)	519	-	-
		<u>(838)</u>	<u>519</u>	<u>-</u>	<u>-</u>

15. Inventories

Raw materials, spares, stores and supplies		12,920	11,729	-	-
Finished goods		29,012	28,729	-	-
Goods in transit		1,515	1,368	-	-
Provision for obsolescence		(2,250)	(1,900)	-	-
		<u>41,197</u>	<u>39,926</u>	<u>-</u>	<u>-</u>

Write-downs of inventories to net realisable value is presented in 'changes in inventories of finished goods and work in progress'.

During the year \$1,045,000 (2023: \$Nil) inventory were written off.

16. Property, Plant and Equipment

(a) Carrying values of property, plant and equipment are set out below:

Freehold land - at cost		7,064	7,064	-	-
Island properties - at directors' valuation		11,150	11,150	-	-
Leasehold land, improvements and buildings					
- at cost		89,507	89,632	-	-
- accumulated depreciation		(22,400)	(19,696)	-	-
		<u>67,107</u>	<u>69,936</u>	<u>-</u>	<u>-</u>
Plant and equipment					
- at cost		224,113	211,030	1,535	1,492
- accumulated depreciation		(155,836)	(149,362)	(1,404)	(1,284)
- allowance for impairment		(11,498)	(10,568)	-	-
		<u>56,779</u>	<u>51,100</u>	<u>131</u>	<u>208</u>
Capital works in progress					
- at cost		7,272	2,013	49	13
- allowance for impairment		(833)	(833)	-	-
		<u>6,439</u>	<u>1,180</u>	<u>49</u>	<u>13</u>
		<u>148,539</u>	<u>140,430</u>	<u>180</u>	<u>221</u>

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

16. Property, Plant and Equipment (continued)

(b) Reconciliation of property, plant and equipment

Reconciliation of the carrying amount of each class of property, plant and equipment at the beginning and end of the current year is set out below:

Group

	Freehold land \$'000	Island properties \$'000	Leasehold land, improvements and buildings \$'000	Plant and equipment \$'000	Capital works in progress \$'000	Total \$'000
Carrying amount at 1 July 2023	7,064	11,150	69,936	51,100	1,180	140,430
Additions	-	-	2,155	5,949	11,972	20,076
Reclassification	-	-	(193)	2,434	47	2,288
Disposals	-	-	79	(117)	(1)	(39)
Transfers to intangible assets	-	-	-	-	(274)	(274)
Reclassification to assets held for sale	-	-	(2,320)	-	-	(2,320)
Transfers from capital work in progress	-	-	154	6,331	(6,485)	-
Impairment charge	-	-	-	(930)	-	(930)
Depreciation	-	-	(2,704)	(7,988)	-	(10,692)
Carrying amount at 30 June 2024	7,064	11,150	67,107	56,779	6,439	148,539

Company

	Freehold land \$'000	Island properties \$'000	Leasehold land, improvements and buildings \$'000	Plant and equipment \$'000	Capital works in progress \$'000	Total \$'000
Carrying amount at 1 July 2023	-	-	-	208	13	221
Additions	-	-	-	43	36	79
Depreciation	-	-	-	(120)	-	(120)
Carrying amount at 30 June 2024	-	-	-	131	49	180

Group

	Freehold land \$'000	Island properties \$'000	Leasehold land, improvements and buildings \$'000	Plant and equipment \$'000	Capital works in progress \$'000	Total \$'000
Carrying amount at 1 July 2022	7,064	11,150	75,422	47,061	2,064	142,761
Additions	-	-	409	4,414	9,219	14,042
Disposals	-	-	(4,378)	(489)	(1,428)	(6,295)
Transfers from capital work in progress	-	-	318	8,357	(8,675)	-
Impairment charge	-	-	-	(1,000)	-	(1,000)
Depreciation	-	-	(1,835)	(7,243)	-	(9,078)
Carrying amount at 30 June 2023	7,064	11,150	69,936	51,100	1,180	140,430

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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16. Property, Plant and Equipment (continued)

b) Reconciliation of property, plant and equipment (continued)

Company

	Freehold land \$'000	Island properties \$'000	Leasehold land, improvements and buildings \$'000	Plant and equipment \$'000	Capital works in progress \$'000	Total \$'000
Carrying amount at 1 July 2022	-	-	-	347	13	360
Additions	-	-	-	38	-	38
Depreciation	-	-	-	(177)	-	(177)
Carrying amount at 30 June 2023	-	-	-	208	13	221

(c) The depreciation policy is set out in Note 3.5.

(d) See note 27 for items charged as security.

(e) In 2020, the island property in Nanuya Lailai Island – Yasawa, was revalued by the Directors of Blue Lagoon Cruises Pte Limited based on an independent valuation by Professional Valuations Pte Limited dated 30 June 2020. The revaluation had been categorised as a Level 3 fair value based on the inputs to the valuation technique used. The following table shows the valuation technique used, as well as the significant unobservable inputs used.

<i>Valuation technique</i>	<i>Significant unobservable inputs</i>	<i>Inter-relationship between key unobservable inputs and fair value measurement</i>
Market approach using recent sales data and market values	Adjustment factor of 10% to market selling prices due to impacts of COVID-19	The estimated fair value would increase (decrease) if the adjustment factor were lower (higher).

An independent valuation has not been undertaken during the year ended 30 June 2024 as the Directors believe that the circumstances have not changed materially to impact the fair value determined at 30 June 2020.

The carrying amount that would have been recognised had the island properties been carried under the cost model is \$108,000.

(f) For group purposes, investment properties are transferred to property, plant and equipment when they are occupied by group entities. There is impact on profit or loss of this transfer as investment properties are held at fair value. Upon transfer the change in fair value of investment properties that are occupied by group entities are reversed and depreciation charge is recorded.

17. Other Assets

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Prepayments	10,293	7,079	50	37

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

18. Investment Properties

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Valuation				
Opening balance	55,746	52,880	-	-
Acquisitions	15,043	2,545	-	-
Change in fair value	363	321	-	-
Reclassification to assets held for sale	(4,790)	-	-	-
Closing balance	<u>66,362</u>	<u>55,746</u>	-	-
Work in progress				
Opening balance	64,352	40,136	-	-
Acquisitions	21,606	24,216	-	-
Closing balance	<u>85,958</u>	<u>64,352</u>	-	-
Carrying amount				
Opening balance	<u>120,098</u>	<u>93,016</u>	-	-
Closing balance	<u>152,320</u>	<u>120,098</u>	-	-

Investment properties occupied by the Group are transferred to property, plant and equipment on consolidation. Changes in fair values are recognised as gains or losses in profit or loss and included in 'other income' or 'other expenses' as appropriate. All gains or losses are unrealised.

See note 27 for items charged as security.

Fair value hierarchy

The fair value of investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Group's investment property annually. The fair value measurement for all of the investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Valuation technique and significant unobservable inputs

The following table shows the valuation technique used in measuring the fair value of investment properties, as well as the significant unobservable inputs used.

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18. Investment Properties (continued)

Valuation technique and significant unobservable inputs (continued)

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Sales (Direct Comparison) whereby the comparable developments are compared to the subject properties on a common denominator with equated adjustments made to allow for differences and comparability. This approach considers the sale price levels of similar and comparable properties in the localities.	Adjustments for: <ul style="list-style-type: none"> • tenure: (2024: (10%) - 10%; 2023: (10%) - 10%) • location: (2024: (20%) - 0%; 2023: (20%) - 0%) • size: (2024: (65%) - 20%; 2023: (65%) - 10%) • improvement: (2024: (0%) - (10%); 2023: (0%) - 10%) • time: (2024: 3% - 32%; 2023: 5% - 18%) • improvement condition: (2024: (10%) - 10%; 2023: (20%) - 10%) 	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> - tenure was higher (lower) - location was higher (lower) - size was higher (lower) - improvement was higher (lower) - time was higher (lower) - improvement condition was higher (lower)
Discounted cash flows: The valuation model considers the present value of net cash flows to be generated from the property, taking into account the expected rental growth rate, vacancy rate and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.	<ul style="list-style-type: none"> - Expected market rental growth (2024: 0% - 2.5%) (2023: 0% - 2.5%). - Vacancy rate: (2024: 0% - 8%) (2023: 0% - 25%) - Discount rate: (2024: 8.15% - 10.72%) (2023: 9.14% - 11.46%) - Capitalisation rate: (2024: 7.5% to 8.5%) (2023: 8% - 9%) - Period of cash flows: (2024: 11 years) (2023: 11 years) - Recoverable expenses: (2024: 70%) (2023: 70%) 	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> - expected market rental growth were higher (lower); - vacancy rate was lower (higher); - discount rate was lower (higher); - capitalisation rate was lower (higher); - period of cash flow was higher (lower); or - recoverable expenses were higher (lower).
Income capitalisation: The valuation model considers the estimated net rental income from the property after allowing for the outgoings from management, ground rental, insurance, repairs and maintenance and other related property outgoings. The potential income derived from the property is directly related to the capital value.	<ul style="list-style-type: none"> - Annual rental - Outgoings - Capitalisation rate: (2024: 5% - 8.5%) (2023: 5% - 9%) 	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> - annual rental was higher (lower) - outgoing was lower (higher) - capitalisation rate was lower (higher)

Borrowing costs

Borrowing costs amounting to \$2,635,000 (2023: \$2,067,000) in relation to construction of buildings were capitalised to investment properties during the year.

