



SHREEDHAR

MOTORS

SHREEDHAR MOTORS LIMITED

2025
ANNUAL REPORT



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1. About This Report

This Annual Report presents the activities, performance, and governance developments of **Shreedhar Motors Limited (SML)** for the financial year ended **31 December 2025**. It is the Company's first Annual Report following its listing on the **South Pacific Stock Exchange (SPX)** on **18 March 2026**.

This report provides shareholders and stakeholders with an overview of SML's operations, performance, governance developments, and strategic direction during the period. It also includes the disclosures required under the SPX Listing Rules, including the Company's Annual Compliance Report on Corporate Governance (Appendix A).

Scope and Reporting Boundary

This report covers the operations of Shreedhar Motors Limited across its dealership network in **Suva, Lautoka, Labasa, and Lami**. It focuses on the Company's core activities as an authorised distributor for **Ford** and **Subaru**, operating under a fully integrated **4S model** (Sales, Service, Spare Parts and Surveys).

Financial information presented in this report is drawn from the **audited financial statements for the year ended 31 December 2025**, which are included in full in Section 8. These financial statements relate to a period **prior to the Company's IPO and listing** and include the effects of the pre-IPO restructure undertaken during the year.

Use of Prospectus Information

Certain information within this report has been adapted from the Company's Prospectus dated 18 December 2025 where relevant to understanding the Company's business, governance framework, and strategic direction.

Forward-Looking Statements

This report contains forward-looking statements regarding SML's strategy, priorities, and outlook. These statements are based on current expectations and assumptions and are subject to risks and uncertainties. Actual outcomes may differ. SML does not undertake to update forward-looking statements except as required by law.

Availability

This Annual Report is available on the Company's website and through the SPX platform. Printed copies may be requested from the Company Secretary.

2. Chairman's Message

Dear Shareholders,

It is my pleasure to present the first Annual Report of **Shreedhar Motors Limited (SML)** as a publicly listed company. The year under review and the subsequent months up until the date of this report mark a defining milestone in our long history, with SML successfully listing on the **South Pacific Stock Exchange (SPX)** on 18 March 2026. This achievement reflects the confidence placed in the Company by our customers, employees, our global brand partners Ford and Subaru, and now, our public shareholders.

A Year of Purposeful Transition

The transition from a long-established private company to a listed entity has been both significant and transformative. Listing has strengthened our governance foundations, broadened our shareholder base, and positioned SML for disciplined long-term growth.

Throughout the year, the Board focused on ensuring that the Company's systems, reporting processes, and oversight structures evolved appropriately for its transition to a publicly listed company.

The Company continued to benefit from the strength of the Ford and Subaru brands and the resilience of its integrated dealership model, supporting stable operational performance during the year.

Strong Financial Results

SML delivered a strong financial performance during 2025, with record sales revenue of \$54.4 million, representing growth of 5.5% compared with 2024 and marginally above the forecast outlined in the Company's IPO Prospectus.

Adjusted Net Profit After Tax (excluding non-recurring restructuring gains) of \$6.4 million was also broadly in line with Prospectus forecasts, while remaining consistent with the Company's underlying operational performance achieved in 2024.

Strengthening Our Strategic Position

The Board remains committed to the strategic priorities outlined at the time of listing. During the year, the Company maintained its focus on operational execution and organisational readiness for public listing, while continuing to evaluate medium-term expansion opportunities across Fiji.

We also continued to strengthen the Company's digital capabilities to support operational efficiency, customer engagement, and improved decision-making.

Governance and Stewardship

As a newly listed company, the Board has placed strong emphasis on governance maturity. During the year, we strengthened internal reporting structures and enhanced oversight processes across the business.

Following the end of the financial year, and in preparation for SML's listing on the SPX, the Board strengthened its governance framework by appointing three Independent Directors and establishing the Audit & Risk Committee and the Nomination & Remuneration Committee. These enhancements were implemented in early 2026 and reflect the Company's commitment to meeting the expectations of a listed entity.

The Board also continued to oversee the Company's risk management framework, with the aim of supporting SML's resilience in the face of supply chain pressures, evolving customer preferences, and the broader economic environment.

Commitment to Shareholders

SML has a long history of delivering returns to its shareholders, and the Board remains committed to a disciplined and sustainable dividend policy. As outlined in our Prospectus, the Company intends to maintain a payout ratio aligned with long-term profitability and capital requirements, ensuring that we balance shareholder distributions with the need to invest in future growth.

Looking Ahead

The automotive industry continues to evolve, shaped by technology, customer expectations, and global trends. SML is well positioned to navigate this environment, supported by strong brands, a capable management team, and a clear strategy. Our focus for the year ahead includes:

Growth	Customer	Discipline
National expansion opportunities	After-sales capability	Financial & operational management

As we look to the future, the Board remains confident in the Company's direction and its ability to create long-term value for shareholders.

Acknowledgements

On behalf of the Board, I extend my sincere appreciation to our employees for their dedication, to our global brand partners **Ford and Subaru** for their continued trust, and to our customers for choosing SML. I also extend my appreciation to our new public shareholders who joined us through the IPO, alongside the founding family shareholders who have guided the Company for nearly six decades. Your confidence in

SML at this pivotal moment has been instrumental in establishing a strong foundation for our first year as a listed company.

We look forward to building on this foundation and continuing SML's journey as one of Fiji's most trusted automotive companies.



Satya Prakash Maharaj

Chairman

Shreedhar Motors Limited



3. CEO’s Review

Dear Shareholders,

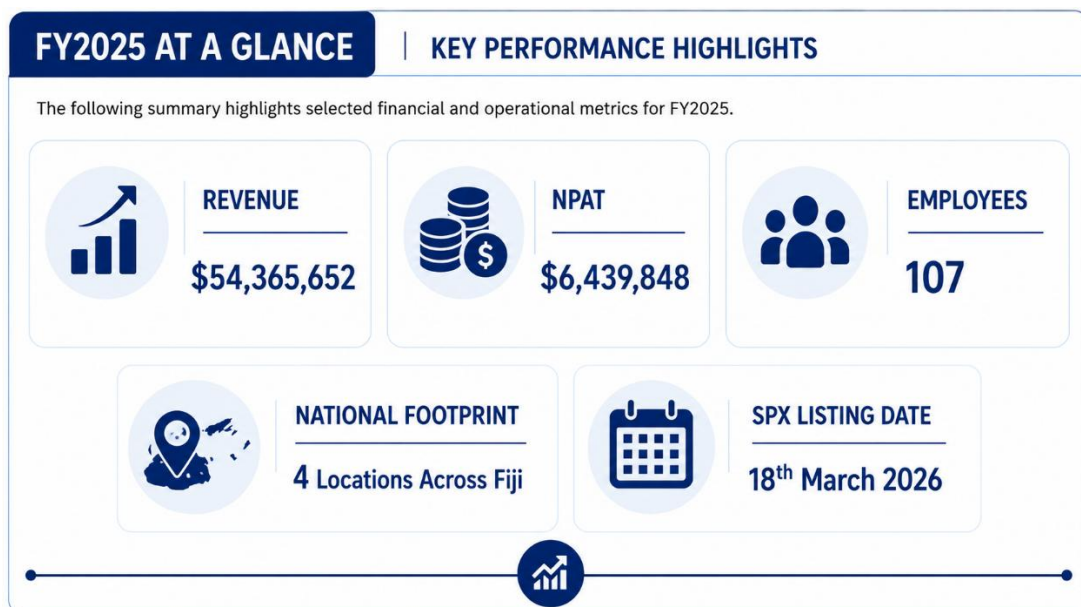
It is my pleasure to present the CEO’s Review for the year ended 31 December 2025. The year under review was one of transition, disciplined execution, and organisational focus as the Company completed its pre-IPO restructure and prepared for listing on the South Pacific Stock Exchange (SPX).

Operational Performance and Business Momentum

Our core automotive business continued to perform strongly throughout the year, supported by growing customer demand for the **Next-Generation Ford Ranger**, the enduring appeal of the **Ford Everest**, and the continued strength of **Subaru’s** SUV range, including the **Outback**, **Forester**, and **Crosstrek**. These models remain central to our market position and reinforce the value of our long-standing relationships with **Ford** and **Subaru**.

The audited financial statements for the year ended **31 December 2025**, released to the market on 24 April 2026, confirmed that SML’s performance was consistent with, and slightly exceeded the projections disclosed in our Prospectus. This outcome reflects the resilience of our business model and the disciplined execution delivered across the organisation

While the FY2025 result included several non-recurring restructuring items associated with the pre-IPO reorganisation, the underlying performance of the automotive business remained stable, as highlighted in the following performance summary. The Board and management team are encouraged by this consistency, particularly in a year where significant organisational effort was directed toward preparing the Company for public listing.



Customer Experience

Our integrated dealership model continues to differentiate SML in the Fiji automotive market. During the year, we focused on strengthening customer experience across all touchpoints, ensuring that our service standards remain aligned with the expectations of our principals and the needs of our customers.

We continued to invest in technician training, diagnostic capability, and service-bay efficiency, recognising that after-sales support is a critical driver of customer loyalty and long-term brand strength. Several manufacturer-led technical and customer-service training programmes were also undertaken during the year in collaboration with Ford and Subaru regional teams.

Digital Transformation and Operational Efficiency

Building on the digital foundations established prior to listing, we continued to enhance our systems and processes to support a more connected and data-driven operating environment. Our cloud-based dealership management platform has improved visibility across sales, service, and inventory, enabling more informed decision making and better customer engagement.

Digital channels also played an increasingly important role in customer acquisition and brand presence. Our online platforms and social media channels continued to grow in reach and engagement, supporting both sales activity and brand awareness.

Network Expansion and Strategic Projects

As outlined in the Prospectus, SML has secured strategic land holdings in **Labasa** and **Nadi** to support future expansion opportunities. Planning activities continued during the year, with development sequencing to be aligned to operational priorities, capital allocation considerations, and market conditions.

These projects remain important components of our medium-term strategy and will be progressed in a staged and financially disciplined manner, ensuring that capital allocation aligns with market conditions, operational priorities, and shareholder expectations.

People and Culture

Our people remain at the heart of SML's success. Throughout the year, our teams demonstrated professionalism, adaptability, and commitment as the Company navigated the demands of the listing process and continued to deliver strong customer outcomes. We continued to invest in training, technical capability, and leadership development to ensure that our workforce remains equipped to support the Company's growth.

In preparation for listing, SML implemented several governance enhancements during early 2026, including the appointment of Independent Directors and the establishment of Board Committees aligned with SPX governance expectations.

Outlook

Looking ahead, SML is well positioned to build on its strong foundations. Our priorities for the coming year include:

- improving service throughput and after-sales capability
- strengthening inventory planning and supply-chain coordination
- enhancing customer engagement and digital interaction channels
- continuing workforce capability development
- maintaining operational discipline and execution focus

The automotive industry continues to evolve, and SML is committed to ensuring that our customers, employees, and shareholders benefit from a business that is forward-looking, resilient, and well governed.

I would like to thank our Board for its guidance, our employees for their dedication, our principals **Ford** and **Subaru** for their continued trust, and our customers for choosing SML. I also welcome our new public shareholders and look forward to delivering long-term value as we embark on this next chapter.



Arvin Narayan

Chief Executive Officer

Shreedhar Motors Limited

4. About Shreedhar Motors Limited

Corporate Overview

Shreedhar Motors Limited (“SML”) is one of Fiji’s longest-established automotive businesses, operating for nearly six decades. The Company has served as the authorised distributor of Ford and Subaru vehicles in Fiji since 1994 and operates a national dealership network spanning Suva, Lautoka, Labasa, and Lami, providing vehicle sales, servicing, genuine parts, and customer support services.

SML formally listed on the South Pacific Stock Exchange (“SPX”) on 18 March 2026 following the successful completion of its Initial Public Offering, marking an important milestone in the Company’s long-term evolution.

History and Evolution

The Company was established in 1965 by the late Shree Dhar Maharaj, initially operating as the distributor of Leyland buses and trucks in Fiji. Over time, SML expanded its operations and developed a strong reputation within Fiji’s automotive sector through a focus on customer service, operational discipline, and long-term brand partnerships.

A significant milestone in the Company’s development occurred in 1994 when SML secured the **Ford** and **Subaru** franchises in Fiji. Since then, the Company has continued to invest in its dealership infrastructure, customer capability, and after-sales operations to support long-term growth and evolving customer expectations.

The opening of the Vatuwaqa dealership and service complex in Suva in 2008, followed by the dedicated Subaru showroom in 2017, further strengthened SML’s national presence and operational capability.

Brand Partnerships

SML maintains long-standing relationships with Ford and Subaru and operates in accordance with manufacturer standards and dealership requirements applicable to authorised distributors.

Ford remains one of the leading vehicle brands in Fiji, particularly within the pickup and commercial vehicle segments, supported by the continued success of the **Ford Ranger** and **Ford Everest**. **Subaru** continues to maintain a strong position within the SUV market, supported by the **Outback**, **Forester**, and **Crosstrek** model range and the brand’s reputation for safety, reliability, and all-wheel-drive capability.

These established brand relationships continue to support SML’s market position and customer reach across Fiji.

National Footprint and Operations

SML's head office and principal operations are located in Vatuwaqa, Suva, supported by branch operations in Lautoka, Labasa, and Lami. The Company's national footprint enables it to support customers across Fiji through vehicle sales, servicing, spare parts distribution, and after-sales support.

As at the reporting period, SML employed approximately 107 staff across its operations, including sales personnel, technicians, administration, and management teams.

SML has also secured strategic land holdings in Labasa and Nadi to support future network expansion opportunities.

Integrated Dealership Model

SML operates under a fully integrated "4S" dealership model comprising:

- Sales
- Service
- Spare Parts
- Surveys

This integrated operating model enables the Company to provide customers with a complete ownership experience, from vehicle purchase through to ongoing servicing, maintenance, technical support, and access to genuine parts.

The Company's after-sales capability remains an important component of customer retention, operational stability, and long-term brand strength.

Strategic Positioning

SML's strategy remains focused on disciplined long-term growth, operational capability, customer experience, and strengthening its position within Fiji's automotive sector.

The Company continues to invest in digital capability, staff development, after-sales operations, and systems enhancement while monitoring broader industry developments including hybrid and electric vehicle technologies, evolving customer expectations, and changing mobility trends.

5. Business Model & Operating Overview

Operating Model

SML operates as an authorised automotive distributor and dealership business representing the Ford and Subaru brands in Fiji. The Company's operations include vehicle importation, retail sales, servicing, spare parts distribution, and after-sales support across its dealership network.

The business benefits from multiple revenue streams that support both vehicle sales activity and recurring after-sales income.

Revenue Streams

SML generates revenue primarily through:

- new vehicle sales;
- servicing and workshop operations;
- genuine spare parts sales;
- fleet and commercial vehicle sales; and
- panel, paint and accident repair services.

While vehicle sales remain the largest contributor to revenue, after-sales operations provide an important source of recurring income and ongoing customer engagement.

This diversified revenue profile supports earnings stability and reduces reliance on any single operational segment.

Customer Lifecycle and After-Sales Capability

SML's business model is designed to support long-term customer relationships beyond the initial vehicle sale through servicing, repairs, warranty support, technical diagnostics, and genuine spare parts supply.

The Company continues to invest in technician capability, diagnostic systems, workshop efficiency, and customer service standards to support operational performance and customer retention. Manufacturer-led technical and customer-service training programmes were also undertaken during the year in collaboration with Ford and Subaru regional teams.