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19. Intangible Assets	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Goodwill on consolidation	62,620	62,620	-	-
Provision for impairment of goodwill	(6,912)	(6,912)	-	-
Management rights	2,377	2,877	-	-
Software	643	478	-	-
Total intangible assets	58,728	59,063	-	-
Movements during the year are as follows:				
Opening net book amount	59,063	59,793	-	-
Additions	112	44	-	-
Transfers from property, plant and equipment	274	-	-	-
Impairment charge	-	(65)	-	-
Amortisation of software	(221)	(209)	-	-
Amortisation of management rights	(500)	(500)	-	-
Total intangible assets	58,728	59,063	-	-

The accounting policy on intangible assets is set out in Note 3.9 and impairment loss on goodwill is recognised in profit or loss.

(a) FHL Retailing Pte Limited

Impairment test for goodwill

Goodwill of \$12.112m has been tested for impairment by reviewing the underlying net assets supporting the investment in subsidiary which holds the Group's 51% investment in RB Patel Group Limited.

Management value the investment in RB Patel Group Limited at fair value less estimated costs to sell which is significantly above cost and therefore have concluded that goodwill is not impaired. Fair value for RB Patel Group Limited has been determined based on quoted price of shares traded on the South Pacific Stock Exchange at 30 June 2024 of \$3.09 (2023: \$3.20) less estimated cost to sell. A decrease in RB Patel Group Limited's share price by more than \$2.46 (2023: \$2.58) would result in impairment. The fair value measurement was categorised as a Level 1 fair value based on quoted prices. The carrying amount of the cash generating unit (CGU) in 2024 was determined to be lower than its recoverable amount of \$224.238 million (2023: \$234.131 million).

(b) South Sea Cruises Pte Limited

Impairment test for goodwill

Goodwill of \$41.099m has been tested for impairment by reviewing the underlying net assets supporting the investment in subsidiary. The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$189,244,000 (2023: \$138,487,000). The key assumptions used in the estimation of value in use were as follows:

	2024	2023
Discount rate	14.50%	13.60%
Terminal value growth rate	1.00%	2.00%
Budgeted EBITDA growth rate (average of next five years)*	10.00%	4.00%

The discount rate was a post-tax measure based on the rate of 30-year US government bonds issued by the government in the relevant market and adjusted for country risk and an inflation differential to reflect the same currency as the cash flows, further adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU. The pre-tax discount rate was 18.92% (2023: 16.62%).

* Five years of cash flows were included in the discounted cash flow model. A long-term growth rate into perpetuity has been determined as the nominal gross domestic product (GDP) rates for Fiji.

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19. Intangible Assets (continued)

(b) South Sea Cruises Pte Limited (continued)

Budgeted EBITDA was based on expectations of future outcomes taking into account past experience, adjusted for the anticipated revenue growth. Revenue growth was projected taking into account the average growth levels experienced over the past five years and the estimated sales volume and price growth for the next five years.

Management has identified that a reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount

(c) Fiji Television Limited

Impairment test for goodwill

Goodwill of \$1.984m has been tested for impairment by reviewing the underlying net assets supporting the investment in subsidiary which holds the Group's 59.4% investment in Fiji Television Limited. Management value the investment in Fiji Television Limited at fair value less estimated costs to sell which is above cost and therefore have concluded that goodwill is not impaired. Fair value for Fiji Television Limited has been determined based on quoted price of shares traded on the South Pacific Stock Exchange at 30 June 2024 of \$2.00 (2023: \$2.10) less estimated cost to sell. A decrease in Fiji Television Limited's share price by more than \$1.02 (2023: 1.09) would result in impairment. The fair value measurement was categorised as a Level 1 fair value based on quoted prices. The carrying amount of the cash generating unit (CGU) in 2024 was determined to be lower than its recoverable amount of \$11.000 million (2023: \$11.471 million)

20. Equity Securities

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
(a) Listed/ quoted securities				
- Amalgamated Telecom Holdings Limited	4,611	4,129	-	-
- Fijian Holdings Unit Trust	10,420	9,311	9,094	8,154
- Pacific Green Industries Limited	1,123	1,123	-	-
- Fiji Care Insurance	2,471	864	-	-
- Kinetic Growth Fund	224	224	-	-
- Port Denarau Marina Limited	-	-	24,750	-
- Vision Investment Limited	248	248	-	-
- Flour Mills of Fiji Limited	2,621	2,768	2,312	2,442
	<u>21,718</u>	<u>18,667</u>	<u>36,156</u>	<u>10,596</u>

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FOR THE YEAR ENDED 30 JUNE 2024

20. Equity Securities (continued)	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
(b) Unlisted securities				
Shares in subsidiary companies				
- Basic Industries Pte Limited	-	-	17,329	18,288
- FHL Retailing Pte Limited	-	-	234,183	241,360
RB Patel Group Limited*				
- FHL Stockbrokers Pte Limited	-	-	828	736
- Pacific Cement Pte Limited	-	-	10,406	12,066
- FHL Fund Management Pte Limited	-	-	3,524	4,845
- FHL Properties Pte Limited	-	-	69,573	52,899
- Merchant Finance Pte Limited	-	-	49,630	40,806
- South Sea Cruises Pte Limited	-	-	163,400	101,499
Blue Lagoon Cruises Holding Pte Limited*				
Blue Lagoon Cruises Pte Limited*				
- FHL Media Pte Limited	-	-	39,858	39,229
Fiji Television Limited*				
Life Cinema Pte Limited*				
- Serendib Investment Pte Limited	-	-	-	-
	-	-	588,731	511,728
Shares in other companies				
- Goodman Fielder International (Fiji) Pte Limited	1,684	1,838	1,684	1,838
- ATH Internation Venture Pte Limited	11,256	-	11,256	-
- South Pacific Stock Exchange	15	15	-	-
- Fiji Gas Company Pte Limited	2,577	2,577	-	-
- Asian Paints (South Pacific) Pte Limited	2,498	2,720	2,498	2,720
- Marsh Pte Limited	-	-	4,646	5,580
- Newworld Pte Limited	-	-	10,945	10,930
- Golden Manufacturers Pte Limited	-	-	12,939	11,694
- Pernix Fiji Pte Limited	-	-	-	2,520
- Ritam Investment Pte Limited	-	-	-	-
- Motibhai and Company Pte Limited	3	3	-	-
	18,033	7,153	43,968	35,282
Total investments	39,751	25,820	668,855	557,606

* The results of these subsidiaries have been consolidated in the carrying value of FHL Retailing Pte Limited, South Sea Cruises Pte Limited and FHL Media Pte Limited respectively.

Equity securities designated as at FVOCI

The Company and the Group has designated the investments shown above as equity securities as at FVOCI because these equity securities represent investments that the Company and the Group intends to hold for the long-term for strategic purposes.

Dividend income recognised during the year is disclosed in Note 21.

No strategic investments were disposed of during 2024, and there were no transfers of any cumulative gain or loss within equity relating to these investments.

(c) Valuation of financial instruments

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: fair value is calculated using quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value is estimated using inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

Level 3: fair value is estimated using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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20. Equity Securities (continued)

(c) Valuation of financial instruments (continued)

Group	Carrying Amount					Fair Value			Total \$'000
	Amortised cost \$'000	FVOCI – debt instruments \$'000	FVOCI – equity instruments \$'000	Other financial liabilities \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	
30 June 2024									
Financial assets measured at fair value									
Listed equities	-	-	21,718	-	21,718	21,718	-	-	21,718
Unlisted equities	-	-	18,033	-	18,033	-	2,577	15,456	18,033
	-	-	39,751	-	39,751	-	-	-	-
Financial assets not measured at fair value									
Government bonds	800	-	-	-	800	-	825	-	825
	800	-	-	-	800	-	-	-	-
30 June 2023									
Financial assets measured at fair value									
Listed equities	-	-	18,667	-	18,667	18,667	-	-	18,667
Unlisted equities	-	-	7,153	-	7,153	-	2,577	4,576	7,153
	-	-	25,820	-	25,820	-	-	-	-
Financial assets not measured at fair value									
Government bonds	800	-	-	-	800	-	946	-	946
	800	-	-	-	800	-	-	-	-

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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20. Equity Securities (continued)

(c) Valuation of financial instruments (continued)

Company	Carrying Amount					Fair Value			Total \$'000
	Amortised cost \$'000	FVOCI – debt instruments \$'000	FVOCI – equity instruments \$'000	Other financial liabilities \$'000	Total \$'000	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	
30 June 2024									
Financial assets measured at fair value									
Listed equities	-	-	36,156	-	36,156	36,156	-	-	36,156
Unlisted equities	-	-	632,699	-	632,699	-	-	632,699	632,699
	-	-	668,855	-	668,855				
30 June 2023									
Financial assets measured at fair value									
Listed equities	-	-	10,596	-	10,596	10,596	-	-	10,596
Unlisted equities	-	-	547,010	-	547,010	-	-	547,010	547,010
	-	-	557,606	-	557,606				

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
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20. EQUITY SECURITIES (continued)

(c) Valuation of financial instruments (continued)

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Equity securities	<p>Dividends capitalisation technique: The valuation model is based on the future maintainable dividends and capitalisation rates.</p> <p>Market comparison technique: The valuation model is based on market multiples derived from quoted prices of companies comparable to the investee and the expected future maintainable earnings of the investee. The estimate is adjusted for the effect of control, size, country risk and the non-marketability of the equity securities.</p> <p>Net tangible assets: The valuation model is based on the recoverable amount of the net tangible assets of the business encompassing the equity security.</p>	<ul style="list-style-type: none"> • Capitalisation rates (2024: 9.5-12.5%; 2023: 8.3-12.4%) • Adjusted market multiple (2024: 6.0-7.5%; 2023: 6.4-7.6%) • Forecasted earnings • Recoverable amount of the net tangible assets 	The estimated fair value would increase/ (decrease) if any of the significant unobservable inputs were changed. Generally, a change in the annual growth rate is accompanied by directionally similar change in future maintainable dividends and earnings.
Government bonds	Market comparison - The fair value of the long term investment securities is based on market prices published by the Reserve Bank of Fiji.	Not applicable	Not applicable

Fair value of assets included in Level 3 are based on Directors' valuations. During the year ended 30 June 2024, there were no transfers in and out of fair value hierarchy levels mentioned above. There was no material movement between the opening and closing balances in Level 3 of the fair value hierarchy. The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair value.