Brand and Manufacturer Relationships

SML operates under franchise and distributor arrangements with Ford and Subaru and maintains ongoing engagement with both manufacturers regarding operational standards, technical capability, training requirements, and customer experience expectations.

These relationships provide access to internationally recognised vehicle brands, technical support systems, and evolving vehicle technologies, while requiring adherence to manufacturer operating and compliance standards.

Inventory and Supply Chain Management

The automotive industry continues to be influenced by international supply chain conditions, freight availability, foreign exchange movements, and manufacturer production schedules.

SML manages these factors through inventory planning, supplier coordination, and ongoing engagement with Ford and Subaru regional operations to support vehicle availability and operational continuity across its dealership network.

Operational Strengths

The Board and management believe SML benefits from several key operational strengths, including:

- long-standing brand partnerships with Ford and Subaru;
- an established national dealership network;
- integrated sales and after-sales capability;
- experienced management and technical teams;
- a diversified revenue profile; and
- strong customer recognition and market presence.

These factors continue to support the Company's long-term operating resilience and strategic positioning within Fiji's automotive sector.

6. Market Environment

SML operates within Fiji’s automotive sector, which is influenced by economic conditions, consumer demand, infrastructure activity, regulatory requirements, and broader global automotive trends. These factors continue to shape vehicle demand, after-sales activity, inventory management, and customer purchasing behaviour across the industry.

Fiji Automotive Market

Fiji’s automotive market comprises a combination of new vehicle sales, used vehicle imports, commercial fleet activity, and after-sales servicing operations. Demand during FY2025 continued to be influenced by:

- household and business confidence;
- access to consumer and commercial financing;
- tourism and infrastructure-related economic activity;
- replacement cycles for commercial and fleet vehicles; and
- operating and fuel cost considerations.

New vehicle demand remained strongest within the utility vehicle, SUV, and commercial vehicle segments, reflecting local terrain, business usage requirements, and customer preference for versatile vehicle platforms.

Customer Demand Trends

Customer demand continued to favour:

- double-cab and commercial utility vehicles;
- SUVs suited to mixed urban and rural driving conditions;
- vehicles with strong safety, reliability, and fuel-efficiency characteristics; and
- established after-sales servicing and parts support.

Brand reputation, product reliability, safety features, and total cost of ownership remain important considerations in customer purchasing decisions.

Demand within the utility vehicle segment remained particularly strong during the year, supported by continued customer interest in newer-generation pickup and SUV models.

Regulatory Environment

SML operates under the regulatory oversight of the Land Transport Authority (“LTA”) as an Authorised Motor Vehicle Dealer (“AMVD”). Compliance with LTA facility standards, vehicle import requirements, safety obligations, and consumer protection requirements remains central to the Company’s operations.

The broader regulatory environment also includes import duties and taxes, vehicle registration requirements, emissions and safety standards, and warranty obligations applicable to automotive distributors and dealers operating in Fiji.

Used Vehicle Market

Used vehicle imports continue to form a significant component of Fiji's automotive market, providing lower-cost vehicle alternatives across multiple customer segments.

Within this environment, customer service capability, genuine spare parts availability, technical support, and long-term vehicle reliability remain important competitive differentiators for authorised distributors and dealership operators.

SML's integrated dealership model supports the Company's ability to compete through customer support, servicing capability, and after-sales engagement throughout the vehicle ownership lifecycle.

Global Automotive Trends

Global automotive industry trends continue to influence Fiji's market, including:

- increasing development of hybrid and electric vehicle technologies;
- advancements in vehicle safety and driver-assist systems;
- increasing digitalisation of customer engagement and dealership operations;
- and
- ongoing supply chain and freight-related variability affecting vehicle availability and delivery timelines.

While hybrid and electric vehicle adoption in Fiji remains at an early stage, SML continues to monitor developments in collaboration with Ford and Subaru as vehicle technologies and customer preferences evolve.

Economic Conditions

Broader economic conditions, including tourism activity, infrastructure development, inflation, foreign exchange movements, and overall business confidence, continue to influence consumer purchasing power and commercial investment activity across Fiji.

These conditions affect demand for vehicle sales, servicing, spare parts, and fleet replacement activity throughout the automotive sector.

Looking ahead, the Company expects the industry to remain influenced by evolving customer expectations, technology developments, supply chain conditions, and broader economic activity across Fiji and the region.

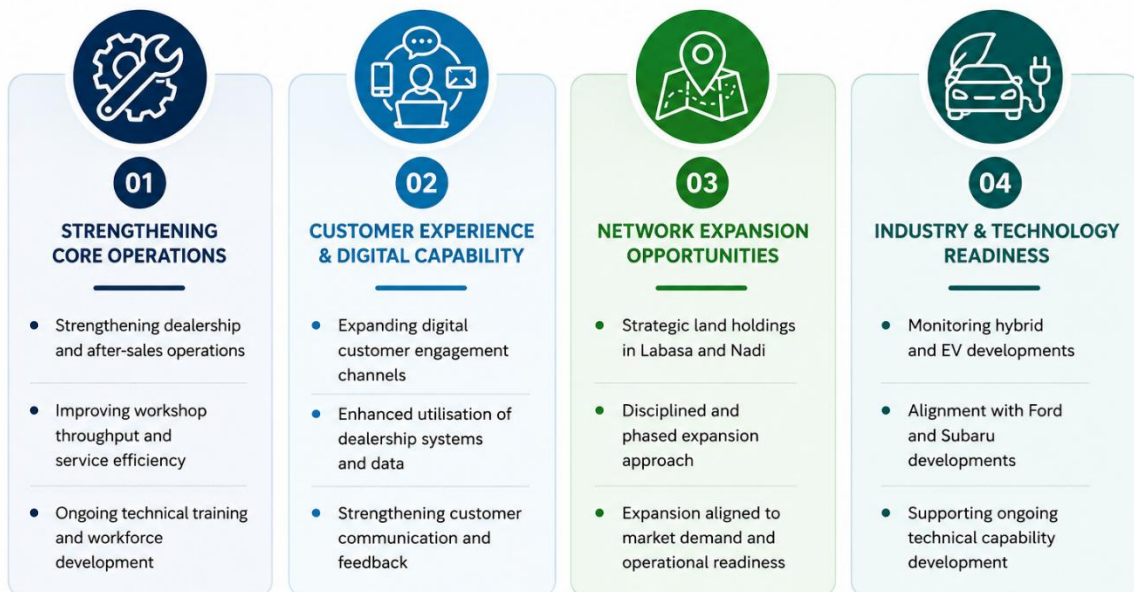
7. Strategy & Outlook

Shreedhar Motors Limited enters its first full year as a publicly listed company with a clear strategic direction and a disciplined approach to long-term growth. The Company’s strategy continues to build on the strengths that have supported SML for nearly six decades, including established global brand partnerships, a national operating footprint, experienced personnel, and long-standing customer relationships.

The Company remains focused on strengthening operational capability, enhancing customer experience, maintaining financial discipline, and positioning the business to respond to evolving industry and technology trends.

STRATEGIC PRIORITIES

Our strategic priorities guide our growth and operational excellence as we build a stronger, more resilient business for the future.



FOCUSED TODAY. READY FOR TOMORROW.

1. Strengthening Core Operations

The Company’s immediate priority remains to strengthen its core dealership and after-sales operations across Fiji.

Management remains focused on operational efficiency, after-sales capability, and workforce development.

Operational consistency and service quality remain important drivers of customer retention, brand strength, and long-term business performance.

2. Customer Experience and Digital Capability

Customer expectations continue to evolve, with increasing emphasis on convenience, responsiveness, and digital engagement.

SML will continue to strengthen customer engagement and operational capability through enhanced digital engagement, improved utilisation of dealership systems and data, and ongoing refinement of customer communication and reporting processes.

These initiatives are intended to support operational efficiency, customer satisfaction, and long-term capability development.

3. Network Expansion Opportunities

SML has secured strategic land holdings in Labasa and Nadi to support potential future expansion opportunities within the Northern and Western divisions.

These sites remain strategically important to the Company's medium-term growth planning. Development sequencing will continue to be assessed in line with market conditions, operational readiness, and capital allocation priorities.

The Company intends to maintain a disciplined approach to future expansion.

4. Industry and Technology Readiness

The global automotive sector continues to evolve through advancements in vehicle technology, digital integration, safety systems, and hybrid and electric vehicle platforms.

While hybrid and electric vehicle adoption in Fiji remains at an early stage, SML continues to work closely with Ford and Subaru to monitor industry developments, assess local market readiness, and support ongoing technical capability development within the business.

This approach supports ongoing alignment with evolving manufacturer standards and broader automotive industry trends.

Outlook

SML enters the coming year with a stable operational foundation, strengthened governance framework, and established brand partnerships.

The Company will continue to focus on disciplined operational execution, customer experience, workforce capability development, and prudent capital management.

Broader economic conditions, foreign exchange movements, supply chain dynamics, and global automotive trends will continue to influence the operating environment.

However, the Board and management believe the Company remains well positioned to respond to these factors through disciplined management, operational resilience, and long-term strategic planning.

The Board and management remain confident in SML's long-term prospects and its ability to deliver sustainable value to shareholders.

8. Corporate Governance

Governance Framework During FY2025

During FY2025, SML continued strengthening its governance framework in preparation for alignment with the SPX Corporate Governance Principles and the obligations applicable to publicly listed entities. While the Company formally listed on the South Pacific Stock Exchange in March 2026, significant governance preparation activities were undertaken throughout the reporting period and into early 2026.

The Board remained responsible for overseeing the strategic direction, operational oversight, financial stewardship, and governance framework of the Company. Governance processes continued to evolve throughout the year in preparation for the Company's transition to listed-entity operations.

Governance Framework Developments

Governance Area	FY2025 Position	Post-Listing Enhancement
Board Structure	Founder-led Board with executive oversight	Appointment of Independent Directors
Governance Committees	Informal oversight arrangements	Audit & Risk Committee and Nomination & Remuneration Committee established
Reporting Framework	Private company reporting framework	SPX-aligned listed-company reporting obligations implemented
Policies & Controls	Existing operational controls	Enhanced governance, compliance, and reporting policies introduced
Risk Oversight	Management-led oversight	Formal Board and Committee oversight framework established

Governance Enhancements Implemented After Year-End (Early 2026)

Following the reporting period and in preparation for SPX listing, SML implemented several governance enhancements to support its obligations as a listed company.

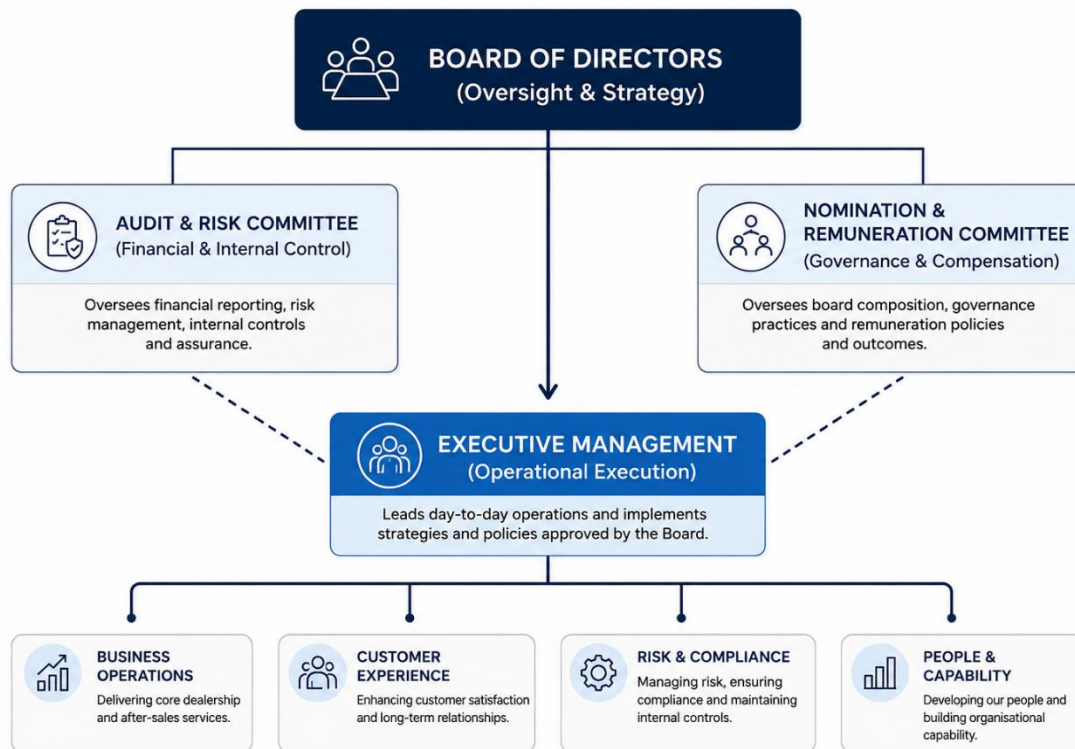
These included:

- the appointment of Independent Directors;
- the establishment of the Audit & Risk Committee;
- the establishment of the Nomination & Remuneration Committee;
- the formalisation of selected governance and reporting policies; and

- enhancements to Board reporting and oversight processes.

These initiatives were implemented during early 2026 and form part of the Company’s broader governance development programme.

Governance Structure



Board Committees

As part of the Company’s governance enhancements implemented in preparation for listing on the South Pacific Stock Exchange, the Board established the following Board Committees, comprising a majority of Independent Directors, during early 2026:

Audit & Risk Committee

- Bruce Sutton (Chair)
- Tomasi Tuitoga
- Neeraj Maharaj

Nomination & Remuneration Committee

- Fantasha Lockington (Chair)
- Satya Prakash Maharaj
- Tomasi Tuitoga

These Committees support the Board in overseeing governance, financial reporting, risk management, remuneration, and Board succession responsibilities.

Board Meeting Attendance

During FY2025, the Board operated under the governance framework applicable prior to the Company's listing on the South Pacific Stock Exchange.

The Board held eight meetings during FY2025, comprising four scheduled quarterly Board meetings and four additional meetings relating primarily to the Company's pre-IPO restructure, IPO preparation activities, governance enhancements, strategic matters, and broader operational oversight. These meetings focused on the Company's operations, financial performance, strategic direction, and listing readiness activities.

Director	Meetings Entitled to Attend	Meetings Attended
Satya Prakash Maharaj	8	8
Vijay Maharaj	8	8
Neeraj Maharaj	8	8
Atam Gyan Prakash Maharaj	8	8

Board Committees were formally established following the Company's listing preparation activities undertaken in early 2026.

Director and Senior Management Remuneration

The Company maintained remuneration arrangements appropriate to its size and stage of development during FY2025 as it transitioned to a publicly listed entity.

The aggregate directors' fees payable to all Directors, comprising four Founder Directors and three Independent Directors, is \$200,000 per annum effective from FY2026.

The aggregate compensation paid or payable to Key Management Personnel of the Company during FY2025 was \$427,484.

Ethical Conduct and Culture

SML expects all Directors, management, and employees to conduct business activities ethically, responsibly, and in compliance with applicable laws and regulatory requirements.

The Company's governance approach emphasises:

- responsible decision-making;
- compliance with legal and regulatory obligations;
- appropriate management oversight;
- financial and operational accountability; and
- respectful engagement with employees, customers, suppliers, and shareholders.

As the Company continues to mature its listed-company governance framework, the Company will continue to formalise and strengthen governance policies and reporting processes.

Risk Management

The Board recognises effective risk oversight as a core governance responsibility. During FY2025, risk management oversight remained integrated within Board and senior management processes, with key operational, financial, and strategic matters regularly reviewed.

Following listing preparation activities undertaken during early 2026, the Company strengthened its formal risk governance framework through the establishment of the Audit & Risk Committee and enhanced reporting processes designed to support ongoing risk identification, assessment, monitoring, and oversight.

Further details regarding the Company's principal business risks and mitigation approaches are outlined in Section 9 - Risk Overview.

Shareholder Rights and Communication

The Board recognises the importance of timely, accurate, and balanced communication with shareholders and the market.

As a listed entity, SML is committed to complying with applicable continuous disclosure obligations under the SPX Listing Rules and maintaining appropriate communication channels with shareholders through the following channels:

- annual and periodic reporting;
- shareholder meetings;
- market announcements;
- the Company's website; and
- direct engagement where appropriate.

Compliance with SPX Listing Rules

The Company is committed to complying with the SPX Listing Rules and applicable regulatory obligations relevant to publicly listed entities in Fiji.

During the reporting period and subsequent listing preparation phase, SML undertook significant work to strengthen governance structures, reporting processes, and compliance frameworks appropriate to its status as an SPX-listed company.

The Company's Annual Compliance Report on Corporate Governance is included as Appendix A to this Annual Report.

9. Risk Management Framework

Shreedhar Motors Limited (“SML”) operates within a dynamic environment influenced by economic conditions, customer demand, supply-chain factors, regulatory obligations, and broader global automotive industry trends. Effective risk management remains important to sustaining operational performance, protecting shareholder value, and supporting the Company’s long-term strategic objectives.

The Board and management continue to monitor risks relevant to the business and maintain oversight processes designed to support operational resilience and prudent decision-making.

Risk Governance During FY2025

During FY2025, SML operated as a privately held company, with risk oversight exercised directly by the Board through regular management engagement and operational reporting processes.

Key elements of the Company’s risk oversight framework during FY2025 included:

- Board oversight of operational and financial performance;
- management reporting on sales, servicing, inventory, and cash flow;
- external audit of financial statements in accordance with IFRS;
- monitoring of supply chain conditions and manufacturer requirements; and
- oversight of the pre-IPO restructure and associated transactions.

While formal Board committees were not established during FY2025, the Board maintained active oversight of the Company’s operational, financial, and strategic risk profile throughout the year.

Post-Balance-Date Enhancements (Early 2026)

Disclosed in accordance with SPX Listing Rule 51

In preparation for listing on the SPX, SML strengthened its risk governance framework during early 2026 through:

- establishment of the Audit & Risk Committee (“ARC”);
- adoption of a formal Risk Management Policy;
- appointment of Independent Directors to strengthen oversight capability; and
- implementation of enhanced internal reporting and governance processes.

These enhancements did not apply during FY2025 but now form part of the Company’s ongoing risk governance framework as an SPX-listed entity.

Key Risks Relevant to SML

Risk Area	Description	Mitigation / Response
Market & Economic Conditions	Vehicle demand may be affected by economic activity, business confidence, tourism conditions, financing availability, and consumer spending patterns.	Ongoing monitoring of market conditions, disciplined cost management, diversified revenue streams, and focus on after-sales operations.
Supply Chain & Inventory Risk	Vehicle and spare parts availability may be impacted by global production schedules, shipping disruptions, freight conditions, and manufacturer allocation policies.	Inventory planning, ongoing engagement with Ford and Subaru regional operations, and active supply chain monitoring.
Competition & Customer Preferences	Competitive pressures arise from both authorised distributors and used vehicle imports, as well as changing customer preferences and evolving vehicle technologies.	Focus on customer service capability, after-sales support, genuine spare parts availability, and established brand relationships.
Operational & Service Delivery Risk	Risks include workshop efficiency, technician capability, service quality, and operational continuity across dealership operations.	Investment in workforce capability, technical training, diagnostic systems, operational process improvement, and employee retention initiatives, including the Company's employee share participation framework.
Regulatory & Compliance Risk	The Company operates under LTA requirements, tax and customs regulations, consumer protection obligations, and SPX Listing Rules following listing.	Internal controls, external audit processes, governance oversight, and ongoing compliance monitoring.
Financial & Liquidity Risk	Risks include cash flow management, foreign exchange exposure on imports, and broader financing conditions affecting vehicle demand.	Disciplined working capital management, financial oversight, and ongoing monitoring of funding and foreign exchange conditions.
Technology & Cybersecurity Risk	Increasing reliance on digital systems creates risks relating to data security, system reliability, and cyber threats.	Continued strengthening of digital infrastructure, system controls, and cybersecurity awareness and protection measures.

Risk Area	Description	Mitigation / Response
Strategic & Expansion Risk	Future expansion initiatives involve capital allocation decisions, operational readiness considerations, and assessment of long-term market demand.	Staged and financially disciplined evaluation of future expansion opportunities and ongoing assessment of commercial conditions.

Risk Outlook

As SML enters its first full year as an SPX-listed company, the Company's risk environment will continue to evolve alongside broader economic conditions, industry developments, supply chain dynamics, and technology trends.

The Board and management remain focused on:

- strengthening risk governance and oversight processes;
- enhancing internal reporting and operational controls;
- monitoring developments across the automotive sector; and
- maintaining operational resilience and customer service capability.

SML's established brand partnerships, experienced workforce, national operating footprint, and disciplined operating model continue to support the Company's long-term resilience and strategic positioning.

10. Board of Directors & Executive Leadership

This section provides an overview of the Board of Directors and senior leadership team of Shreedhar Motors Limited (“SML”) as at the date of publication of this Annual Report, including governance enhancements implemented following FY2025 and prior to the Company’s listing on the South Pacific Stock Exchange (“SPX”).

Following the end of FY2025, and prior to the Company’s listing on the SPX, SML strengthened its governance framework through the appointment of Independent Directors and the establishment of Board Committees aligned with listed-company governance requirements.

As at the date of this report, the Board comprises seven Directors, including three Independent Directors.

Board of Directors

Director Retirement (Post-FY2025 Event)

Atam Gyan Prakash Maharaj retired from the Board in March 2026 following many years of service to the Company.

The Board acknowledges and thanks Mr. Maharaj for his longstanding contribution to SML’s growth and development. This retirement occurred following the FY2025 reporting period and prior to the Company’s listing on the SPX and is disclosed in accordance with SPX Listing Rule 51.

Current Directors

Satya Prakash Maharaj

Chairman (Non-Executive Director)

Satya Prakash Maharaj has more than four decades of experience in the automotive industry and has played a central role in the growth and strategic development of SML.

He has overseen the expansion of the Company’s operations across Fiji and has been closely involved in strengthening the Company’s governance and operational framework during its transition to listed-company status.



**Neeraj Maharaj**

Non-Executive Director

Neeraj Maharaj has extensive experience in corporate governance, strategic planning, organisational transformation, and large-scale programme leadership.

He played a leading role in the Company's pre-IPO restructure, governance enhancement programme, and broader listing preparation activities.

Vijay Maharaj

Non-Executive Director

Vijay Maharaj brings significant operational and industry experience within the automotive sector.

He has been closely involved in dealership operations, customer engagement initiatives, and manufacturer relationship management across the Company's Ford and Subaru operations.



Disclosure of Common Directorships

Satya Prakash Maharaj, Neeraj Maharaj, and Vijay Maharaj are also Directors of Sumitra Management Pte Limited, the entity engaged to provide management services to SML under a formal Management Agreement.

This arrangement was disclosed in the Company's Prospectus and is overseen in accordance with SML's related-party transaction policies and the SPX Listing Rules.

Independent and Additional Directors

(Appointed Prior to Listing in Early 2026)

Bruce Sutton

Independent Director

Bruce Sutton is an experienced Chartered Accountant and company director with expertise in corporate finance, governance, audit and risk management.

He contributes significant financial oversight and governance capability to the Board.



**Fantasha Lockington**

Independent Director

Fantasha Lockington brings significant experience in tourism, stakeholder engagement and industry advocacy.

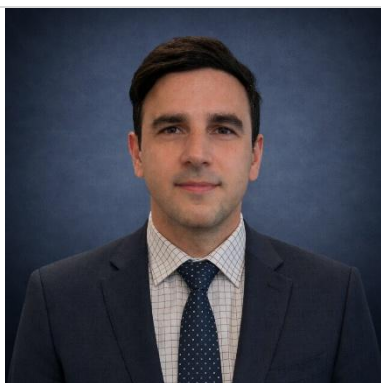
Her background contributes additional expertise in governance, strategic planning and stakeholder management.

Tomasi Tuitoga

Independent Director

Tomasi Tuitoga has experience across legal, regulatory, and compliance matters within Fiji's corporate and commercial environment.

His background strengthens the Board's capability in legal and regulatory oversight.

**Adrian Di Bartolo**

Non-Executive Director

Adrian Di Bartolo has extensive experience in financial services, investment management, and corporate advisory.

He contributes expertise in financial strategy, capital management, and investor-related matters.

Executive Team

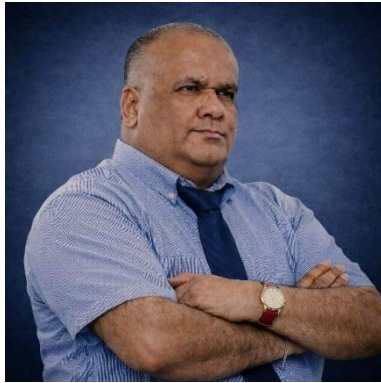
Arvin Narayan

Chief Executive Officer

Arvin Narayan leads the overall management and operations of SML and is responsible for delivering the Company's strategic, operational and customer service objectives.

He played an important role in preparing the Company for its Initial Public Offering and transition to listed-company operations.



**Jai Kumar**

Chief Financial Officer

Jai Kumar oversees the Company's financial management, reporting, treasury and budgeting functions.

He played a central role in the financial aspects of the pre-IPO restructure and Prospectus preparation process and continues to support the Board and executive management in financial and strategic decision-making.

Ravindra Singh

National Manager, Parts & Service

Ravindra Singh leads the Company's after-sales operations, including workshop management, parts distribution, technician capability development, and service quality standards.

His role supports operational consistency and customer service delivery across SML's national operations.

**Arvind Prasad**

National Manager, Sales & Marketing

Arvind Prasad is responsible for SML's national sales operations, marketing initiatives, and customer engagement activities across the Company's dealership network.

He oversees vehicle sales performance, brand-aligned marketing activities, and manufacturer engagement across the Ford and Subaru operations.

**Senior Management Team**

SML's broader senior management team includes experienced leaders across operations, workshop management, administration, finance, and customer support functions.

Their collective experience and operational capability continue to support the Company's performance, customer service standards, and long-term development.

11. Operating & Financial Review

This Operating & Financial Review provides an overview of Shreedhar Motors Limited’s financial and operational performance for the year ended **31 December 2025**, based on the Company’s **audited financial statements** and the **SPX market announcement** released on 24 April 2026.

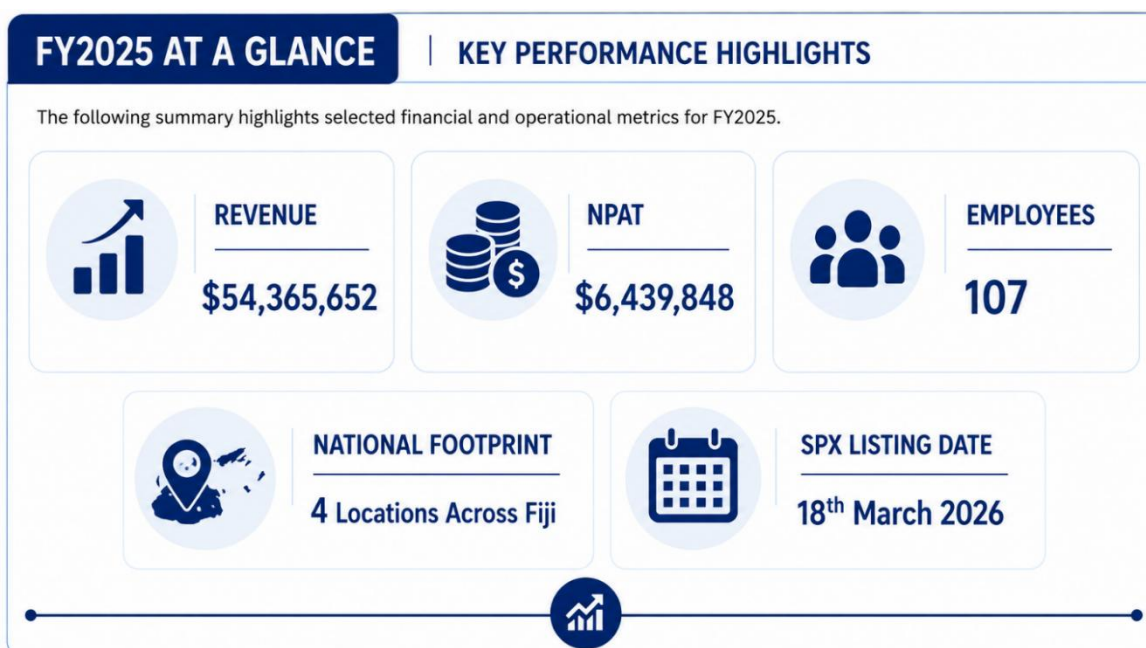
FY2025 represented a significant period in the Company’s development, culminating in the successful completion of its Initial Public Offering and listing on the South Pacific Stock Exchange (“SPX”) on 18 March 2026.

This section has been prepared in accordance with the expectations of **SPX Listing Rule 51**, which requires listed entities to provide a balanced review of financial performance, operational developments, and material post balance date events.

Historical Financial Summary

The following table provides a summary of the Group’s historical financial performance and financial position for FY2022 to FY2025. The Company received dispensation from the South Pacific Stock Exchange to present a four-year comparative history reflecting the trading history of the Group.

FJD	FY2022	FY2023	FY2024	FY2025
Net Profit After Tax	4,998,066	5,144,910	6,642,035	6,439,848
Total Assets	26,639,046	26,377,069	32,534,180	55,457,818
Total Liabilities	8,489,898	7,960,936	16,451,394	22,871,889
Total Equity	18,149,148	18,416,133	16,082,786	32,585,929



Overview of FY2025 Performance

The audited FY2025 results confirmed that SML's performance was **consistent with, and modestly exceeded, the financial projections disclosed in the Company's Prospectus dated 18 December 2025.**

The Company's performance reflected:

- continued demand for Ford and Subaru vehicles;
- stable after-sales servicing and spare parts activity;
- disciplined operational management; and
- the resilience of the Company's integrated dealership operations.

FY2025 also included several significant pre-IPO restructuring activities undertaken to prepare the business for public listing. These included:

- disposal of the former subsidiary;
- sale of non-core assets;
- revaluation of land and buildings;
- settlement of related-party balances;
- payment of a special dividend to founder shareholders; and
- conversion to a public company and implementation of the share split.

These activities were non-recurring in nature and were undertaken to simplify the Company's corporate structure, strengthen balance sheet transparency, and align the business for public market participation.

Excluding these one-off items, the underlying automotive business delivered a stable operating performance during the year.

Revenue & NPAT Performance (FY2022–FY2025)





FY2025 PERFORMANCE COMPARED WITH FY2024

A comparison of key financial metrics between FY2025 and FY2024.