	Group	Company
	\$'000	\$'000
Balance at 1 July 2022	4,527	501,363
Gain included in OCI		
- Net change in fair value	49	45,647
Balance at 30 June 2023	4,576	547,010
Balance at 1 July 2023	4,576	547,010
Additions	11,256	11,256
Disposals	-	(2,520)
Gain included in OCI		
- Net change in fair value	(376)	76,953
Balance at 30 June 2024	15,456	632,699

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

20. EQUITY SECURITIES (continued)

(c) Valuation of financial instruments (continued)


Sensitivity analysis

For the fair values of equity securities, a reasonably possible change of 10% at the reporting date to one of the significant unobservable inputs, holding other inputs constant would have the following effects:

	OCI net of tax	
	Increase	Decrease
	\$'000	\$'000
Capitalisation rates	(3,035)	3,035
Adjusted market multiple	25,472	(25,472)

21. Details of Investments

Name of company	Place of incorporation / principal country of operation	Ownership interest		Dividend income for the Company	
		2024 %	2023 %	2024 \$'000	2023 \$'000
(a) Listed/ quoted securities					
Fijian Holdings Unit Trust	Fiji	5.31	5.31	238	216
Port Denarau Marina Limited**	Fiji	27.50	-	220	-
Flour Mills of Fiji Limited	Fiji	4.30	4.30	52	52
				<u>510</u>	<u>268</u>
(b) Unlisted securities					
Subsidiary companies:					
Basic Industries Pte Limited	Fiji	51.01	51.01	-	-
Serendib Investments Pte	Fiji	75.00	75.00	-	-
South Sea Cruises Pte Limited	Fiji	100.00	100.00	1,500	-
- Blue Lagoon Cruises Holdings Pte Limited	Fiji	100.00	100.00	-	-
- Blue Lagoon Cruises Pte Limited	Fiji	96.10	96.10	-	-
Awesome Tourism Investment Pte Limited	Fiji	100.00	100.00	-	-
Pacific Property Holding Pte Limited	Fiji	100.00	100.00	-	-
Basic Holdings Pte Limited	Fiji	51.00	51.00	-	-
FHL Logistics Pte Limited	Fiji	100.00	100.00	-	-
FHL Retailing Pte Limited	Fiji	100.00	100.00	6,000	5,000
- RB Patel Group Limited	Fiji	54.33	54.33	-	-
FHL Stockbrokers Pte Limited	Fiji	100.00	100.00	-	-
Pacific Cement Pte Limited	Fiji	50.25	50.25	-	-
FHL Fund Management Limited	Fiji	100.00	100.00	253	1,200
FHL Properties Pte Limited	Fiji	100.00	100.00	-	-
FHL Media Pte Limited	Fiji	100.00	100.00	-	400
- Fiji Television Limited	Fiji	59.38	59.38	-	-
- Life Cinema Pte Limited	Fiji	71.63	71.63	-	-
Merchant Finance Pte Limited	Fiji	70.00	70.00	4,550	4,480
				<u>12,303</u>	<u>11,080</u>
Other companies					
Asian Paints (South Pacific) Pte Limited	Fiji	8.90	8.90	171	173
Goodman Fielder International (Fiji) Pte Limited	Fiji	10.00	10.00	176	176
Golden Manufacturers Pte Limited	Fiji	30.00	30.00	4,050	1,800
Pernix (Fiji) Pte Limited*	Fiji	-	21.00	-	-
Marsh Pte Limited	Fiji	25.00	25.00	650	425
New World Pte Limited	Fiji	20.30	20.30	1,164	1,076
ATH International Venture Pte Limited	Singapore	2.28	-	-	-
Ritam Investments Pte Limited	Fiji	30.00	30.00	-	-
				<u>6,211</u>	<u>3,650</u>
				<u>19,024</u>	<u>14,998</u>



FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

21. Details of Investments (continued)

*During the financial year, the Group completed the sale of its investment in Pernix (Fiji) Pte Limited. Consideration received from sale amounted to \$3.234m.

**During the financial year, the Group acquired a 27.5% interest in Port Denarau Marina Limited. The acquisition was completed on 27 March 2024, and the total consideration paid for the investment amounted to \$19.470 million.

22. Non-Controlling Interests

The Group has a number of subsidiaries which it controls but which also have significant non-controlling interests. The table set out below shows the interest that non-controlling interests have in each subsidiary that is material to the reporting entity.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

22. Non-controlling interests (continued)

	Basic Industries Pte Limited	Pacific Cement Pte Limited	Serendib Investment Pte Limited	Merchant Finance Pte Limited	RB Patel Group Limited	Fiji Television Limited	Life Cinema Pte Limited	Basic Holdings Pte Limited	Blue Lagoon Cruises Pte Limited	Intra-group eliminations	Total
30 June 2024											
NCI percentage	48.99%	49.75%	25.00%	30.00%	45.67%	40.62%	28.37%	49.00%	3.90%		
Non-current assets	28,281	5,646	-	145,005	106,204	2,322	2,473	-	17,160		
Current assets	29,484	13,850	235	39,948	20,684	6,906	195	242	10,033		
Non-current liabilities	(14,860)	(806)	-	(48,571)	(36,035)	(752)	(8,979)	-	(2,139)		
Current liabilities	(22,257)	(3,568)	(501)	(90,067)	(26,620)	(2,043)	(1,665)	(12)	(438)		
Net assets	20,648	15,122	(266)	46,315	64,233	6,433	(7,976)	230	24,616		
Net assets attributable to NCI	10,115	7,523	(67)	13,895	29,335	2,613	(2,263)	113	960	(2,228)	59,996
Revenue	52,566	30,782	2	21,961	184,394	6,087	4,445	-	3,340		
Profit/(loss)	4,384	3,129	(12)	10,032	12,491	(305)	261	(27)	1,882		
Other comprehensive income	-	-	-	-	-	-	-	-	-		
Total comprehensive income/(loss)	4,384	3,129	(12)	10,032	12,491	(305)	261	(27)	1,882		
Profit/(loss) allocated to NCI	2,148	1,557	(3)	3,010	5,705	(124)	74	(13)	73		12,427
Other comprehensive income allocated to NCI	-	-	-	-	-	-	-	-	-		-
Cash flows from/(used in) operating activities	6,799	(353)	11	5,665	17,422	(1,060)	356	(27)	(1)		
Cash flows (used in)/from investing activities	(6,464)	(320)	-	(629)	(14,994)	(384)	(193)	-	-		
Cash flows from/(used in) financing activities (dividends to NCI: \$7.771 million)	26	(175)	-	(2,842)	(5,801)	(259)	(405)	-	-		
Net increase/(decrease) in cash and cash equivalents	361	(848)	11	2,194	(3,373)	(1,703)	(242)	(27)	(1)		

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

22. Non-controlling interests (continued)

	Basic Industries Pte Limited	Pacific Cement Pte Limited	Serendib Investment Pte Limited	Merchant Finance Pte Limited	RB Patel Group Limited	Fiji Television Limited	Life Cinema Pte Limited	Basic Holdings Pte Limited	Blue Lagoon Cruises Pte Limited	Intra-group eliminations	Total
30 June 2023											
NCI percentage	48.99%	49.75%	25.00%	30.00%	45.67%	40.62%	28.37%	49.00%	3.90%		
Non-current assets	26,542	6,937	4	126,728	89,887	2,712	2,726	-	16,698		
Current assets	26,195	12,488	248	41,856	22,640	8,181	295	269	8,710		
Non-current liabilities	(12,762)	(835)	-	(55,559)	(29,046)	(970)	(9,806)	-	(2,206)		
Current liabilities	(23,712)	(6,598)	(506)	(70,242)	(21,238)	(3,186)	(1,452)	(12)	(468)		
Net assets	16,263	11,992	(254)	42,783	62,243	6,737	(8,237)	257	22,734		54,288
Net assets attributable to NCI	7,967	5,966	(64)	12,835	28,426	2,737	(2,337)	126	887	(2,255)	
Revenue	47,382	42,055	1,798	20,924	169,949	6,887	4,288	-	3,339		
Profit/(loss)	4,503	7,317	1,282	10,209	7,608	422	114	(211)	2,031		
Other comprehensive income	-	-	-	-	-	-	-	-	-		
Total comprehensive income/(loss)	4,503	7,317	1,282	10,209	7,608	422	114	(211)	2,031		
Profit/(loss) allocated to NCI	2,206	3,640	321	3,063	3,475	171	32	(103)	79		12,884
Other comprehensive income allocated to NCI	-	-	-	-	-	-	-	-	-		-
Cash flows from/(used in) operating activities	4,264	3,452	(860)	(1,066)	15,680	632	292	44	(12)		
Cash flows (used in)/from investing activities	(8,689)	(782)	7,457	(573)	(3,631)	135	(77)	-	-		
Cash flows from/(used in) financing activities (dividends to NCI: \$4.957 million)	5,490	(1,799)	(4,352)	(3,774)	(12,259)	(192)	(175)	-	-		
Net increase/(decrease) in cash and cash equivalents	1,065	871	2,245	(5,413)	(210)	575	40	44	(12)		

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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FOR THE YEAR ENDED 30 JUNE 2024

23. Investments in Associates

The Group's share of profit after tax in its equity accounted investees for the year was \$5.692 million (2023: \$5.615 million). Other comprehensive income in the equity accounted investees is \$nil (2023: \$nil). As a result, the Group's share of total comprehensive income is equal to its share of profit. The Group has interests in the following associates which are considered individually immaterial:

Marsh Pte Limited
Golden Manufacturers Pte Limited
Newworld Pte Limited
Ritam Investments Pte Limited
Port Denarau Marina Limited

Summary financial information for equity accounted investees, not adjusted for the percentage ownership held by the Group:

	Assets	Liabilities	Revenue	Expenses	Profit/ (loss)
	\$'000	\$'000	\$'000	\$'000	\$'000
2024	408,152	192,402	364,297	341,948	22,349
2023	363,875	180,769	388,121	363,876	24,245

Reconciliation of the carrying value of investments in associates:

	Group	
	2024	2023
	\$'000	\$'000
Opening balance	43,663	43,099
Equity accounted earnings of associates (net of tax) from continuing operations	5,692	5,615
Dividends from associates	(6,083)	(3,301)
Additions	19,470	-
Disposal	(2,686)	-
Impairment loss recognised	-	(1,750)
Closing balance	60,056	43,663

24. Payables and Provisions

	Group		Company	
	2024	2023	2024	2023
	\$'000	\$'000	\$'000	\$'000
Current				
Trade creditors	27,030	26,642	-	-
Provisions*	1,406	2,300	-	-
Accruals and other creditors	24,123	16,054	804	570
	52,559	44,996	804	570
Non-current				
Trade creditors	838	758	-	-
TOTAL	53,397	45,754	804	570

* The Group is defending certain product claims and has estimated a provision of \$1.406 million (2023: \$2.300 million) based on the terms and conditions of the underlying agreements, the type of supply, the period of claims and the supporting documents in relation to the supply. The expected outflows, if any, relating to the above provisions is expected to be within the next financial year.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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FOR THE YEAR ENDED 30 JUNE 2024

25. Employee Entitlements	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Current				
Annual leave	1,776	1,421	68	77
Bonus and gratuity	800	729	276	207
	<u>2,576</u>	<u>2,150</u>	<u>344</u>	<u>284</u>
Non-current				
Bonus and gratuity	-	2	-	-
	<u>-</u>	<u>2</u>	<u>-</u>	<u>-</u>
	<u>2,576</u>	<u>2,152</u>	<u>344</u>	<u>284</u>
26. Dividends Payable				
Dividends	<u>5,891</u>	<u>4,905</u>	<u>2,011</u>	<u>-</u>

This amount represents provision for dividends by group entities to their minority shareholders.

27. Borrowings

Current

Bank overdrafts secured (Note 11)	8,247	5,409	-	-
Term loans secured	19,701	14,351	5,717	3,774
Fixed term deposits and term borrowings*				
(unsecured) – third parties	71,476	54,986	-	-
– related parties	-	152	1,002	-
	<u>99,424</u>	<u>74,898</u>	<u>6,719</u>	<u>3,774</u>

Non-current

Term loans secured	138,511	100,316	55,754	42,391
Fixed term deposits and term borrowings*				
(unsecured) – third parties	47,271	53,418	-	-
	<u>185,782</u>	<u>153,734</u>	<u>55,754</u>	<u>42,391</u>

TOTAL

	<u>285,206</u>	<u>228,632</u>	<u>62,473</u>	<u>46,165</u>
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* Fixed term deposits and term borrowings relate to customer deposits with Merchant Finance Pte Limited and Fijian Holdings Unit Trust.

The bank overdraft, stand by facilities, and term loans of the group entities are secured as follows:

- Fijian Holdings Limited (FHL) – the term loan of \$31,471,000 (2023: \$16,166,000) and bank overdraft of \$nil (2023: \$nil) with Bank of South Pacific (“BSP Bank”, “BSP”) are secured by scrip lien over shares in FHL Media Pte Limited, FHL Retailing Pte Limited, FHL Logistics Pte Limited, FHL Stockbrokers Pte Limited, FHL Fund Management Pte Limited, FHL Properties Pte Limited, South Sea Cruises Pte Limited, Blue Lagoon Cruises Holdings Pte Limited, Awesome Tourism Investment Pte Limited, Pacific Property Holding Pte Limited, Basic Industries Pte Limited, Basic Holdings Pte Limited, Merchant Finance Pte Limited, Golden Manufacturers Pte Limited, Pacific Cement Pte Limited, Serendib Investment Pte Limited, Asian Paints Pte Limited, Goodman Fielder (Fiji) Pte Limited, Marsh Pte Limited, Newworld Pte Limited, Ritam Investments Pte Limited, scrip lien given by FHL Media Pte Limited over shares in Fiji Television Limited, Life Cinema Pte Limited, RB Patel Group Limited, scrip lien given by FHL Retailing Pte Limited over shares in RB Patel Group Limited, scrip lien given by Blue Lagoon Cruises Holdings Pte Limited over shares in Blue Lagoon Cruises Pte Limited.

Overdraft facilities of \$5,000,000 were available to the Company as at 30 June 2024 (2023: \$20,000,000) of which \$nil (2023: \$nil) was utilised. The overdraft facilities attract interest at a rate of 2.99% (2023: 3.50%) per annum.

The Company issued corporate bonds of \$30,000,000 during the prior year on SPX which are secured against second Registered Fixed Mortgages over Lot 1, Ratu Sukuna House, Lot 1, Vanua House and Lot 51, Ra Marama House and Deed of Priority between BRED Bank (Fiji) Pte Ltd, FHL Properties Pte Limited and SPX Trustees Limited over BRED Bank’s first registered mortgages with first priority ranking limited to \$30,000,000 to be accorded to SPX Trustees Limited in the event of default.

During the year, the Company obtained a loan of \$1,000,000 from FHL Retailing Pte Limited (FHRLR) at an interest rate of 2.99% per annum.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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FOR THE YEAR ENDED 30 JUNE 2024

27. Borrowings (continued)

The following table provides repayment details for the term loan:

30-Jun-24		
Term loan	\$'000	Repayment details
Loan 1	12,210	Monthly principal and interest repayments of \$413,000. Interest to be charged at the rate of 2.99% per annum.
Loan 2	19,261	Monthly principal and interest repayments of \$134,700. Interest to be charged at the rate of 2.99% per annum.
Corporate bond 1	15,200	Quarterly interest repayments of \$152,000 and principal payment upon maturity in November, 2025 . Interest to be charged at the rate of 3.00% per annum.
Corporate bond 2	10,800	Quarterly interest repayments of \$126,000 and principal payment upon maturity in November, 2027 . Interest to be charged at the rate of 3.50% per annum.
Corporate bond 3	4,000	Quarterly interest repayments of \$50,000 and principal payment upon maturity in November, 2029 . Interest to be charged at the rate of 3.75% per annum.
FHLR loan	1,002	Principal and interest repayment of \$1,060,000 upon settlement in June, 2025. Interest to be charged at the rate of 2.99% per annum.

- ii. South Sea Cruises Pte Limited – the term loan of \$14,852,000 (2023: \$15,585,000) and bank overdraft of \$Nil (2023: \$Nil) with BSP Bank are secured as follows:
- First registered general security interest agreement given by South Sea Cruises Pte Limited over all its rights property and undertakings of whatever kind and wherever situated whether present or after acquired and it includes called or uncalled and paid or unpaid capital.
 - First Charge Ships Mortgage over MV Dau Saru Cakau, MV Yasawa Flyer II, MV Ocean Dreaming, MV Cougar II, MV Panther, MV Tiger V and MV Sabre.
 - First Charge Registered Mortgage over the property situated at Malamala Island comprising the Malamala Beach Club being the land described in Itaukei sublease number 820719.
 - First registered general security interest agreement given by Blue Lagoon Cruises Pte Limited over all its rights property and undertakings of whatever kind and wherever situated whether present or after acquired and it includes called or uncalled and paid or unpaid capital.
 - First Charge Ships Mortgage given by Blue Lagoon Cruises Pte Limited over MV Fiji Princess.
 - First Charge Registered Mortgage given by Blue Lagoon Cruises Pte Limited over the property situated at Nanuya Lailai Island being the land described in Crown Grant Folio Number 1248.