Metric	FY2025 (Actual)	FY2024 (Actual)	Variance
Revenue (FJD million)	\$54.37m	\$51.53m	+5.5% ▲
Adjusted NPAT¹ (FJD million)	\$6.44m	\$6.64m	(3.0%) ▼
Shareholders' Equity² (FJD million)	\$32.59m	\$16.08m	+102.6% ▲

¹ Adjusted NPAT excludes non-recurring restructuring gains associated with the Company's pre-IPO reorganisation.

² Excludes the impact of subsequent capital raising.



FY2025 ACTUAL PERFORMANCE COMPARED WITH PROSPECTUS FORECAST

A comparison of FY2025 actual results against the forecast set out in the Company's Prospectus.

Metric	Prospectus Forecast (FJD million)	FY2025 Actual (FJD million)	Variance
Revenue (FJD million)	\$54.19m	\$54.37m	+0.3% ▲
Adjusted NPAT¹ (FJD million)	\$6.44m	\$6.44m	In line —
Shareholders' Equity² (FJD million)	\$32.45m	\$32.59m	+0.4% ▲

¹ Adjusted NPAT excludes non-recurring restructuring gains associated with the Company's pre-IPO reorganisation.

² Excludes the impact of subsequent capital raising.

Forecast figures extracted from the Company's Prospectus dated 18 December 2025.

Key Themes in Operating Performance

1. Sales and Market Activity

Vehicle sales remained resilient across key market segments during FY2025, supported by continued demand for Ford and Subaru vehicles.

Strong performance was recorded within:

- commercial and utility vehicle segments;
- SUV categories; and
- fleet and business-related vehicle demand.

Demand remained supported by product reliability, brand reputation, after-sales capability, and customer service standards.

2. After-Sales and Service Operations

Service, workshop, spare parts, and panel operations continued to contribute meaningfully to overall business performance and customer engagement.

Continued investment in technician capability, diagnostic systems, workshop efficiency, and customer service standards supported operational performance and reinforced the Company's after-sales capability.

These operations remain an important source of recurring customer engagement and operational stability.

3. Digital and Operational Efficiency

During FY2025, SML continued to strengthen utilisation of its cloud-based dealership management system, supporting improved operational visibility across sales, servicing, inventory management, and reporting processes.

Digital channels also continued to support customer engagement, marketing activity, and operational communication across the business.

Financial Position and Pre-IPO Restructure

The Company’s financial position strengthened during FY2025 following completion of the pre-IPO restructuring programme.

Key outcomes included:

- simplification of the corporate structure;
- strengthened balance sheet transparency;
- alignment of asset values with market-based valuations;
- settlement of legacy related party balances; and
- establishment of a capital structure appropriate for a listed entity.

These initiatives supported the Company’s transition to the public market with a strengthened operational and financial foundation.

IPO AND LISTING MILESTONES



IPO and Subsequent Events (Post Balance Date)

Following the end of the reporting period, SML successfully completed its **Initial Public Offering**, raising **\$9 million** through the issue of 9,000,000 ordinary shares at \$1.00 per share. The Company’s shares commenced trading on the **SPX on 18 March 2026**.

In preparation for listing, SML also strengthened its governance framework during early 2026 through:

- appointment of **three Independent Directors**;
- establishment of the **Audit & Risk Committee**; and
- establishment of the **Nomination & Remuneration Committee**.

These governance enhancements did not apply during FY2025 but are disclosed in accordance with **Listing Rule 51**.

Audited Financial Statements

The full audited financial statements for the year ended **31 December 2025** are included within this Annual Report and comprise:

- Directors' Report;
- Directors' Declaration;
- Auditor's Independence Declaration;
- Independent Auditor's Report;
- Consolidated Statement of Profit or Loss and Other Comprehensive Income;
- Consolidated Statement of Financial Position;
- Consolidated Statement of Changes in Equity;
- Consolidated Statement of Cash Flows; and
- Notes to the Financial Statements.

Summary

FY2025 represented a significant milestone in the evolution of Shreedhar Motors Limited. During the year, the Company completed a comprehensive pre-IPO restructuring programme, delivered stable underlying operational performance, and successfully transitioned to public listing on the SPX.

These outcomes provide a strong foundation for SML's first full year as a publicly listed entity and support the Company's long-term strategic direction.

12. Audited Financial Statements

**SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
DIRECTORS REPORT
FOR THE YEAR ENDED 31 DECEMBER 2025**

In accordance with a resolution of the Board, the Directors present their report on Shreedhar Motors Limited ("the Company") and its former subsidiary (together, "the Group") for the financial year ended 31 December 2025.

Until 30 December 2025, the Company controlled a wholly-owned subsidiary whose principal activity was the ownership of investment properties. Control ceased on that date as part of the Company's pre-IPO restructure. Accordingly, the consolidated financial statements include the subsidiary's results up to 30 December 2025 and the Company-only results thereafter.

Directors

The names of the directors in office during the financial year ended 31 December 2025 and up until the date of this report are:

- Satya Prakash Maharaj (Chairman)
- Vijay Prakash Maharaj
- Atam Gyan Prakash Maharaj (retired 16 March 2026)
- Neeraj Abhinesh Maharaj
- Fantasha Lockington (appointed 1 January 2026)
- Bruce Sutton (appointed 1 January 2026)
- Tomasi Tuitoga (appointed 19 February 2026)
- Adrian Di Bartolo (appointed 16 March 2026)

Principal Activities

The principal activities of the Company during the year continued to be the sale and servicing of motor vehicles, the sale of spare parts, and the provision of after sales services. There were no significant changes in the nature of these activities during the year.

Review and results of operations

For the year ended 31 December 2025, the Group recorded a profit after income tax of \$23,067,548 (2024: \$6,850,985). The result includes non-recurring gains of \$16,237,581 arising from the pre-IPO restructure, including the disposal of the subsidiary and the sale of non-core assets.

Excluding these non-recurring gains, the Group generated an underlying profit after income tax of \$6,829,967 (2024: \$6,850,985), reflecting stable operational performance.

The Company's financial position strengthened during the year, supported by the revaluation of core operating properties and the simplification of the corporate structure ahead of listing.

Pre-IPO Restructure and Significant Changes in State of Affairs

During the year, the Company undertook a structured pre-IPO reorganisation to align its capital structure, asset base, and governance framework with public-market expectations. Key elements included:

(a) Capital Restructure

Issued 209,766 additional ordinary shares to founder shareholders.
Implemented a 200-for-1 share split, increasing issued shares to 120,000,000.

(b) Conversion to Public Company

Converted from a private company to a public company limited by shares.
Adopted new Articles of Association compliant with South Pacific Stock Exchange ("SPX") requirements.

(c) Revaluation of Land and Buildings

Independent valuations by Rolle Associates resulted in a revaluation surplus of \$20,191,440 (net transfer to the asset revaluation reserve: \$17,748,981).

(d) Disposal of Subsidiary and Non-Core Assets

Sold shares in Tiwari Holdings Pte Limited to founder shareholders for \$6,594,331.
Sold non-core properties to related entities for \$12,225,000.
All disposals were supported by independent valuations.

(e) Settlement of Related-Party Balances and Special Dividend

Paid a special dividend of \$19,062,711 to founder shareholders as part of the restructure.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
DIRECTORS REPORT *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

Events Subsequent to Balance Date

Following year-end, the Company successfully completed its Initial Public Offering ("IPO"), raising \$9 million through the issue of 9,000,000 shares at \$1.00 per share. The Company's shares were listed on the SPX on 18 March 2026.

A total of 13,000,000 shares were allocated to institutional investors through a combination of transfers from founder shareholders and a new allotment.

The Board also appointed three Independent Directors effective January and February 2026, strengthening the Company's governance framework.

Dividends

During the year, the Directors declared:

- A final dividend of \$5,853,510 in respect of the 2024 financial year; and
- A special dividend of \$19,062,711 arising from the pre-IPO restructure.

Going concern

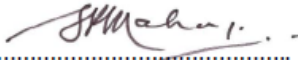
The Directors believe the Company is able to pay its debts as and when they fall due. The successful IPO completed in February 2026 further strengthens the Company's liquidity and capital position.

Auditor independence

The Directors have received an independence declaration from the auditor, Ernst & Young, as required under the Companies Act 2015.

For and on behalf of the Board and in accordance with a resolution of the Directors.

Dated this 24th day of April 2026.



.....
Satya Prakash Maharaj
Chairman

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
DIRECTORS DECLARATION
FOR THE YEAR ENDED 31 DECEMBER 2025

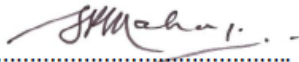
This Directors declaration is required by the Companies Act 2015.

The Directors of Shreedhar Motors Limited ("the Company") and its subsidiary (collectively "the Group") have made a resolution that declared:

- (a) In the Directors opinion, the financial statements and notes of the Group and the Company for the financial year ended 31 December 2025:
- (i) give a true and fair view of the financial position of the Group and the Company as at 31 December 2025 and of the performance of the Group and the Company for the year ended 31 December 2025; and
 - (ii) have been made out in accordance with the Companies Act 2015.
- (b) they have received declarations as required by section 395 of the Companies Act 2015.
- (c) at the date of this declaration, in the Directors opinion, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they become due and payable.

Signed for and on behalf of the Board of Directors and in accordance with a resolution of the Directors.

Dated this 24th day of April 2026.



.....
Satya Prakash Maharaj
Chairman



Pacific House
Level 7
1 Butt Street
P O Box 1359 | Suva | Fiji Islands

Tel: +679 331 4166
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Auditor's Independence Declaration to the Directors of Shreedhar Motors Limited and its subsidiary

As lead auditor for the audit of Shreedhar Motors Limited and its subsidiary for the financial year ended 31 December 2025, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Companies Act 2015 in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Shreedhar Motors Limited and its subsidiary during the financial year.


Ernst & Young
Chartered Accountants


Minay Prasad
Partner

Suva, Fiji
24 April 2026



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Independent Auditor's Report

To the Shareholders of Shreedhar Motors Limited

Report on Audit of the Financial Statements

Opinion

We have audited the separate and consolidated financial statements ("financial statements") of Shreedhar Motors Limited (the "Company") and its subsidiary (together the "Group"), which comprise the statements of financial position of the Company and the Group as at 31 December 2025, the statements of profit or loss and other comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company and the Group as at 31 December 2025 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS accounting standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group in accordance with the International Ethics Standards Board for Accountant's *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) as applicable to audits of financial statements of public interest entities together with the ethical requirements that are relevant to our audit of the financial statements in Fiji and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.



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Independent Auditor’s Report *continued*

Key Audit Matters *continued*

Revenue recognition - new and used vehicle sales

Why significant	How our audit addressed the key audit matter
<p>Revenue from new and used vehicle sales represents approximately 80% of the Company and the Group’s operating revenue.</p> <p>New and used vehicle sale revenue is recognised when control transfers to the customer, which management has determined occurs when the vehicle is registered in the customer’s name and the customer has accepted the vehicle.</p> <p>Given the volume of transactions, complexity involved in determining the timing of revenue recognition and the heightened risk of misstatement due to inappropriate cut-off around the reporting date, we considered new and used vehicle sale revenue recognition to be a key audit matter.</p> <p>Disclosures related to the Company and the Group’s revenue are included in Notes 1.6(m) and 2(a) to the financial statements.</p>	<p>In obtaining sufficient appropriate audit evidence we:</p> <ul style="list-style-type: none"> ▶ Obtained an understanding of the process used to record new and used vehicle sales. ▶ Assessed the appropriateness of the Company and Group’s vehicle sale revenue recognition accounting policies and procedures against the requirements of IFRS 15 <i>Revenue from Contracts with Customers</i>. ▶ Selected a sample of vehicle sale revenue transactions recorded during the year (with a greater focus on those near year end) and assessed whether they were recorded appropriately and in the correct period. ▶ Selected all manual journals impacting new and used vehicle sales in the year and examined supporting documents to assess the appropriateness of the recorded amounts. ▶ Assessed the adequacy of the disclosures related to new and used vehicle sales revenue in Notes 1.6 (m) and 2(a) of the financial statements.

Other Information

The Directors and management of the Company are responsible for other information. The other information consists of the information included in the Annual Report for the year ended 31 December 2025 other than the financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



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Independent Auditor's Report *continued*

Other Information *continued*

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and, if uncorrected, to take appropriate action to bring the matter to the attention of users for whom our auditor's report was prepared.

Responsibilities of the management and those charged with governance for Financial Statements

The Directors and management are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS accounting standards and for such internal control as the Directors and management determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the Directors and management are responsible for assessing the Company's and the Group's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless the Directors and management either intend to liquidate the Company or the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatement can arise from fraud or error and 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 these financial statements.



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Independent Auditor's Report *continued*

Auditor's Responsibilities for the Audit of the Financial Statements *continued*

As part of an audit in accordance with ISA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, 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 opinion. 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 control.
- ▶ Obtain an understanding of internal control relevant to the audit 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 Company's or the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors and management.
- ▶ Conclude on the appropriateness of the Directors' and management'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 Company's or the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company or the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for the audit opinion.

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

We are also required to 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, related safeguards.



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Independent Auditor's Report *continued*

Auditor's Responsibilities for the Audit of the Financial Statements *continued*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's 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

In our opinion, the financial statements have been prepared in accordance with the requirements of the Fiji Companies Act 2015 in all material respects, and:

- i) we have been given all information, explanations and assistance necessary for the conduct of the audit; and
- ii) the Company and the Group has kept financial records sufficient to enable the financial statements to be prepared and audited.