Overdraft facilities of \$3,500,000 were available to the subsidiary company as at 30 June 2024 (2023: \$3,500,000) of which \$Nil (2023: \$Nil) was utilised. The overdraft facilities attract interest at a rate of 2.99% (2023: 3.50%) per annum.

The following table provides repayment details for the term loan:

30-Jun-24		
Term loan	\$'000	Repayment details
Loan 1	1,741	Monthly principal and interest repayments of \$64,445. Interest to be charged at the rate of 2.99% per annum.
Loan 2	2,554	Monthly principal and interest repayments of \$94,538. Interest to be charged at the rate of 2.99% per annum.
Loan 3	2,408	Monthly principal and interest repayments of \$89,143. Interest to be charged at the rate of 2.99% per annum.
Loan 4	2,081	Monthly principal and interest repayments of \$63,897. Interest to be charged at the rate of 2.99% per annum.
Loan 5	2,547	Monthly principal and interest repayments of \$55,401. Interest to be charged at the rate of 2.99% per annum.
Loan 6	3,521	Interest only repayments until Ferry build completed.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

27. Borrowings (continued)

iii. RB Patel Group Limited – the term loan of \$21,933,000 (2023: \$16,135,000) and bank overdraft of \$5,373,000 (2023: \$2,729,000) (together with letter of credit and guarantee facilities) from BSP is secured by:

- First Registered General Security Interest Agreement given by RB Patel Group Limited over all its rights, property and undertakings; of whatsoever kind and wherever situated. Whether present or after acquired. It includes its capital (called or uncalled and paid or unpaid capital).
- Registered first mortgage over property (CT No. 7082) situated at Queens Road, Martintar, Nadi.
- Registered first mortgage over property (CT No. 12085) situated at Ratu Dovi Road, Nasinu.

The bank loan (together with letter of credit and guarantee facilities) from ANZ Banking Group Ltd is secured by:

- Registered first mortgage over the property (CT No. 39150) situated at Queens Road, Suvavou, Lami.
- Registered first mortgage over property (CT No. 9815) situated at Queens Road, Pacific Harbour, Deuba.

Overdraft facilities from BSP of \$13,500,000 were available to the subsidiary company as at 30 June 2024 (2023: \$12,100,000) of which \$5,373,000 (2023: \$2,729,000) was utilised. The overdraft facilities attract interest at a rate of 2.99% (2023: 3.50%) per annum.

The following table provides repayment details for the term loan:

30-Jun-24		
Term loan	\$'000	Repayment details
Loan 1	8,016	Monthly principal and interest repayments of \$80,000. Interest to be charged at the rate of 2.99% per annum.
Loan 2	4,200	Monthly principal and interest repayments of \$80,000. Interest to be charged at the rate of 2.99% per annum.
Loan 3	2,442	Monthly principal and interest repayments of \$34,080. Interest to be charged at the rate of 2.99% per annum.
Loan 4	3,775	Monthly principal and interest repayments of \$60,000. Interest to be charged at the rate of 2.99% per annum.
Loan 5	3,500	Monthly principal and interest repayments of \$37,000. Interest to be charged at the rate of 2.99% per annum.

iv. Basic Industries Pte Limited – the finance lease of \$Nil (2023: \$137,000), term loan of \$15,789,000 (2023: \$13,506,000) and bank overdraft of \$Nil (2023: \$1,357,000) with BSP Bank is secured by a registered first mortgage debenture over all assets and undertakings of Basic Industries Pte Limited including its uncalled and unpaid capital and letter of comfort given by Fijian Holdings Limited in support of facilities amounting in aggregate to \$8.481 million held on account of Basic Industries Pte Limited.

Overdraft facilities of \$2,000,000 were available to the subsidiary company as at 30 June 2024 (2023: \$2,000,000) of which \$Nil (2023: \$1,357,000) was utilised. The overdraft facilities attract interest at a rate of 2.99% (2023: 3.50%) per annum.

Basic Industries Pte Limited leases vehicles and equipment with lease terms of 3 to 5 years. At the end of the lease, the respective vehicle and/or equipment is owned by Basic Industries Pte Limited. Loans of the subsidiary company are secured as follows:

- Unlimited debt and interest guarantee given by Standard Concrete Industries Pte Limited;
- Unlimited debt and interest guarantee given by Humes Industries (Souths Seas) Pte Limited;
- First registered mortgage given by Basic Industries Pte Limited over industrial property comprised in certificate of title number 36564, being Lot 1 on DP 9313; and
- First registered mortgage given by Basic Industries Pte Limited over industrial property comprised in certificate of title number 37075, being Lot 1 on DP 9416.

Monthly principal and interest repayments on the term loan is \$146,000 at a rate of 2.99% per annum.

v. Life Cinema Pte Limited – the term loan of \$4,671,000 (2023: \$4,928,000) and bank overdraft of \$262,000 (2023: \$89,000) with BSP Bank is subject to interest at 2.99%, is repayable by monthly instalments of \$54,666 (inclusive of interest) and is secured by:

- First Registered General Security Interest Agreement given by Life Cinema Pte Limited over all its rights, property and undertakings; of whatever kind and wherever situated whether present or after acquired and it includes called or uncalled and paid or unpaid capital.
- Unlimited Debt and Interest Guarantee given by Fijian Holdings Limited.

Overdraft facilities of \$350,000 were available to the subsidiary company as at 30 June 2024 (2023: \$350,000) of which \$262,000 (2023: \$89,000) was utilised. The overdraft facilities attract interest at a rate of 2.99% per annum.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

27. Borrowings (continued)

vi. FHL Properties Pte Limited – the term loan of \$43,892,000 (2023: \$22,763,000) and bank overdraft of \$2,611,000 (2023: \$1,234,000) with BRED Bank are secured as follows:

- First registered mortgage debenture over the assets and undertakings of the subsidiary company including its called and unpaid capital;
- Second registered mortgage over commercial property known as “Vanua House”; situated at Lot 1 DP 2763, 77 Victoria Parade, Suva City;
- Second registered mortgage over commercial property known as “Ratu Sukuna House” situated at Lot 1 DP 3929, 229-249 Victoria Parade, Suva City;
- Second registered mortgage over commercial property known as “Ra Marama House” situated at Gordon Street, Suva City;
- Deed of Pari Passu Agreement between BRED (Fiji) Pte Ltd, FHL Properties Pte Limited and South Pacific Stock Exchange over security items B,C and D with first priority ranking limited to \$30,000,000 to be accorded to South Pacific Stock Exchange in the event of default;
- First registered mortgage over commercial property known as “FHL Tower” (under construction) situated at the corner of Gordon and Gorrie Streets, Suva City;
- First registered mortgage over commercial property situated at 19 Gorrie Street, Suva City;
- First registered mortgage over commercial property situated at Lots 1 & 2 DP 1465, on 41 Gladstone Road, Suva;
- Deed of Assignment over rental income from above properties;
- Corporate guarantee from Fijian Holdings Limited; and
- First registered mortgage over vacant agricultural zoned property situated at Lot 2 DP 5334, off Momi Road, Nalovo, Nadi.

Overdraft facilities of 3,649,000 were available to the subsidiary company as at 30 June 2024 (2023: \$2,000,000) of which \$2,611,000 (2023: \$1,234,000) was utilised. The overdraft facilities attract interest at a rate of 3.90% per annum.

The following table provides repayment details for the term loan:

30-Jun-24

Term loan	\$'000	Repayment details
Loan 1	43,892	The loan is capitalizing interest and interest only payments will commence from November 2024 on a monthly basis of \$395,627.54 with interest rate of 3.90% (2023: 3.90%) per annum.

vii. Pacific Cement Pte Limited - Overdraft facilities of \$4,500,000 were available to the subsidiary company as at 30 June 2024 (2023: \$4,500,000) of which \$nil (2024: \$nil) was utilised. The overdraft facilities attract interest at a rate of 2.99% (2023: 3.50%) per annum. The overdraft facility is secured by a first registered security interest agreement given by the subsidiary company over all its rights, property and undertaking, of whatever kind and wherever situated, whether present or after acquired and it includes called or uncalled and paid or unpaid capital.

The Group did not have any defaults of principal or interest or other breaches with respect to its borrowings during the years ended 30 June 2024 and 2023.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

27. Borrowings (continued)

Reconciliation of movement of liabilities to cash flows from financing activities

Group	Term loan (secured) \$'000	Lease liabilities \$'000	Total \$'000
Balance at 1 July 2022	120,172	15,256	135,428
Changes from financing cash flows			
Proceeds from loans and borrowings	57,908	-	57,908
Repayment of borrowings	(64,201)	-	(64,201)
Payment of lease liabilities	-	(2,784)	(2,784)
Total changes from financing cash flows	(6,293)	(2,784)	(9,077)
Other changes			
Liability-related			
New lease liabilities	-	2,955	2,955
Remeasurements	-	(104)	(104)
Disposals	-	(396)	(396)
Interest expense	3,811	912	4,723
Interest paid	(3,023)	(810)	(3,833)
Total liability-related other changes	788	2,557	3,345
Balance at 30 June 2023	114,667	15,029	129,696
Changes from financing cash flows			
Proceeds from loans and borrowings	69,827	-	69,827
Repayment of borrowings	(28,371)	-	(28,371)
Payment of lease liabilities	-	(3,326)	(3,326)
Total changes from financing cash flows	41,456	(3,326)	38,130
Other changes			
Liability-related			
New lease liabilities	-	3,820	3,820
Remeasurements	-	1,587	1,587
Disposals	-	(115)	(115)
Interest expense	5,517	1,103	6,620
Interest paid	(3,428)	(1,102)	(4,530)
Total liability-related other changes	2,089	5,293	7,382
Balance at 30 June 2024	158,212	16,996	175,208

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

27. Borrowings (continued)

Reconciliation of movement of liabilities to cash flows from financing activities

Company	Term loan (secured) \$'000	Lease liabilities \$'000	Total \$'000
Balance at 1 July 2022	39,368	739	40,107
Changes from financing cash flows			
Proceeds from loans and borrowings	30,000	-	30,000
Repayment of borrowings	(23,203)	-	(23,203)
Payment of lease liabilities	-	(122)	(122)
Total changes from financing cash flows	6,797	(122)	6,675
Other changes			
Liability-related			
Interest expense	1,651	44	1,695
Interest paid	(1,651)	(44)	(1,695)
Total liability-related other changes	-	-	-
Balance at 30 June 2023	46,165	617	46,782
Changes from financing cash flows			
Proceeds from loans and borrowings	31,775	-	31,775
Repayment of borrowings	(15,467)	-	(15,467)
Payment of lease liabilities	-	(130)	(130)
Total changes from financing cash flows	16,308	(130)	16,178
Other changes			
Liability-related			
Interest expense	1,572	36	1,608
Interest paid	(1,572)	(36)	(1,608)
Total liability-related other changes	-	-	-
Balance at 30 June 2024	62,473	487	62,960

28. Share Capital

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Issued and fully paid				
Issued and paid up capital	30,465	30,465	30,465	30,465
	<u>30,465</u>	<u>30,465</u>	<u>30,465</u>	<u>30,465</u>

Shares have no par value.

All ordinary shares rank equally with regard to the Company's residual assets.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

29. Reserves

Asset revaluation reserve

The asset revaluation reserve consists of increments arising from the revaluation of the Group's property, plant and equipment.

Common control reserve

The acquisition of FHL Media Pte Limited in 2013 was accounted for as a common control transaction as at the time of this transaction both FHL Media Pte Limited and the Company were controlled by the same shareholder group. As a common control transaction, the acquisition did not reflect the fair value of assets and liabilities acquired or recording of additional goodwill at the time of the acquisition of FHL Media Pte Limited. The acquisition balance sheet of FHL Media Pte Limited reflected the carrying values for assets and liabilities acquired from FHL Media Pte Limited's consolidated accounting records. The difference between the fair value of the consideration given and the carrying value of the assets and liabilities acquired was recognised as a common control reserve in the consolidated financial statements. Upon disposal of all interests in FHL Media Pte Limited by the Group, this reserve will be transferred to retained earnings.

Fair value reserve

Fair value reserve consists of subsequent changes in the fair value of investments in equity instruments that are not held for trading.

Foreign currency translation reserve

The foreign currency translation reserve relates to foreign currency translation as at year end on consolidation of subsidiary companies operating in foreign jurisdictions whose financial statements and transactions are denominated in a currency other than the functional and presentation currency of the Group.

Other equity reserve

Other equity reserve relates principally to acquisition of minority interest shareholdings in Blue Lagoon Cruises Pte Limited and RB Patel Group Limited and disposal of shares in Merchant Finance Pte Limited to minority interests without loss of control.

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

29. Reserves (continued)

Group	Asset Revaluation Reserve \$'000	Common Control Reserve \$'000	Fair Value Reserve \$'000	Foreign Currency Translation Reserve \$'000	Other Equity Reserve \$'000	Total \$'000
Balance at 1 July 2022	9,117	9,926	16,407	(237)	(5,173)	30,040
Fair value movements	-	-	1,733	-	-	1,733
Balance at 30 June 2023	9,117	9,926	18,140	(237)	(5,173)	31,773
Fair value movements	-	-	1,441	-	-	1,441
Balance at 30 June 2024	9,117	9,926	19,581	(237)	(5,173)	33,214
Company						
Balance at 1 July 2022	-	-	310,173	-	-	310,173
Fair value movements	-	-	46,391	-	-	46,391
Balance at 30 June 2023	-	-	356,564	-	-	356,564
Fair value movements	-	-	68,101	-	-	68,101
Balance at 30 June 2024	-	-	424,665	-	-	424,665

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

30. Lease Commitments

Short term lease commitments

The Group has a number of leases with less than 12 months of lease term for which no right of use assets and lease liabilities have been recognised. The future aggregated minimum lease payments under these leases are as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Not later than 1 year	-	4	-	-
	<u>-</u>	<u>4</u>	<u>-</u>	<u>-</u>

Operating lease commitments – where a group company is the lessor

The group leases certain properties at varying terms and conditions. The future minimum lease payments receivable under these leases are as follows:

Not later than 1 year	4,575	5,514	-	-
Later than 1 year but not later than 5 years	7,400	10,166	-	-
Later than 5 years	3,517	5,000	-	-
	<u>15,492</u>	<u>20,680</u>	<u>-</u>	<u>-</u>

Amounts recognised in profit or loss

During 2024, investment property rentals of \$8.518 million (2023: \$7.037 million) were included in 'Operating revenue'. Direct operating expenses (including repairs and maintenance), were as follows:

Income-generating property	1,131	1,118	-	-
	<u>1,131</u>	<u>1,118</u>	<u>-</u>	<u>-</u>

31. Earnings Per Share

The calculation of earnings per share at 30 June 2024 was based on the profit attributable to ordinary shareholders of \$40.445 million (2023: \$37.567 million) and a weighted average number of ordinary shares outstanding of 304.647 million (2023: 304.647 million), calculated as follows:

	Group	
	2024 \$'000	2023 \$'000
Profit after income tax attributable to members of the Company	40,445	37,567
Weighted average number of shares outstanding ('000)	304,647	304,647
Basic and diluted earnings per share	<u>0.13</u>	<u>0.12</u>

32. Contingent Liabilities

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Non-performance guarantees given by the bank on behalf of group entities	855	1,062	-	-
Non-performance guarantees given by the bank on behalf of the Company	50	50	50	50

In the opinion of the directors, no loss is anticipated in respect of the above contingent liabilities.

The Company has provided a letter of support to certain subsidiary companies, Life Cinema Pte Limited and FHL Properties Pte Limited, undertaking that in the next 12 months it will provide sufficient financial assistance as and when it is needed to enable the subsidiary companies to continue operations and meet their financial obligations.

The Company has provided a corporate guarantee limited to 30% of the borrowings for Ritam Investments Pte Limited which amounted to \$27,683,700 at 30 June 2024 (2023: \$25,079,000).

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

33. Capital Commitments

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Commitments for capital expenditure not provided for in the financial statements are as follows:				
Approved and contracted*	7,106	25,008	-	-

* \$6,861,000 relates to construction of the FHL Tower and \$245,000 relates to purchase of land for RB Patel Group Limited.

Commitments in respect of loans and approved credit commitments offered but not yet advanced as at balance date amounted to approximately \$nil (2023: \$nil).

34. Related Party Information

Directors

The following were directors of the Company at any time during the financial year:

Rokoseru Nabalarua - Appointed on 27/10/2023 and appointed as Chairman on 01/04/2024 □
 Sakiusa Raivoce - Chairman until 01/04/2024 and appointed as Deputy Chairman on 01/04/2024
 Anthony Whitton □
 Litiana Loabuka □
 Ilimotama Cawi □
 Alifereti Kikau □
 Kamal Haer - Appointed on 27/10/2023 □
 Semi Lotawa - Appointed on 27/10/2023 □
 Anare Jale - Appointed on 20/02/2024 □
 Yogesh Karan - Retired on 27/10/2023 □
 Mereia Volavola - Retired on 27/10/2023 □
 Savendra Dayal - Retired on 27/10/2023 □
 Eseta Nadakuitavuki - Retired on 27/10/2023

Amounts paid to the directors during the year are disclosed in Note 6(b).

Identity of related parties

All material ownership interests in related parties are disclosed in Note 21. The Group also has related party transactions within the Group which are eliminated upon consolidation.