Ernst & Young
Chartered Accountants


Minay Prasad
Partner

Suva, Fiji
24 April 2026

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025
[CONSOLIDATED UP TO 30 DECEMBER 2025; COMPANY THEREAFTER - REFER NOTE 1]

	Notes	Group		Company	
		2025 \$	2024 \$	2025 \$	2024 \$
Operating revenue	2 (a)	54,365,652	51,533,137	54,365,652	51,533,137
Cost of sales		(42,885,552)	(39,997,183)	(42,885,552)	(39,997,183)
Gross profit		11,480,100	11,535,954	11,480,100	11,535,954
Other income	2 (b)	17,754,571	1,225,719	18,320,466	1,149,772
		29,234,671	12,761,673	29,800,566	12,685,726
Administration and operating expenses	3 (a)	(3,537,018)	(3,181,961)	(3,918,354)	(3,338,908)
Profit from operations		25,697,653	9,579,712	25,882,212	9,346,818
Finance expenses	3 (b)	(351,487)	(447,537)	(476,142)	(487,700)
Profit before tax		25,346,166	9,132,175	25,406,070	8,859,118
Income tax expense	4	(2,278,618)	(2,281,190)	(2,155,219)	(2,217,083)
Profit after tax for the year ended		23,067,548	6,850,985	23,250,851	6,642,035
Other Comprehensive income					
Revaluation Surplus (Gain from revaluation of land and buildings)		17,748,981	-	17,748,981	-
Total Comprehensive income for the year ended, net of tax		40,816,529	6,850,985	40,999,832	6,642,035
Profit after tax attributable to:					
Equity holders of Shreedhar Motors Limited		23,067,732	6,844,134		
Non-controlling interests		(184)	6,851		
Total profit from continuing operations for the year ended		23,067,548	6,850,985		
Total comprehensive income attributable to:					
Equity holders of Shreedhar Motors Limited		40,816,713	6,844,134		
Non-controlling interests		(184)	6,851		
Total comprehensive income for the period/ year ended		40,816,529	6,850,985		
Earnings per share					
• Basic profit for the year attributable to ordinary equity holders of the parent	15	0.23	0.09	0.23	0.09
• Diluted profit for the year attributable to ordinary equity holders of the parent	15	0.23	0.09	0.23	0.09

The statement of profit or loss and statement of cash flows include the former subsidiary up to 30 December 2025 (date of loss of control) and Company only thereafter. The statement of financial position at 31 December 2025 is Company only. (Refer Note 1 and Note 24)

The accompanying notes form an integral part of the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	Group		Company	
		2025 \$	2024 \$	2025 \$	2024 \$
Share capital					
As at 1 January - 390,234 ordinary shares		780,468	780,468	780,468	780,468
Issue of share capital	13	419,532	-	419,532	-
At 31 December		<u>1,200,000</u>	<u>780,468</u>	<u>1,200,000</u>	<u>780,468</u>
Asset revaluation reserve					
At 1 January		-	-	-	-
Add revaluation of land and buildings	25	17,748,981	-	17,748,981	-
At 31 December		<u>17,748,981</u>	<u>-</u>	<u>17,748,981</u>	<u>-</u>
Retained earnings					
At 1 January		15,801,739	17,932,987	15,302,318	17,635,665
Profit for the year		23,067,732	6,844,134	23,250,851	6,642,035
Dividends		(24,916,221)	(8,975,382)	(24,916,221)	(8,975,382)
Alignment adjustment to Company only Statement of Financial Position		(316,302)	-	-	-
At 31 December		<u>13,636,948</u>	<u>15,801,739</u>	<u>13,636,948</u>	<u>15,302,318</u>
Non-controlling interests					
At 1 January		9,212	2,361	-	-
Profit for the year		(184)	6,851	-	-
Disposal of the subsidiary		(9,028)	-	-	-
At 31 December		<u>-</u>	<u>9,212</u>	<u>-</u>	<u>-</u>
		<u>32,585,929</u>	<u>16,591,419</u>	<u>32,585,929</u>	<u>16,082,786</u>

The Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows include the former subsidiary up to 30 December 2025 (date of loss of control) and Company only thereafter. The Statement of Financial Position at 31 December 2025 are Company only. (Refer Note 1 and Note 24)

The accompanying notes form an integral part of the Consolidated Statement of Changes in Equity.

**SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2025**

(As at 31 December 2025 the Group comprised the Company only)

		Group and Company	Group	Company
	Notes	2025	2024	2024
		\$	\$	\$
Current assets				
Cash and cash equivalents	14 (b)	857,526	708,887	661,435
Trade and other receivables	5	2,981,772	2,851,986	2,477,505
Inventories	6	18,673,574	16,153,967	16,153,967
Advance to subsidiary company	18 (f)	-	-	150,000
Income tax receivable		77,524	-	-
Total current assets		22,590,396	19,714,840	19,442,907
Non-current assets				
Equity instruments	7	11,898	11,898	11,898
Investment in subsidiary company	8	-	-	525,000
Property, plant and equipment	9	26,548,181	7,948,778	7,231,057
Investment property	10	-	2,049,236	1,248,345
Right-of-use assets	22	6,307,343	2,669,849	4,026,070
Total non-current assets		32,867,422	12,679,761	13,042,370
Total assets		55,457,818	32,394,601	32,485,277
Current liabilities				
Bank overdraft	14 (b)	968,769	-	-
Trade and other payables	11	13,666,080	11,374,277	11,372,325
Employee benefit liability	12	75,988	55,037	55,037
Income tax payable		-	280,357	269,002
Lease liability	22	332,250	252,400	506,400
Total current liabilities		15,043,087	11,962,071	12,202,764
Non-current liabilities				
Deferred income tax liability	4	3,714,082	1,377,077	1,326,639
Lease liability	22	4,114,720	2,464,034	2,873,088
Total non-current liabilities		7,828,802	3,841,111	4,199,727
Total liabilities		22,871,889	15,803,182	16,402,491
Net assets		32,585,929	16,591,419	16,082,786
Shareholders' equity				
Share capital	13	1,200,000	780,468	780,468
Asset revaluation reserve	25	17,748,981	-	-
Retained earnings		13,636,948	15,801,739	15,302,318
Equity attributable to members of Shreedhar Motors Limited		32,585,929	16,582,207	16,082,786
Non-controlling interests		-	9,212	-
Total Equity		32,585,929	16,591,419	16,082,786

As at 31 December 2025, the Group had no subsidiaries; accordingly, the Consolidated Statement of Financial Position equals the Company's position.

The accompanying notes form an integral part of the Consolidated Statement of Financial Position.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	Group		Company	
		2025 \$	2024 \$	2025 \$	2024 \$
Operating Activities					
Receipts from customers		54,380,994	52,071,981	54,365,994	52,020,323
Payments to suppliers and employees		(45,043,215)	(45,994,174)	(45,174,872)	(45,974,511)
Interest and bank charges paid		(322,321)	(422,297)	(322,130)	(422,168)
Interest received		67	5,284	5,584	5,989
Income tax paid		(2,604,715)	(2,509,336)	(2,546,899)	(2,444,636)
Net cash flows provided by Operating Activities	14 (a)	<u>6,410,810</u>	<u>3,151,458</u>	<u>6,327,677</u>	<u>3,184,997</u>
Investing Activities					
Acquisition of property, plant and equipment		(1,565,229)	(841,930)	(1,200,226)	(394,772)
Proceeds from sale of properties, plant and equipment as part of restructuring process		12,225,000	95,218	12,225,000	95,218
Proceeds from sale of company owned motor vehicles		182,029	-	182,029	-
Sale of shares in subsidiary		6,594,331	-	6,594,331	-
Cash and cash equivalents disposed with subsidiary		(26,454)	-	-	-
Withdrawal of term deposit		-	2,514,087	-	2,514,087
Net cash flows provided by Investing Activities		<u>17,409,677</u>	<u>1,767,375</u>	<u>17,801,134</u>	<u>2,214,533</u>
Financing Activities					
Advance settled from related party		-	-	270,000	-
Advance made to related party		-	-	(120,000)	(150,000)
Payment of lease rentals		(143,928)	(60,249)	(554,800)	(314,249)
Increase in share capital		419,532	-	419,532	-
Dividends paid		(24,916,221)	(5,073,042)	(24,916,221)	(5,073,042)
Net cash used in Financing Activities		<u>(24,640,617)</u>	<u>(5,133,291)</u>	<u>(24,901,489)</u>	<u>(5,537,291)</u>
Net decrease in cash and cash equivalents		<u>(820,130)</u>	<u>(214,458)</u>	<u>(772,678)</u>	<u>(137,761)</u>
Cash at Bank at the beginning of the year		708,887	923,345	661,435	799,196
Cash at Bank at the end of the year	14 (b)	<u>(111,243)</u>	<u>708,887</u>	<u>(111,243)</u>	<u>661,435</u>

The Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows include the former subsidiary up to 30 December 2025 (date of loss of control) and Company only thereafter. The Statement of Financial Position at 31 December 2025 are Company only. (Refer Note 1 and Note 24)

The accompanying notes form an integral part of the Consolidated Statement of Cash Flows.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2025

1. Corporate information

The consolidated financial statements of Shreedhar Motors Limited ("the Company") and its subsidiary (collectively "the Group") for the year ended 31 December 2025 were authorised for issue in accordance with a resolution of the Board of Directors on 24th April 2026. Shreedhar Motors Limited and its subsidiary are limited liability companies incorporated and domiciled in the Republic of Fiji.

The principal activities of the Group are described in Note 28. Information on related parties is provided in Note 18.

1.1 Basis of preparation

The consolidated financial statements of the Group and the financial statements of the Company have been drawn up in accordance with IFRS accounting standards as issued by the International Accounting Standards Board (IASB). The financial statements have been prepared primarily on the basis of historical costs except for land and buildings and unlisted investments measured at revalued amounts.

The accounting policies have been consistently applied, and except where there is a change in accounting policy, are consistent with those of the previous year. The consolidated financial statements are presented in Fijian dollars.

The financial statements cover the year ended 31 December 2025. The Company controlled its former subsidiary until 30 December 2025 and lost control on that date. In accordance with IFRS 10, the Statement of Profit or Loss and the Statement of Cash Flows reflect Group results for 1 January–30 December 2025 and Company only results thereafter. Because the Company no longer controlled the subsidiary at 31 December 2025, the Statement of Financial Position presents the Group and Company with same balances.

The details of the Company's subsidiary have been highlighted in Notes 8 and 24.

As at 31 December 2025, the Group had no subsidiaries and the consolidated statement of financial position is presented on a Company-only basis. The statement of changes in equity includes Group movements up to the date control was lost; therefore, a reconciliation adjustment has been included within Group retained earnings to align the closing retained earnings balance to the Statement of Financial Position presentation. This adjustment is a presentation alignment item only.

1.2 Basis of consolidation

The consolidated financial statements of the Group comprise those of the parent entity, Shreedhar Motors Limited, and its subsidiary, Tiwari Holdings Pte Limited (formerly trading as Prakash Motors Pte Limited). The Group controls an entity when it has power over the entity, is exposed to, and has the rights to, variable returns from its involvement with that entity and it has the ability to affect those returns.

In preparing the consolidated financial statements, the effects of all intra-group transactions between entities in the Group have been eliminated. The financial statements of the subsidiary have been prepared for the same reporting period as that of the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

1.3 Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective. The Company is currently assessing the impact of the new standards.

New standards and amendments	Effective date
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS accounting standards - Volume 11	1 January 2026
IFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027

1.4 Changes in accounting policies and disclosures

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. These amendments did not have any material impact on the Company.

Changes in accounting policies	Impact on the Company
Lack of exchangeability to IAS 21	No material impact

The Group re-assessed its accounting for property, plant and equipment with respect to measurement of a certain class of property, plant and equipment after initial recognition. The Group had previously measured all property, plant and equipment using the cost model whereby, after initial recognition of the asset classified as property, plant and equipment, the assets were carried at cost less accumulated depreciation and accumulated impairment losses.

On 30 October 2025, the Group elected to change the method of accounting for leasehold land, freehold land and buildings classified as property, plant and equipment and right of use assets under lease accounting, as the Group believes that the revaluation model provides reliable and more relevant information to the users of its financial statements. In addition, available valuation techniques provide reliable estimates of the fair value. The Group applied the revaluation model prospectively.

1.5 Significant accounting estimates and assumptions

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability.

Estimations, assumptions and judgements

The key assumptions concerning the future and other key sources of estimation uncertainty at balance date, that have a significant task of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed:

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying amount of an asset exceeds its recoverable amount which is higher of fair value less costs of disposals and its value in use. The determination of fair value less cost to sale and value in use balances require significant judgements.

Application of IFRS 16 - Leases

The application of IFRS 16 requires the Group to make judgements and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, management must consider all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options). Assessing whether a contract includes a lease also requires judgement. Estimates are required to determine the appropriate discount rate used to measure liabilities.

Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the repayments by customers, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECL's is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECL's on the Group's trade receivables is disclosed in Note 5.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

1.5 Significant accounting estimates and assumptions *continued*

Estimations and assumptions *continued*

Revenue recognition – cut-off and timing of transfer of control (motor vehicle sales)

Revenue from the sale of motor vehicles is recognised at a point in time when control transfers to the customer. Determining the appropriate cut-off at the reporting date requires judgement because the timing of transfer of control may depend on multiple factors, including the timing of physical delivery, customer acceptance, and registration of the vehicle in the customer's name. In addition, the timing of financing or funding approval, customer deposits and any "bill-and-hold" arrangements (where a vehicle is invoiced but delivery is deferred) may create complexity in assessing whether the Company has transferred control and has an unconditional right to consideration at the reporting date. Given the high volume of vehicle transactions and dealer registration practices, management applies procedures to ensure revenue is recognised in the correct accounting period based on the specific facts and circumstances of each sale, and disclosures are made consistent with the Company's revenue recognition policy.

Revaluation of Land & Buildings

The Company's land and buildings were valued by Rolle Associates, an independent and registered valuer during the year. The valuation is compliant with International Valuation Standards and complies with the professional valuation standards applicable to members of the Institute of Valuation and Estate Management of Fiji.

The fair value of land and buildings was determined using the market comparable method.

The revaluation of the land and buildings was approved by the Board of Directors and the Board has agreed to revalue this particular class of assets every three years or more often if carrying value does not reflect fair value.

1.6 Summary of material accounting policies

A summary of material accounting policies adopted by the Group is set out in this note. The policies adopted are in accordance with IFRS accounting standards, and unless stated otherwise are consistent with those applied in the prior year.

(a) Functional and presentation currency

The consolidated financial statements are presented in Fiji dollars ("FJD"), which is the Company's functional currency. Except as indicated, financial information presented in FJD has been rounded to the nearest dollar.

(b) Foreign currencies

Foreign currency transactions during the year are translated to Fiji currency at rates ruling at the date of transaction. Assets and liabilities in foreign currencies at year end are translated to Fiji currency at rates ruling at balance date. Gains and losses (realised and unrealised) are brought to account in the statement of profit or loss and other comprehensive income.

(c) Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise of cash on hand, bank overdrafts, deposits held at call with banks, other short term liquid investments. Bank overdrafts are classified as borrowings under current liabilities in the Statement of Financial Position.

(d) Trade and other receivables

Trade and other receivables are initially recognised at fair value plus any direct attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method. The recoverability of receivables is assessed monthly and all known bad debts are written off. It is intended that the allowance for impairment will continue to be reviewed monthly and maintained at a level appropriate to the environment and circumstance of the time. Losses are recognised in the statement of profit or loss and other comprehensive income and reflected in an allowance account.

(e) Inventories

Inventories mainly consist of motor vehicles and spare-parts for re-sale and are measured at the lower of cost and net realisable value. Costs are assigned to individual items of stock on the basis of the landed direct cost, insurance, freight, and an allocation of overhead expenditure, the latter being allocated on the basis of labor incurred.

(f) Property, plant and equipment

Items of plant and equipment, furniture and fittings and office equipment are stated at cost less depreciation and impairment losses. Property that is being constructed or developed for future use is classified as work in progress under property, plant and equipment are stated at cost until construction or development is complete. Gains and losses on disposal of property, plant and equipment represent the difference between the carrying value and the amount the item was sold for and are taken into account in the statement of profit or loss and other comprehensive income. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

1.6 Summary of material accounting policies *continued***(f) Property, plant and equipment *continued***

Freehold land and building are measured at fair value less accumulated depreciation and impairment losses recognised after the date of revaluation. Valuations are performed with sufficient frequency to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in the statement of profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus. An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings, and not recycled through the profit or loss.

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. All other expenditure is recognised in the statement of profit or loss and other comprehensive income as an expense is incurred.

Depreciation

Depreciation is charged to the statement of profit or loss and other comprehensive income on a straight line-basis over the estimated useful lives of items of property, plant and equipment. The depreciation rates used for each class of asset are as follows:

Leasehold land	Over the lease period
Buildings	2.50%
Motor vehicles	20%
Plant and machinery	10%
Furniture and fittings	10%
Office and other equipment	10% - 20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. 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. Gains and losses on disposals are determined by comparing the proceeds with carrying amount and are recognised within the statement of profit or loss and other comprehensive income.

(g) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Group's of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are 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. In determining fair value less costs to sell, an appropriate valuation model is used.

For assets, excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or the cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss and other comprehensive income unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

1.6 Summary of material accounting policies continued

(h) Investment properties

Investment properties, principally comprising freehold land, leasehold land and buildings are held for long-term rental yields. Investment property is stated at cost less depreciation and impairment losses. Investment properties are depreciated on a straight-line basis over their estimated useful lives using the following rates:

Leasehold land	Over the lease period
Buildings	2.50%

When an item of property plant and equipment becomes an investment property following a change in its use, any difference arising at the date of transfer between the carrying amount of the item and its fair value is recognised directly in equity if it is a gain. Upon disposal of the item, the gain is transferred to retained earnings. Any loss is recognised in the statement of comprehensive income immediately.

(i) Trade and other payables

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

(j) Employee entitlements

Liabilities for wages and salaries, including non-monetary benefits, annual leave and sick leave expected to be settled within twelve months of the reporting date represent present obligations in respect of employees' services up to the reporting date. These are calculated at undiscounted amounts based on remuneration rates that the Group expects to pay as at reporting date including related on-costs, such as payroll tax. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

(k) Financial instruments - initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another Company.

i) Financial assets

Initial recognition and measurement

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15. Refer to the material accounting policies in Note 1.6 (m) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

1.6 Summary of material accounting policies continued**(l) Financial instruments - initial recognition and subsequent measurement *continued*****i) Financial assets *continued****Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in two categories

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through profit or loss
- Financial assets at fair value through OCI

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets include cash and cash equivalents, trade and other receivables and term deposits.

Financial assets at fair value through OCI (debt instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Group presently does not hold any debt instruments at fair value through OCI.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group presently does not hold any equity instruments at fair value through OCI.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

1.6 Summary of material accounting policies continued

(l) Financial instruments - initial recognition and subsequent measurement *continued*

i) Financial assets *continued*

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated Statement of Financial Position) when:

- The rights to receive cash flows from the asset have expired; and
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

1.6 Summary of material accounting policies continued

- (l) Financial instruments - initial recognition and subsequent measurement *continued*
ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Trade and other payables and Ford Credit

After initial recognition, trade and other payables and Ford Credit are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss and other comprehensive income.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

(m) Revenue from contracts with customers

The Group is in the business of sale and service of motor vehicles and associated spare parts and to provide aftersales service to customers. Revenue comprising sales of vehicles is recognised when the vehicle has been registered under the customer's name pursuant to a contract and the customer has accepted the delivery. In the event of sale of spare parts, performance obligation is satisfied when the buyer obtains control of the asset. Revenue from services is generally recognised when services are rendered. Revenue is recognised when all performance obligations have been completed at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods and services.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale and service of motor vehicles and associated spare parts and to provide aftersales service to customers, the Group considers the effects of variable consideration, the existence of significant financing components, non cash consideration and consideration payable to the customer (if any).

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued
FOR THE YEAR ENDED 31 DECEMBER 2025

1.6 Summary of material accounting policies continued

(m) Revenue from contracts with customers continued

Revenue Streams

The Company recognises revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which it expects to be entitled, in accordance with IFRS 15.

The Company generates revenue primarily from the sale of motor vehicles, spare parts, accessories and repairing of vehicles services to its customers.

Disaggregation and timing

Revenue arises from: (i) new and used vehicles, (ii) parts and tyres, and (iii) workshop services. Revenue from vehicles and parts is recognised at a point in time when control transfers to the customer, which in practice is at vehicle registration in the customer's name and handover/acceptance (or on delivery/acceptance for parts). Revenue from workshop services is recognised over time because customers simultaneously receive and consume the benefits as the services are performed; progress is measured by reference to labor hours performed and parts supplied (time-and-materials basis).

Transaction price and contract balances

In determining the transaction price, the Company considers variable consideration (and the constraint), the existence of any significant financing component, non-cash consideration and consideration payable to a customer (if any). Contract assets arise when revenue is recognised before the right to consideration is unconditional; contract liabilities arise when consideration is received (or due) before transfer of goods or services. The Company has no significant contract assets or contract liabilities.

Principal versus agent

The Company is principal for vehicle and parts sales (revenue recognised gross). The Company does not sell extended warranties or insurance products; if it arranges third-party products, it assesses whether it acts as agent and recognises net commission income when it does not control the specified service before transfer.

Returns and warranty

Manufacturer warranties (assurance-type)

New vehicles are sold with a manufacturer warranty provided by Ford Motor Company and Subaru Corporation. The manufacturer warranty provides assurance that vehicles comply with agreed specifications for a specified period (e.g., three years or 100,000 km, whichever occurs first). The Company is not the obligor under the manufacturer warranty. Accordingly, the Company does not recognise a warranty provision in respect of manufacturer warranties.

Where the Company performs warranty repairs as an authorised service provider on behalf of the manufacturer, amounts recoverable from the manufacturer are recognised as income when the related services are performed.

Refer to Note 1.5 for estimates, assumptions and judgements used to in motor vehicle revenue recognition process.

(n) Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

1.6 Summary of material accounting policies continued**(n) Taxes continued***Deferred tax continued*

In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- the Company has applied the IAS 12 mandatory temporary exception for deferred taxes relating to the OECD Pillar Two rules. The Company is not part of a multinational group above the EUR 750 million threshold and therefore is not within the scope of Pillar Two. Fiji has not enacted Pillar Two legislation, and the Company has no related tax exposure.

In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales tax

Expenses and assets are recognised net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and

- When receivables and payables are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

(o) Leases*Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued
FOR THE YEAR ENDED 31 DECEMBER 2025

1.6 Summary of material accounting policies continued

(o) Leases continued

Group as a lessee continued

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

-	Land and buildings	1 to 99 years
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The right-of-use assets are also subject to impairment. Refer to the material accounting policies in Note 1.6 (g) Impairment of non-financial assets.

Right-of-use assets – subsequent measurement policy

Right-of-use assets are initially measured at cost in accordance with IFRS 16. Subsequently, right-of-use assets are generally measured using the cost model (cost less accumulated depreciation and impairment) except for leasehold land ROU. IFRS 16 permits a right-of-use asset to be measured using the IAS 16 revaluation model when the right-of-use asset relates to a class of property, plant and equipment for which the revaluation model is applied.

The Group applies the IAS 16 revaluation model to the land class; accordingly, right-of-use land is subsequently measured at a revalued amount consistent with that policy. Right-of-use assets relating to leased office premises and other operational leases are subsequently measured using the IFRS 16 cost model.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in leases (see Note 22).

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as an expense on a straight-line basis over the lease term.

1.6 Summary of material accounting policies continued**(p) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(q) Dividend distribution

Dividends paid during the year are subject to the provisions of the Fiji Income Tax Act 2015.

Dividends are recorded in the Group's financial statements in the period in which they are declared by the Directors.

(r) Segment information

The Company operates in a single operating segment, being the sale and service of motor vehicles and associated spare parts and to provide aftersales service to customers. The Board being the Chief operating Decision Maker reviews the financial performance of the Company as a whole for the purpose of allocating resources and assessing performance. Accordingly, the Company has one reportable operating segment.

(s) Comparative figures

Comparative information is presented for the twelve months ended 31 December 2024. The current period also covers twelve months ended 31 December 2025. However, due to the loss of control of the former subsidiary on 30 December 2025, the statement of profit or loss and statement of cash flows include the former subsidiary only for the period of control (to 30 December 2025) and the Company only results thereafter, while the statement of financial position at 31 December 2025 is Company and Group numbers disclosed as same balances. Where necessary, comparative figures have been adjusted to conform to changes in current year presentations.

(t) Earnings per share

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued
FOR THE YEAR ENDED 31 DECEMBER 2025

2. REVENUE	Group		Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
(a) <u>Operating revenue</u>				
New and used vehicles	43,000,330	41,322,357	43,000,330	41,322,357
Spare parts and tires	8,032,585	7,165,541	8,032,585	7,165,541
Motor Garage	3,332,737	3,045,239	3,332,737	3,045,239
	<u>54,365,652</u>	<u>51,533,137</u>	<u>54,365,652</u>	<u>51,533,137</u>
(b) <u>Other income</u>				
Exchange gain	716,920	694,310	716,920	694,310
Gain on disposal of Assets	62,617	32,059	62,617	32,059
Gain on sale of shares in Tiwari Holdings Pte Limited	12,160,651	-	6,069,331	-
Gain on sale of non core properties	4,076,930	-	10,741,672	-
Gains from lease modification (IFRS 16)	32,216	-	32,216	-
Interest	67	5,284	5,584	5,989
Solar energy claim	6,358	10,105	6,358	10,105
Manufacturer's contribution towards promotion and marketing	115,842	43,525	115,842	43,525
Rent	569,584	401,474	556,540	328,200
Sundry income	13,386	38,962	13,386	35,584
	<u>17,754,571</u>	<u>1,225,719</u>	<u>18,320,466</u>	<u>1,149,772</u>
3. EXPENSES				
(a) <u>Administration and operating expenses</u>				
Auditors remuneration - audit services	48,500	10,500	48,500	10,500
Auditors remuneration - other services	-	2,100	-	2,100
Depreciation and amortisation	498,671	517,375	466,360	488,855
Right-of-use asset depreciation	54,234	42,824	472,999	271,080
Directors fees	378,450	366,300	378,450	366,300
Salaries and administration	708,796	588,682	708,796	588,682
Insurance	295,553	215,429	295,553	211,985
Repairs and maintenance	281,505	263,554	281,505	225,435
FNPF contribution	250,751	211,392	250,751	211,392
Other expenses	1,020,558	963,805	1,015,440	962,579
	<u>3,537,018</u>	<u>3,181,961</u>	<u>3,918,354</u>	<u>3,338,908</u>
(b) <u>Finance expenses</u>				
Interest and bank charges	322,321	422,297	322,130	422,168
Interest expense on lease liability	29,166	25,240	154,012	65,532
	<u>351,487</u>	<u>447,537</u>	<u>476,142</u>	<u>487,700</u>

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

4. INCOME TAX	Group		Company	
	2025 \$	2024 \$	2025 \$	2024 \$
A reconciliation between tax expense and the product of accounting profit multiplied by the tax rate for the year ended 31 December 2025 is as follows:				
Accounting profit before income tax	25,346,166	9,132,175	25,406,070	8,859,118
Prima facie tax thereon at 25%	6,336,542	2,283,044	6,351,518	2,214,780
(Exempt income)/Non-deductible expenses	(4,057,924)	1,125	(4,196,299)	1,125
Tax effect due to change in tax rate from 20% to 25%	-	3,892	-	3,892
Over provision from prior period	-	(6,871)	-	(2,714)
	<u>2,278,618</u>	<u>2,281,190</u>	<u>2,155,219</u>	<u>2,217,083</u>
Income tax expense comprises movements in:				
Current tax	2,333,634	2,353,022	2,210,235	2,284,238
Temporary differences	(55,016)	(68,333)	(55,016)	(68,333)
Tax effect due to change in tax rate from 20% to 25%	-	3,892	-	3,892
Over provision from prior period	-	(7,391)	-	(2,714)
	<u>2,278,618</u>	<u>2,281,190</u>	<u>2,155,219</u>	<u>2,217,083</u>
Tax recognized in other comprehensive income:			Company	
<u>OCI component</u>			2025	2024
			\$	\$
Revaluation surplus - land and building - before tax			20,191,440	-
Deferred tax charge recognised in OCI			(2,442,459)	-
Revaluation surplus - land and building - after tax			<u>17,748,981</u>	<u>-</u>
The deferred tax on the revaluation surplus is recognised in OCI and forms part of the movement in the asset revaluation reserve				
Deferred tax at 31 December relates to the following:				
<u>Deferred tax assets/(liabilities)</u>				
Employee entitlements			18,997	13,759
Estimated credit loss			23,216	23,216
Unrealised exchange gain			(5,453)	-
Unrealised exchange loss			-	11,928
Accelerated depreciation for tax purposes			(1,333,289)	(1,393,327)
Right-of-use assets net value			(1,102,123)	(827,087)
Lease liability			1,127,029	844,872
Revaluation of assets			(2,442,459)	-
			<u>(3,714,082)</u>	<u>(1,326,639)</u>

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

4. INCOME TAX *continued*

Deferred tax assets/(liabilities) continued

Deferred tax movement by type of temporary difference

Type of temporary difference	Opening net DTA/(DTL)	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Closing net DTA/(DTL)
Property, plant & equipment (depreciation timing)	(1,393,328)	60,037	(2,442,459)	-	(3,775,750)
Leases (ROU assets & lease liabilities)	17,785	7,123	-	-	24,908
Provisions / accruals (deductible when paid)	48,904	(12,144)	-	-	36,760
Total	(1,326,639)	55,016	(2,442,459)	-	(3,714,082)

Corporate income tax rates – SPX listing concession and deferred tax measurement

For the year ended 31 December 2025, the Group's current income tax has been measured using the corporate income tax rate applicable to companies that are not listed on the South Pacific Stock Exchange (SPX). Under Fiji's Income Tax (Rates of Tax and Levies) Regulations, as interpreted by FRCS, the standard corporate income tax rate is 25%. A concessional corporate income tax rate of 15% is available to companies listed on the SPX until the end of the company's 7th year from the date of listing. The Group became listed on the SPX on 18 March 2026. Accordingly, the concessional 15% rate will apply to the Group's chargeable income from the date of listing (subject to meeting the relevant legislative conditions), and the standard rate will apply thereafter.

Deferred tax assets and liabilities are measured at the tax rates expected to apply in the period when the related temporary differences reverse, based on tax rates (and tax laws) enacted or substantively enacted at the reporting date. In measuring deferred tax on revalued properties, management has applied the 25% rate and 10% capital gain tax rate because the underlying assets are held for strategic and business use and are expected to be recovered over periods extending beyond the 7-year concessional SPX listing period. Where temporary differences are expected to reverse within the concessional SPX period, the Group would measure the related deferred tax at 15% (based on enacted law).

The application of tax rates and incentives involves judgement and is based on management's interpretation of enacted tax law and FRCS guidance; actual outcomes may differ depending on future taxable profits, utilisation and compliance with relevant conditions.