Key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

During the year the following persons were the executives identified as key management personnel, with the greatest authority and responsibility for planning, directing and controlling the activities of the Group:

Name	Title
Fijian Holdings Limited	
Jaoji Koroï	Group Chief Executive Officer
Susie Waqanibaravi	Group Chief Finance Officer (appointed - October 2023)
Abilash Ram	Group Chief Finance Officer (resigned - September 2023)
Pretty Pritika	Manager Audit, Risk and Compliance
Tanya Nacagilevu	Group Manager Human Resources
Josua Satavu	Group Manager Investments
Mereoni Matavou	Group Manager Legal & Company Secretary
Sitiveni Nabuka	Group Manager IT (appointed - June 2024)

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

34. Related Party Information (continued)

Key management personnel (continued)

Fiji Television Limited

Sunjeewa Perera Chief Executive Officer (appointed - May 2024)

South Sea Cruises Pte Limited

Brad Rutherford Chief Executive Officer

Basic Industries Pte Limited

Ritesh Dass Chief Executive Officer

Pacific Cement Pte Limited

Bobby Maharaj Chief Executive Officer (resigned - January 2024)

Merchant Finance Pte Limited

Naibuka Saune Chief Executive Officer (resigned - September 2023)

Veilawa Rereiwaliwa Chief Executive Officer (appointed - January 2024)

RB Patel Group Limited

Deepak Rathod Chief Operating Officer

The aggregate compensation of key management personnel of the Group comprising only short-term benefits amounted to \$2.589 million (2024: \$2.449million).

Transactions with related parties

During the year, the Group entered into various transactions with related parties. The aggregate value of major transactions with related parties during the year is as follows:

Management fees

The Company has management agreements in place with its subsidiary companies for the provision of management services during the year. Management fees received during the year were as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Merchant Finance Pte Limited	-	-	428	807
FHL Retailing Pte Limited	-	-	720	720
FHL Fund Management Pte Limited	-	-	168	168
FHL Properties Pte Limited	-	-	264	264
Pacific Cement Pte Limited	-	-	102	102
FHL Media Pte Limited	-	-	48	48
	-	-	1,730	2,109

Dividend income

Dividends received during the year have been disclosed in Note 21.

Interest income

The Company provided loans and advances to its subsidiary companies during the year. Interest income received by the Company during the year is as follows:

Blue Lagoon Cruises Holding Pte Limited	-	-	19	10
South Sea Cruises Pte Limited	-	-	105	191
FHL Properties Pte Limited	-	-	1,350	903
	-	-	1,474	1,104

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

34. Related Party Information (continued)

Transactions with related parties (continued)

Interest expense

The Company also obtained loans and advances from its subsidiary companies during the year. Interest expense paid by the Company during the year is as follows:

	Group		Company	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
FHL Retailing Pte Limited	-	-	2	-
Merchant Finance Pte Limited	-	-	170	99
	-	-	172	99

Amounts receivable from/payable to related parties

During the year, the Company advanced loans to its subsidiary companies. The subsidiary companies also advanced loans to the Company. The loans are unsecured. Amounts receivable from / payable to related parties as at reporting date is as follows:

Loans and advances receivable

FHL Properties Pte Limited	-	-	23,110	37,953
South Sea Cruises Pte Limited	-	-	-	5,895
Cloud Investment Pte Limited	-	-	397	397
Pacific Property Pte Limited	-	-	100	100
Ritam Investment Pte Limited	-	-	2,223	2,223
Serendib Investment Pte Limited	-	-	196	203
FHL Media Pte Limited	-	-	508	-
Blue Lagoon Cruises Holding Pte Limited	-	-	-	397
	-	-	26,534	47,168

Other receivables

Basic Industries Pte Limited	-	-	3,650	4,697
Pacific Cement Pte Limited	-	-	-	10
FHL Fund Management Pte Limited	-	-	5	-
FHL Properties Pte Limited	-	-	840	971
Golden Manufacturers Pte Limited	-	-	3,600	1,200
South Sea Cruises Pte Limited	-	-	-	2,450
Merchant Finance Pte Limited	-	-	2,770	3,214
Pernix PNG	-	-	-	5,304
Marsh Pte Limited	-	-	355	30
Fiji Television Limited	-	-	4	4
	-	-	11,224	17,880

Loans payable

FHL retailing Pte Limited	-	-	1,002	-
Merchant Finance Pte Limited	-	-	4,881	4,881
	-	-	5,883	4,881

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

35. Segment Information

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

The following summary describes the operations of each reportable segment:

Reportable segments	Operations
Construction	Sales of cement, concrete and concrete products
Property	Owners and administrators of properties, and rental of property
Finance	Asset and loan financing, and acceptance of term deposits
Tourism	Provision of sea transportation services and boat charters
Media	Television and communications
Retail	Retailing and wholesaling of general merchandise
Investment	Equity investments
Other	Securities and management services

FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024

35. Segment Information (continued)

Primary Reporting - Business Segments

2024	Construction	Property	Finance	Tourism	Media	Retail	Investment	Other	Inter Segment	Total Group
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
External Operating Revenue										
Sale of goods	83,213	-	-	-	-	176,914	-	-	(9,881)	250,246
Rendering of services	83,213	-	-	71,347	9,803	-	1,730	-	(5,247)	77,633
Revenue from contracts with customers										
Rental income	-	3,640	-	-	-	5,834	-	-	(956)	8,518
Interest income	-	-	24,341	-	-	-	-	-	-	24,341
Fee income	-	-	1,550	-	-	-	-	-	-	1,550
Interest expense	-	-	(3,716)	-	-	-	-	-	-	(3,716)
Other	-	-	-	-	-	-	19,024	15,546	(31,564)	3,006
Total operating revenue/ net interest income										
Profit/(loss) before tax	9,949	3,263	13,453	23,344	500	16,646	16,936	7,456	(21,407)	70,140
Income tax (expense)/benefit	(2,435)	(816)	(3,421)	(5,136)	13	(4,155)	(767)	(551)	-	(17,268)
Other material non-cash items:										
- Impairment losses on non-financial assets	-	-	-	(930)	-	-	-	-	-	(930)
- Impairment losses on loans, advances and receivables	535	(1)	838	(1)	(98)	(58)	384	-	(398)	1,201
Depreciation and amortisation	(4,255)	(70)	(1,151)	(4,603)	(1,106)	(2,305)	(256)	(766)	(99)	(14,611)
Share of profit of equity-accounted investees	-	-	-	280	-	2,004	-	3,408	-	5,692
Total assets	77,134	156,778	184,405	89,938	41,467	124,935	715,381	265,438	(892,299)	763,177
Equity accounted investees	-	-	-	19,530	-	11,040	-	29,486	-	60,056
Capital expenditure	8,741	21,789	609	9,572	575	15,146	79	326	-	56,837
Total liabilities	41,363	87,146	138,091	46,309	12,763	60,702	66,467	10,872	(63,324)	400,389


**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024**

35. Segment Information (continued)
Primary Reporting - Business Segments (continued)

2023	Construction \$'000	Property \$'000	Finance \$'000	Tourism \$'000	Media \$'000	Retail \$'000	Investment \$'000	Other \$'000	Inter Segment \$'000	Total Group \$'000
External Operating Revenue										
Sale of goods	89,015	-	-	-	-	165,351	-	-	(11,970)	242,396
Rendering of services	-	-	-	62,672	10,281	-	2,109	255	(2,185)	73,132
Revenue from contracts with customers	89,015	-	-	62,672	10,281	165,351	2,109	255	(14,155)	315,528
Rental income	-	3,376	-	-	-	4,468	-	-	(807)	7,037
Interest income	-	-	23,084	-	-	-	-	-	-	23,084
Fee income	-	-	1,084	-	-	-	-	-	-	1,084
Interest expense	-	-	(3,865)	-	-	-	-	-	-	(3,865)
Other	-	-	-	-	-	-	14,998	12,949	(27,278)	669
Total operating revenue/ net interest income	11,174	1,382	11,901	18,461	1,033	14,337	13,017	6,877	(14,967)	63,215
Profit/(loss) before tax	646	(1,657)	(1,692)	(4,370)	53	(6,728)	1,470	(486)	-	(12,764)
Income tax (expense)/benefit	-	-	-	-	-	-	-	-	-	-
Other material non-cash items:										
- Impairment losses on non-financial assets	(107)	-	-	(180)	(713)	-	-	(1,815)	-	(2,815)
- Impairment losses on loans, advances and receivables	210	(3)	(519)	(30)	443	204	(846)	(7)	219	(329)
Depreciation and amortisation	(3,363)	(105)	(932)	(3,901)	(1,229)	(1,760)	(313)	(730)	(357)	(12,690)
Share of profit of equity-accounted investees	-	-	-	-	-	2,461	-	3,154	-	5,615
Total assets	72,164	128,031	167,653	80,174	42,062	111,996	620,263	268,958	(839,190)	652,111
Equity accounted investees	-	-	-	-	-	11,584	-	32,079	-	43,663
Capital expenditure	9,401	24,641	673	2,092	286	1,160	38	353	2,203	40,847
Total liabilities	43,906	76,506	124,870	53,305	14,191	49,754	47,515	6,747	(87,980)	328,814

The results of the Company are reported under the investment segment. Operating revenue for the Company includes revenue from rendering of services of \$1,730,000 (2023: \$2,109,000) and other revenue of \$19,04,000 (2023: \$14,998,000).

The Group operates in Fiji and in PNG with the PNG operations not being material and therefore do not require separate segment disclosures. The fee income above relates to financial assets not measured at FVTPL. These figures exclude amounts incorporated in determining the effective interest rate on such financial assets.