5. TRADE AND OTHER RECEIVABLES

	Company	
	2025	2024
	\$	\$
Trade receivables	2,363,454	2,363,796
Less: expected credit loss	(92,865)	(92,865)
	2,270,589	2,270,931
Prepayments	704,642	203,664
Owing by related companies (Note 18 (c))	6,541	2,910
Total trade and other receivables	2,981,772	2,477,505

Trade receivables are non-interest bearing and are generally on 30-90 day terms. At 31 December 2025, trade receivables with nominal value of \$92,865 (2024: \$92,865) were impaired and fully provided for. Movement in the provision for impairment of receivables was as follows:

At 1 January	92,865	92,865
Change for the period/ year	-	-
At 31 December	92,865	92,865

At 31 December, the ageing analysis of Groups trade receivables is as follows:

Year	Gross debtors	Current	Past due but not impaired		
			30-60 days	60-90 days	>90 days
			\$	\$	\$
31.12.25	2,363,454	1,402,849	398,555	42,291	519,759
31.12.24	2,363,796	1,315,867	445,772	86,429	515,728

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

	Company	
	2025	2024
	\$	\$
6. INVENTORIES		
Inventories in transit	7,488,956	4,484,595
Motor vehicles	6,023,729	6,749,216
Spare parts	5,126,468	4,860,014
Motor garage	34,421	60,142
	<u>18,673,574</u>	<u>16,153,967</u>
7. EQUITY INSTRUMENTS		
(i) <u>Financial Securities</u>		
Yatu Lau Company Limited	11,898	11,898
	<u>11,898</u>	<u>11,898</u>
(ii) <u>Reconciliation of financial assets:</u>		
Opening balance	11,898	11,898
Closing balance	<u>11,898</u>	<u>11,898</u>
8. INVESTMENT IN SUBSIDIARY COMPANY		
<u>Shares in subsidiary company at cost:</u>		
Tiwari Holdings Pte Limited	-	525,000
	<u>-</u>	<u>525,000</u>
On 30 December 2025, the Group lost control of Tiwari Holdings Pte Limited (THPL) following the sale of its 99.99% interest. In accordance with IFRS 10, the Group derecognised the assets and liabilities of THPL and any non-controlling interests and recognised the consideration received. The resulting gain was recognised in profit or loss. The Group consolidated THPL up to 30 December 2025. From 31 December 2025, THPL is no longer consolidated.		
9. PROPERTY, PLANT AND EQUIPMENT		
<u>Freehold land</u>		
Fair Value/Cost:		
At 1 January	857,050	857,050
Asset revaluation	12,782,500	-
Disposal	(39,550)	-
At 31 December	<u>13,600,000</u>	<u>857,050</u>
Net book value	13,600,000	857,050
<u>Buildings and improvements</u>		
Fair Value/Cost:		
At 1 January	8,616,390	8,603,347
Additions	206,113	13,043
Asset revaluation	6,754,916	-
Disposal	(225,293)	-
Reversal of Accumulation depreciation on revaluation*	(3,182,126)	-
At 31 December	<u>12,170,000</u>	<u>8,616,390</u>
Depreciation and impairment:		
At 1 January	3,041,088	2,797,391
Depreciation charge for the year	229,955	243,697
Disposals	(52,224)	-
Reversal of Accumulation depreciation on revaluation*	(3,182,126)	-
At 31 December	<u>36,693</u>	<u>3,041,088</u>
Net book value	12,133,307	5,575,302

*This transfer relates to the accumulated depreciation as at the revaluation date that was eliminated against the gross carrying amount of the revalued asset. Fair value hierarchy disclosures for property, plant & equipment are in Note 19.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
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	Company	
	2025 \$	2024 \$
9. PROPERTY, PLANT AND EQUIPMENT <i>continued</i>		
<u><i>Plant and machinery</i></u>		
Cost:		
At 1 January	829,491	672,781
Additions	6,629	156,710
Disposals	(33,025)	-
At 31 December	<u>803,095</u>	<u>829,491</u>
Depreciation and impairment:		
At 1 January	537,865	503,724
Depreciation charge for the year	38,973	34,141
Disposals	(33,025)	-
At 31 December	<u>543,813</u>	<u>537,865</u>
Net book value	259,282	291,626
<u><i>Furniture and fittings</i></u>		
Cost:		
At 1 January	348,084	348,084
At 31 December	<u>348,084</u>	<u>348,084</u>
Depreciation and impairment:		
At 1 January	306,617	293,768
Depreciation charge for the year	12,849	12,849
At 31 December	<u>319,466</u>	<u>306,617</u>
Net book value	28,618	41,467
<u><i>Office equipment</i></u>		
Cost:		
At 1 January	371,318	293,432
Additions	56,547	77,886
At 31 December	<u>427,865</u>	<u>371,318</u>
Depreciation and impairment:		
At 1 January	276,252	252,101
Depreciation charge for the year	33,834	24,151
At 31 December	<u>310,086</u>	<u>276,252</u>
Net book value	117,779	95,066
<u><i>Motor vehicles</i></u>		
Cost:		
At 1 January	753,680	710,189
Additions	278,088	147,133
Disposals	(191,650)	(103,642)
At 31 December	<u>840,118</u>	<u>753,680</u>
Depreciation and impairment:		
At 1 January	383,134	323,853
Depreciation charge for the year	120,027	125,540
Disposals	(72,238)	(66,259)
At 31 December	<u>430,923</u>	<u>383,134</u>
Net book value	409,195	370,546
NET WRITTEN DOWN VALUE	<u>26,548,181</u>	<u>7,231,057</u>

	Company	
	2025	2024
	\$	\$
10. INVESTMENT PROPERTY		
Cost:		
At 1 January	1,757,807	1,757,807
Disposals	(1,757,807)	-
At 31 December	<u>-</u>	<u>1,757,807</u>
Accumulated depreciation		
At 1 January	509,462	472,595
Depreciation charge for the year	30,722	36,867
Disposals	(540,184)	-
At 31 December	<u>-</u>	<u>509,462</u>
Net book value	<u>-</u>	<u>1,248,345</u>
11. TRADE AND OTHER PAYABLES		
Bills payable	8,005,276	6,695,467
Trade creditors and accruals	993,478	766,412
Shareholders Funds - IPO	756,800	-
Payable to related companies (Note 18 (c))	8,125	8,106
Payable to founder shareholders	3,902,401	3,902,340
Total trade and other payables	<u>13,666,080</u>	<u>11,372,325</u>
<p>A total sum of \$756,800 were received as subscriptions from the public for the purchase of 9m ordinary shares @ \$1.00 on offer. The funds are kept in a separate bank account with HFC bank.</p>		
12. EMPLOYEE BENEFIT LIABILITY		
Annual leave entitlements	<u>75,988</u>	<u>55,037</u>
13. SHARE CAPITAL		
Issued and paid up capital		
Opening Balance - 390,234 ordinary shares	780,468	780,468
Issued capital 209,766 @ \$2 per share	419,532	-
Total ordinary shares	<u>1,200,000</u>	<u>780,468</u>

In accordance with Article 3.6 of the Articles of Association, on 28 October 2025 the Company issued 209,766 ordinary shares on a pro rata basis to existing shareholders at \$2.00 per share for total consideration of \$419,532 thereby increasing the issued capital from \$780,468 to \$1,200,000.

Following the completion of share issue, on 28 October 2025 the Company implemented a share split on the basis of 200 new ordinary shares for each existing share, resulting in a total of 120,000,000 ordinary shares.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

	Group		Company	
	2025 \$	2024 \$	2025 \$	2024 \$
14. NOTES TO STATEMENT OF CASH FLOWS				
(a) Reconciliation of net cash provided by Operating Activities to profit after tax:				
Profit after tax	23,067,548	6,850,985	23,250,851	6,642,035
Depreciation	498,671	517,375	466,360	488,855
Depreciation - ROU	54,234	42,824	472,999	271,080
Interest expenses - lease	29,166	25,240	154,012	65,532
Gain on sale of assets	(62,617)	(32,059)	(62,617)	(32,059)
Gain on sale of shares in Tiwari Holdings Pte Limited	(12,160,651)	-	(6,069,331)	-
Gain on sale of non core properties	(4,076,930)	-	(10,741,672)	-
Gains from lease modification (IFRS 16)	(32,216)	-	(32,216)	-
	<u>7,317,205</u>	<u>7,404,365</u>	<u>7,438,386</u>	<u>7,435,443</u>
<i>Net cash provided by operating activities before change in assets and liabilities:</i>				
(Increase) in trade and other receivables	(3,289)	(640,324)	(3,289)	(624,538)
(Increase) in inventories	(2,519,605)	(6,072,021)	(2,519,605)	(6,072,020)
(increase) in Other Assets	(500,978)	(69,106)	(500,978)	(84,713)
Increase in accounts payable and accruals	2,498,069	2,743,940	2,293,755	2,745,628
Increase in employee benefit liability	20,951	12,750	20,951	12,750
(Decrease) in provision for income tax	(346,526)	(185,179)	(346,526)	(190,022)
(Decrease) in deferred tax liabilities	(55,017)	(42,967)	(55,017)	(37,531)
Net cash provided by Operating Activities	<u>6,410,810</u>	<u>3,151,458</u>	<u>6,327,677</u>	<u>3,184,997</u>

(b) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand and balances with banks net of bank overdraft. Cash and cash equivalents included in the cash flow statement comprise the following statement of financial position amounts:

	Company	
	2025 \$	2024 \$
CASH AT BANK		
Cash at bank	856,006	659,915
Cash on hand	1,520	1,520
	<u>857,526</u>	<u>661,435</u>
BANK OVERDRAFT		
Bank overdraft	968,769	-
	<u>968,769</u>	<u>-</u>
NET CASH	<u>(111,243)</u>	<u>661,435</u>

15. EARNING PER SHARE	Group		Company	
	2025 \$	2024 \$	2025 \$	2024 \$
Profit attributable to ordinary equity holders of the parent for basic and diluted earnings	23,067,732	6,844,134	23,250,851	6,642,035
Weighted average number of ordinary shares for basic EPS	99,023,400	78,046,800	99,023,400	78,046,800
Basic profit for the year attributable to ordinary equity holders of the parent	0.23	0.09	0.23	0.09
Diluted profit for the year attributable to ordinary equity holders of the parent	0.23	0.09	0.23	0.09

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

Share split and capital restructure

During the year, the Company undertook a capital restructure in preparation for listing, which included the issue of additional ordinary shares and a subsequent share split. The share split increased the number of ordinary shares in issue without any change in the Company's total equity. Accordingly, the share split did not affect the Company's net assets or total shareholders' equity, but it increased the number of shares used in per-share calculations.

Restatement of comparative per-share information

In accordance with IAS 33 Earnings per Share, where the number of ordinary shares outstanding changes as a result of a share split (or similar event) without a corresponding change in resources, the weighted average number of ordinary shares used in the calculation of earnings per share is adjusted retrospectively. Accordingly, the comparative earnings per share amounts and the weighted average number of ordinary shares for the prior period have been restated as if the share split had occurred at the beginning of the earliest period presented.

16. COMMITMENTS

Capital expenditure: Purchase of State Leasehold land approved by the Board	-	<u>650,000</u>
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17. CONTINGENT LIABILITIES

Customs bond	-	160,000
	-	<u>160,000</u>

18. RELATED PARTY TRANSACTIONS

(a) Directors

The names of persons who were Directors of Shreedhar Motors Limited at any time during the financial year were as follows:

Satya Prakash Maharaj (Chairman)
Vijay Prakash Maharaj
Atam Gyan Prakash Maharaj
Neeraj Abhinesh Maharaj

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.

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FOR THE YEAR ENDED 31 DECEMBER 2025

18. RELATED PARTY TRANSACTIONS *continued*

(a) Directors *continued*

Key Management Personnel *continued*

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

Name	Current title
Arvin Narayan	Chief Executive Officer
Jai Kumar	Chief Financial Officer
Ravindra Singh	National Manager - Parts & Service
Arvin Prasad	National Manager - Sales & Marketing

The remuneration of the key management personnel during the year was as follows:

	Company	
	2025	2024
	\$	\$
Short term employee benefits	427,484	341,707

Compensation of the Companies' key management personnel includes salaries, non-cash benefits and contributions to superannuation funds.

(b) Related companies

The Company has related party relationships by virtue of common ownership, with Tiwari Holdings Pte Limited, Pacific Transport Pte Limited, Taveuni Buses Pte Limited, Ocean Shores Estates Pte Limited and with its shareholders, directors and executive officers.

	Company	
	2025	2024
	\$	\$
(c) Amounts owing from related companies		
Pacific Transport Pte Limited	6,541	2,910
	6,541	2,910
Amounts owing to related companies		
Pacific Transport Pte Limited	8,125	8,106
	8,125	8,106

(d) Transactions with related parties

All transactions with related parties are made on commercial terms and conditions. The material transactions during the year were:

Related parties

Pacific Transport Pte Limited
Taveuni Buses Pte Limited

	Group 2025	Group 2024	Company 2025	Company 2024
	\$	\$	\$	\$
<u>Income</u>				
Pacific Transport Pte Limited - sale of goods and services	35,816	35,902	35,816	35,902
Rental income	125,000	-	125,000	-
Taveuni Buses Pte Limited - sale of goods and services	-	18,328	-	18,328
Total income	160,816	54,230	160,816	54,230

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FOR THE YEAR ENDED 31 DECEMBER 2025

18. RELATED PARTY TRANSACTIONS <i>continued</i>	Group 2025 \$	Group 2024 \$	Company 2025 \$	Company 2024 \$
(d) Transactions with related parties <i>continued</i>				
Sales of motor vehicle	-	99,565	-	99,565
<u>Gain on sale of Land and Building</u>				
Gain on sale - non core properties to Pacific Transport Pte Limited and Tiwari Holdings Pte Limited	4,076,930	-	10,741,672	-
<u>Expenses</u>				
Purchase of goods and services	91,079	77,361	91,079	77,361
The shares of the subsidiary, Tiwari Holdings Pte Limited were sold to the shareholders of the Company during the year.				
			Company	
			2025	2024
			\$	\$
(e) Amounts owing to founder shareholders				
Dividend payable			3,902,401	3,902,340
			3,902,401	3,902,340
(f) Advance to related party				
During the period Shreedhar Motors Limited lent an additional loan of \$120,000 to Tiwari Holdings Pte Limited resulting in total loan to \$270,000. This loan was fully repaid in October 2025.				
The loan was repayable on demand, unsecured and interest is charged at 4% per annum.				

19. FAIR VALUE MEASUREMENT

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities

Fair value measurement hierarchy for assets as at 31 December 2025:

Date of Valuation	Total	Fair value measurement using			
		Quoted Prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Assets measured at fair value:					
Revalued Land and building (Note 9 and 22)					
Freehold Land	31/05/2025	13,600,000	-	-	13,600,000
Leasehold Land	31/05/2025	1,960,000	-	-	1,960,000
Buildings and improvements	31/05/2025	12,170,000	-	-	12,170,000
Non-listed equity investments (Note 7)					
Investment sector	31/12/2025	11,898	-	-	11,898

There were no transfers between levels during 2025. Due to a change in accounting policy, revaluations of land and building were recognised in Level 3 for the first time.

Fair value measurement hierarchy for assets as at 31 December 2024:

Date of Valuation	Total	Fair value measurement using			
		Quoted Prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Non-listed equity investments (Note 7)					
Investment sector	31/12/2024	11,898	-	-	11,898

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19. FAIR VALUE MEASUREMENT *continued*

Fair value hierarchy

The Group measures freehold land, Right of Use (ROU) land and certain buildings within property, plant and equipment (PPE) at fair value. These fair value measurements are categorised within Level 3 of the fair value hierarchy because the valuations incorporate significant unobservable inputs, including adopted market pricing assumptions derived from comparable transactions and related adjustments.

Valuation technique

The Company's equity investment in Yatu Lau Company Ltd (an unlisted entity) is classified as a financial asset at fair value through profit or loss. As the investment is not quoted in an active market and observable market prices are not available, fair value is determined using a net asset value (NAV) approach. Under this method, the fair value is estimated by applying the Company's percentage ownership interest to Yatu Lau Company Ltd's net assets (NAV) as at the reporting date, based on the investee's latest available financial information. The valuation technique involves significant unobservable inputs and, accordingly, the investment is categorised within Level 3 of the fair value hierarchy.

Fair value of freehold land, leasehold land and buildings has been determined using the Market Approach (Direct Comparison). This approach derives fair value by reference to recent comparable sales for similar properties in similar locations, adjusted for differences such as size, timing of sale, zoning, access, location and other property-specific factors.