**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS - CONTINUED
FOR THE YEAR ENDED 30 JUNE 2024**

36. Events Subsequent to balance date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect significantly the operations of the Company and the Group, the results of those operations, or the state of affairs of the Company and the Group, in subsequent financial years, except for the following:

Subsequent to the end of the financial year, the Company completed a transaction to acquire a 25% shareholding in Higgins Holdings (Fiji) Pte Limited. The acquisition was finalized on 31 July 2024. The impact of this acquisition on the Group's financial position and results will be reflected in the financial statements for the period in which the transaction is reported, and further details will be provided in those statements.

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FOR THE YEAR ENDED 30 JUNE 2024**

South Pacific Stock Exchange Listing Requirements

Listing requirements of the South Pacific Stock Exchange (not included elsewhere in these financial statements)

a) Statement of interest of each Director in the share capital of the Company or in a related corporation as at 30 June 2024 included:

	<u>Beneficially</u>		<u>Non-beneficially</u>	
	<u>Additions</u>	<u>Holding</u>	<u>Additions</u>	<u>Holding</u>
Sakiusa Raivoce	(100,739)	1,213,000	-	-
Rokoseru Nabalarua	147	15,309	-	-

b) Distribution of Shareholding

<u>No. of Shareholders</u>	<u>Shareholding</u>	<u>Total Percentage Holding</u>
267	0 - 500 shares	0.02
611	501 - 5,000 shares	0.48
296	5,001 - 10,000 shares	0.71
198	10,001 - 20,000 shares	0.89
83	20,001 - 30,000 shares	0.67
44	30,001 - 40,000 shares	0.50
32	40,001 - 50,000 shares	0.47
73	50,001 - 100,000 shares	1.67
133	100,001 - 1,000,000 shares	14.52
19	Over 1,000,000 shares	80.07
		<u>100.00</u>

c) Top 20 shareholders

<u>Name</u>	<u>No. of shares</u>
1 iTaukei Affairs Board	107,800,400
2 iTaukei Trust Fund Board	100,211,663
3 iTaukei Land Trust Board	8,846,660
4 Cakaudrove Provincial Holdings Company Limited	3,001,521
5 Ratu Sir K Mara Education Trust Fund	3,000,000
Cicia Plantation Co-Operative Society Ltd	3,000,000
6 Macuata Provincial Council	2,109,940
7 Tailevu Dairy Farmers Co-Operative Society Ltd	2,000,000
8 Vanua Ko Lovoni Investment Ltd	1,798,050
9 iTaukei Land Trust Board ATF Mataqali Serau, Nabiti, Dreketi, Macuata	1,635,500
10 Bua Provincial Council	1,417,219
11 Duavata Holdings Ltd	1,410,000
12 Sakiusa & Anaseini Raivoce	1,213,000
13 Serua Provincial Council	1,166,860
14 Inoke Luveni	1,133,393
15 Musalevu Koro Investment Ltd	1,087,540
16 Kadavu Provincial Council	1,083,286
17 Lomati Village Investment Limited	1,023,019
18 Moala Tikina Council	1,010,050
19 Dogotuki Tikina Council	1,000,000
Mavana Investment Ltd	1,000,000
Nabukebuke Holdings Ltd	1,000,000
Naqarani Holdings Ltd	1,000,000
20 Kiri Verewale Richmond	992,403

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FOR THE YEAR ENDED 30 JUNE 2024**

South Pacific Stock Exchange Listing Requirements (continued)

d) Share price details:

Highest share price during the year was \$1.08

Lowest share price during the year was \$0.89

Share price at year end was \$1.00

e) Attendance at Board Meetings:

<u>Name</u>	<u>No of meeting</u>	<u>No attended</u>
Yogesh Karan (Retired 27 October 2023)	3	3
Anthony Whitton	9	9
Sakiusa Raivoce	9	9
Savendra Dayal (Retired 27 October 2023)	3	3
Eseta Nadakuitavuki (Retired 27 October 2023)	3	1
Mereia Volavola (Retired 27 October 2023)	3	3
Litiana Loabuka	9	8
Ilimotama Cawi	9	8
Alifereti Kikau	9	9
Rokoseru Nabalarua (Appointed 27 October 2023)	6	6
Kamal Haer (Appointed 27 October 2023)	6	3
Semi Lotawa (Appointed 27 October 2023)	6	5
Anare Jale (Appointed 20 February 2024)	4	4

f) Share register:

Central Share Registry Pte Limited

Shop 1 and 11, Sabrina Building

Victoria Parade

Suva

Company Secretary – Mereoni Matavou

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FOR THE YEAR ENDED 30 JUNE 2024**

South Pacific Stock Exchange Listing Requirements (continued)

g) Disclosure under Section 51.2

	FHL Fund Management Pte Limited	South Sea Cruises Pte Limited	FHL Properties Pte Limited	FHL Stock-brokers Pte Limited	FHL Retailing Pte Limited	FHL Industries Pte Limited	Basic Industries Pte Limited	Pacific Cement Pte Limited	Merchandise Finance Pte Limited	FHL Logistics Pte Limited	Serendib Investment Pte Limited	FHL Media Pte Limited	Basic Holdings Pte Limited	Awesome Tourism Pte Limited	Pacific Property Holding Pte Limited
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Turnover	2,625	68,053	3,640	174	195,495	52,431	30,782	-	22,175	-	-	9,803	-	-	-
Other income	85	117	2,164	12	1,646	135	-	-	(214)	-	2	1,305	-	-	-
	2,710	68,170	5,804	186	197,141	52,566	30,782	2	21,961	-	2	11,108	-	-	-
Depreciation	(265)	(4,011)	(70)	(122)	(2,805)	(3,564)	(691)	-	(1,151)	-	-	(1,106)	-	-	-
Interest income/ (expense)	8	(725)	(72)	2	(1,522)	(544)	312	-	(235)	-	-	(338)	-	-	-
Other expenses	(1,930)	(42,552)	(2,398)	-	(169,157)	(42,674)	(26,238)	(15)	(7,122)	-	(15)	(9,164)	(27)	(122)	-
Income tax expense/ (benefit)	(129)	(4,503)	(816)	86	(4,577)	(1,400)	(1,035)	-	(3,421)	-	-	13	-	-	-
Profit/(loss) after tax	394	16,379	2,448	152	19,080	4,384	3,130	(13)	10,032	-	(13)	513	(27)	(122)	-
Assets	3,094	65,256	156,842	828	369,254	57,764	19,497	235	184,953	1	184,953	41,108	242	2,254	200
Liabilities	578	46,242	87,210	-	64,933	37,116	4,375	501	138,638	918	138,638	12,404	12	2,506	200
Shareholders' equity	2,516	19,014	69,632	828	304,321	20,648	15,122	(266)	46,315	(917)	(266)	28,704	230	(252)	-

**FIJIAN HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
FOR THE YEAR ENDED 30 JUNE 2024**

South Pacific Stock Exchange Listing Requirements (continued)

h) 5 Year Comparative

Year	2020	2021	2022	2023	2024
Dividend payment (\$m)	7.53	1.25	1.52	4.02	6.09
Earnings per share (¢)	2	(4)	3	12	13
Group total assets (\$m)	651.29	624.74	631.48	652.11	763.18
Group shareholders fund (\$m)	287.91	266.14	280.28	323.30	362.79
Group operating revenue (\$m)	289.76	222.25	250.85	343.54	361.58
Company operating revenue (\$m)	20.35	12.18	17.85	17.11	20.75
Group profit/(loss) before tax (\$m)	7.69	(15.96)	18.63	63.22	70.14
Company profit before tax (\$m)	15.00	8.40	8.35	13.02	16.94

PROXY FORM

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

Name of the Member: _____

Registered Address: _____

SIN: _____

I/We, being the member(s) of _____ shares of Fijian Holdings Limited, hereby appoint:

1. Name _____, of _____ or failing that;

2. Name _____, of _____

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the General Meeting of the Company, to be held at **3:00pm, Thursday 31st October 2024** at the **Harbour Point Convention Centre, 1 Marine Drive, Lami, Suva** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements			
2.	Confirmation of Interim Dividend Declaration and Special Dividend Declaration			
3a)	Election of Ilimotama Cawi as an Independent Director			
b)	Election of Marica Wati Rokovada as an Independent Director			
c)	Appointment of Savenaca Alexander Seniloli as a Director representing the majority shareholders			
4.	Reappointment of Auditors			
5.	Special Business			

Signed this _____ day of _____ 2024.

Signature of Member(s) _____

Notes:

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the '*For*'/'*Against*'/'*Abstain*' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, "*Appointment of Corporate Representative*" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at Fijian Holdings Limited, Level 7 Ra Marama, 91 Gordon Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or email to companysecretary@fijianholdings.com.fj on or before **3:00pm, Tuesday 29th October 2024** being **not later than 48 hours** before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Appointment of Corporate Representative

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to Section 160 of Companies Act 2015]

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

Insert the name of the body corporate making the appointment

Hereby appoints

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

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

Of

Fijian Holdings Limited

SIGNATURES- THIS MUST BE COMPLETED

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

Information

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

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

The appointment must be made in accordance with the company'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.






Registered Office:

 Fijian Holdings Ltd.
Level 7 Ra Marama House,
91 Gordon Street,
P.O. Box 2110 Government Buildings
Suva, Fiji

 679 3305017

 679 3305020

 www.fijianholdings.com.fj

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