Valuation dates and adoption of fair values at 31 December 2025

Independent valuation reports obtained for the Group's properties have valuation dates that precede the reporting date:

- Right of use - Land: Valuations were performed in May 2025 and concluded market values of \$1,160,000 for CL 23305 (valuation date 23 May 2025; report dated 28 May 2025) and \$800,000 for CL 27637 (valuation and report date 28 May 2025).
- PPE – freehold land buildings (IAS 16): Valuations were performed in June 2025 and concluded market values of \$8,500,000 for CT 30952 and \$11,000,000 for CT 30953 (valuation date 3 June 2025).
- PPE – freehold land (IAS 16): Valuations were performed in June 2025 and concluded market values of \$6,270,000 CT 31083 (valuation date 3 June 2025).

The Directors have adopted the above independent valuation conclusions as the fair values of the respective properties as at 31 December 2025. In making this determination, the Directors assessed whether there were any material changes in market conditions or property-specific factors between the valuation dates and the reporting date and concluded that the valuation conclusions represent a reasonable proxy for fair value as at 31 December 2025. The carrying amounts of buildings and freehold and leasehold land have been adjusted to reflect the fair values adopted at 31 December 2025.

Sensitivity analysis (reasonably possible changes in Level 3 inputs)

The following sensitivity analysis illustrates the effect on fair value of reasonably possible changes in key unobservable inputs, holding other factors constant. Key unobservable inputs for the Level 3 valuations include the adopted market rate (e.g., \$/m²) derived from comparable sales and valuer judgmental adjustments to those comparables for differences in location, size, timing of sale, zoning, access and other property-specific factors. A 10% increase (decrease) in adopted market pricing assumptions is used in the analysis below.

Right of use assets - Land

Land	Fair value adopted at 31 Dec 2025 (FJD)	+10% (FJD)	-10% (FJD)	Change (+10%)	Change (-10%)
Nadi Back Road (SL 23305)	1,160,000	1,276,000	1,044,000	116,000	-116,000
Wailevu, Labasa (SL 27637)	800,000	880,000	720,000	80,000	-80,000
Total land – IAS 16	1,960,000	2,156,000	1,764,000	196,000	-196,000

PPE – Land and buildings (IAS 16)

Land and Building	Fair value adopted at 31 Dec 2025 (FJD)	+10% (FJD)	-10% (FJD)	Change (+10%)	Change (-10%)
CT 30952 – Karsanji Street	8,500,000	9,350,000	7,650,000	850,000	-850,000
CT 30953 – Karsanji Street	11,000,000	12,100,000	9,900,000	1,100,000	-1,100,000
CT 31083 - Karsanji Street	6,270,000	6,897,000	5,643,000	627,000	-627,000
Total land and buildings – IAS 16	25,770,000	28,347,000	23,193,000	2,577,000	-2,577,000

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities are exposed to a variety of financial risks: market risk, credit risk and liquidity risk.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on financial performance.

Risk management is carried out by executive management under policies approved by the Board of Directors. Management and finance executives identify, and evaluate financial risks in close co-operation with the company's operating units. The Board of Directors provide direction for overall risk management covering specific areas, such as mitigating credit risks, and investment of excess liquidity.

(a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures in respect to purchase of inventory, primarily with respect to Australian dollar, Japanese Yen, NZ dollar and US dollar. Foreign exchange risk arises from future commercial transactions and liabilities.

Management has set up policy to require the Group to manage their foreign exchange risk against their functional currency, in this case the Fiji dollar. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency other than the Fijian dollar. For significant settlements, the Group is required to seek quotations from recognised banks and use the most favorable exchange rate for the purpose of settlement.

As at year end, assets and liabilities denominated in foreign currencies are minimal and hence changes in the US, Australian, Japanese Yen and NZ dollars by 10% (increase or decrease) is expected to have minimal impact on the net profit and equity balances currently reflected in the Group's financial statements. Because of the minimal asset and liability balances in overseas currencies, there has been little sensitivity to movements in US, Australian, Japanese yen and NZ dollar in 2025 and 2024.

(b) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that services are provided to customers with an appropriate credit history. The Group has policies that limit the amount of credit exposure to any one customer or group of customers. Credit levels accorded to customers are regularly reviewed to reduce the exposure to risk of bad debts.

The Group establishes a provision for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures.

The carrying amount of financial assets represents the maximum credit exposure.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash, marketable securities, and the availability of funding through an adequate amount of committed credit facilities.

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20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *continued*

(c) Liquidity risk *continued*

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

<u>Company</u>				
31 December 2025	< 1 year	1 to 5 years	> 5 years	Total
	\$	\$	\$	\$
Trade and other payables	13,666,080	-	-	13,666,080
Lease liabilities (Note 22)	557,300	3,043,200	2,840,611	6,441,111
	<u>14,223,380</u>	<u>3,043,200</u>	<u>2,840,611</u>	<u>20,107,191</u>
31 December 2024				
Trade and other payables	11,372,325	-	-	11,372,325
Lease liabilities (Note 22)	346,359	2,940,600	1,069,911	4,356,870
	<u>11,718,684</u>	<u>2,940,600</u>	<u>1,069,911</u>	<u>15,729,195</u>

21. CAPITAL RISK MANAGEMENT

The Board of Director's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group's objectives when obtaining and managing capital are to safeguard the Group's ability to continue as a going concern and provide shareholders with consistent level of returns and to maintain an optimal capital structure to reduce the cost of capital.

22. LEASES

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Company	
	2025	2024
	\$	\$
Right of use assets - Leased Office Spaces		
As at 1 January 2025	3,308,349	1,290,688
Additions	-	2,288,741
Modification	1,500,486	-
Depreciation expense	(461,492)	(271,080)
As at 31 December 2025	<u>4,347,343</u>	<u>3,308,349</u>
Right of use assets - Land		
As at 1 January 2025	717,721	726,234
Additions	652,849	-
Depreciation expense	(11,507)	(8,513)
Asset revaluation	654,024	-
Disposals - cost	(87,280)	-
Reversal of disposal of accumulated depreciation	34,193	-
As at 31 December 2025	<u>1,960,000</u>	<u>717,721</u>
Total Right of use assets	<u>6,307,343</u>	<u>4,026,070</u>

22. LEASES *continued*

	Company	
	2025 \$	2024 \$
Set out below are the carrying amounts of lease liabilities and the movements during the period:		
As at 1 January 2025	3,379,488	1,340,340
Additions	-	2,287,865
Modification	1,803,232	-
Disposals	(334,962)	-
Accretion of interest	154,012	65,532
Payments	(554,800)	(314,249)
As at 31 December 2025	<u>4,446,970</u>	<u>3,379,488</u>
Current	332,250	506,400
Non-current	4,114,720	2,873,088
	<u>4,446,970</u>	<u>3,379,488</u>
The following are the amounts recognised in profit or loss:		
Depreciation expense of right-of-use assets	472,999	271,080
Interest expense on lease liabilities	154,012	65,532
Total amount recognised in profit or loss	<u>627,011</u>	<u>336,612</u>

The Group had total cash outflows for leases of \$143,928 during the year (2024: \$60,249). The Company had total cash outflows for leases of \$554,800 during the year (2024: \$314,249).

Maturity analysis – contractual undiscounted cash flows for leases

Less than one year	557,300	346,359
One to five years	3,043,200	2,940,600
Over five years	2,840,611	1,069,911
At 31 December	<u>6,441,111</u>	<u>4,356,870</u>

23. SUPPLIER FINANCE ARRANGEMENT

The Company uses supplier finance arrangements under which a finance provider pays amounts owed to Ford Credit and the Company settles those amounts with the finance provider on agreed terms that are generally longer than standard trade terms.

These arrangements may be withdrawn or amended by the finance provider in accordance with programme conditions. Liabilities subject to these arrangements are presented within Trade and other payables. Carrying amount as at 31 December 2025: \$8,005,276 (2024 : \$6,695,467).

Range of payment due dates for liabilities within the arrangements are between 30 to 180 days; comparable range for trade payables not in the arrangements are between 30 to 60 days.

The supplier finance arrangements result in extended payment terms compared to standard trade payables and are therefore a source of short-term liquidity financing for the Company. The arrangements are subject to the continued availability of funding from the finance provider and may be withdrawn or amended in accordance with programme conditions. Accordingly, the Company monitors its liquidity position to ensure it can meet obligations should the arrangements be curtailed or terminated

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24. DISPOSAL OF SUBSIDIARY AND LOSS OF CONTROL

On 30 December 2025, the Group lost control of Tiwari Holdings Pte Limited (THPL) following the sale of its 99.99% interest. In accordance with IFRS 10, the Group derecognised the assets and liabilities of THPL and any non-controlling interests and recognised the consideration received. The resulting gain was recognised in profit or loss. The Group consolidated THPL up to 30 December 2025. From 31 December 2025, THPL is no longer consolidated.

	Group		Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
Subsidiary disposal information consideration received	6,594,331	-	6,594,331	-
Less: cost value of investment in subsidiary derecognized	-	-	525,000	-
Less: net assets value of the Group derecognized - Note A	(5,566,320)	-	-	-
Gain on disposal (P&L – Other income)	<u>12,160,651</u>	<u>-</u>	<u>6,069,331</u>	<u>-</u>

Note A

Net assets disposed (Group NBV disposed) and gain on disposal

On 30 December 2025, the Group lost control of Tiwari Holdings Pte Limited (THPL) and deconsolidated the subsidiary. In determining the gain on disposal in the consolidated financial statements, the Group measured the net assets disposed at the consolidated carrying amounts immediately before loss of control.

	Group	
	2025	2024
	\$	\$
<u>Gain on disposal of THL (Group)</u>		
Consideration received:	6,594,331	-
Less: Group net assets disposed:	(5,566,320)	-
Gain on disposal:	<u>12,160,651</u>	<u>-</u>

The net assets disposed are negative on a consolidated basis because of the elimination of the intragroup sale of properties from the Company to THL.

	Group		Company	
	2025	2024	2025	2024
	\$	\$	\$	\$
<u>Net cash inflow on disposal (investing activities):</u>				
Subsidiary disposal information Consideration received	6,594,331	-	6,594,331	-
Less: cash and cash equivalents disposed	(26,454)	-	-	-
Net cash inflow	<u>6,567,877</u>	<u>-</u>	<u>6,594,331</u>	<u>-</u>

25. ASSET REVALUATION RESERVE

	Company	
	2025	2024
	\$	\$
Balance at 1 January 2025	-	-
Revaluation surplus recognised in Other Comprehensive Income (Note 9 and 22)	20,191,440	-
Deferred tax recognised in Other Comprehensive Income	(2,442,459)	-
Balance at 31 December 2025	<u>17,748,981</u>	<u>-</u>

The revaluation relates to land and buildings revalued by an independent valuer (Rolle Associates) using market-comparable approach; fair-value hierarchy Level 3. The Company's policy is to revalue this class at least every three years.

26. SUBSEQUENT EVENTS

The Company commenced the process of Listing on the South Pacific Stock Exchange during the year and below outlines the series of steps undertaken during the year towards the Listing :

Subsequent to 31 December 2025, the Company officially announced the closure of the IPO on 13th February 2026 following its launch on 22 December 2025. The Company successfully raised a total of \$9m via an issue of 9,000,000 shares at \$1.00 per share through the IPO and shareholding certificates were issued to all the shareholders on 27 February 2026.

Additionally, via a combination of transfers totaling 12,000,000 shares from founder shareholders to institutions and an allotment of 1,000,000 shares to an institution, a total of 13,000,000 shares were allocated to institutional shareholders.

The Company's ordinary shares were listed on the South Pacific Stock Exchange (SPX) on 18 March 2026. As at the date of this report, the Company's issued share capital comprised:

- 108,000,000 shares being held by the founder shareholders of the company.
- 13,000,000 shares held by institutions
- 9,000,000 shares held by the public pursuant to the IPO

27. SIGNIFICANT EVENTS DURING THE YEAR

The company commenced the process of Listing on the South Pacific Stock Exchange during the year and below outlines the series of steps undertaken during the year towards the Listing :

a. Capital Restructure

Issue of 209,766 additional ordinary shares to founder shareholders in order to increase the number of issued shares to 600,000. A share split of 200 shares for every share held was then effected in order to increase the number of issued shares to 120,000,000 being an appropriate structure of issued shares for the IPO.

b. Adopt New Articles of Association

Articles of the Association revised to be compliant with the requirements for a public company listed on the South Pacific Stock Exchange were adopted.

c. Conversion to Public Company

Conversion of the company from a private company to a public Company limited by shares, changing its name from 'Shreedhar Motors Pte Limited' to 'Shreedhar Motors Limited'.

d. Revaluation of Land & Buildings

Shreedhar Motors Limited's core operating properties being freehold land and buildings at Vatuwaqa, Suva and vacant leasehold land lots designed for future developments in Nadi and Labasa were revalued to total market value of \$27,730,000 based on independent valuations by Rolle Associates. A revaluation surplus of \$20,191,440 offset by an increase in deferred tax liability of \$2,442,459 resulted in net transfer to Asset Revaluation Reserve of \$17,748,981.

e. Sale of non-core properties

Non-core properties were sold to Tiwari Holdings Pte Limited and another related company Pacific Transport Pte Limited for consideration totaling \$12,225,000 based on independently assessed market values by Rolle Associates

f. Settlement of related party balances

Special dividends relating to the transactions in (a), (e) & (f) totaling \$19,062,711 were paid to founding shareholders.

The above matters were approved by the Board on 30th October 2025.

g. Restoration of the Lami Coachwork Building

The construction on the restoration of fire damaged Coachworks building in Lami commenced on 28 July 2024 by contractor Fortech Construction Pte Limited. The building was insured on replacement basis. An agreement which was signed between Sun Insurance Company Limited and Fortech Construction Company Pte Limited for the restoration of the building at a cost of \$2,150,261.50 VEP was completed in May 2025.

Apart from matters disclosed above, no other matters or circumstances have arisen during the financial year end which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group.

SHREEDHAR MOTORS LIMITED AND ITS SUBSIDIARY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *continued*
FOR THE YEAR ENDED 31 DECEMBER 2025

28. PRINCIPAL ACTIVITIES

The principal activities of the holding company during the financial year were the sale and service of motor vehicles and associated spare parts and to provide aftersales service to customers. There has been no significant change in the nature of these activities during the financial year. The principal activity of the subsidiary company during the financial year was to collect rental income from its properties.

29. COMPANY DETAILS

Company Incorporation

The Company is a public company domiciled and incorporated in Fiji under the Companies Act, 2015.

Registered office and principal place of business

The registered office of the Company is located at:
Lot 3 Karsanji Street, Vatuwaqa
Suva, Fiji

Number of Employees

As at balance date, the holding company employed 107 permanent staff (2024: 94).

30. SEGMENT REPORTING

The Company operates as a single integrated business engaged in the sale and servicing of motor vehicles, the sale of spare parts, and the provision of aftersales services. These activities are managed together and supported by shared operational, administrative, and financial functions.

The Chief Operating Decision Maker ("CODM"), being the Board of Directors, reviews financial performance and allocates resources on a consolidated basis.

Based on the internal reporting structure, the nature of products and services, the customer base, and the manner in which strategic and operating decisions are made, the Company has determined that it has one reportable operating segment for the purposes of IFRS 8 Operating Segments.

Accordingly, the financial information presented in these financial statements represents the results and financial position of the Company's single reportable segment.

13. Sustainability & Corporate Responsibility

Shreedhar Motors Limited (“SML”) recognises that long-term business sustainability is closely linked to responsible operations, strong customer and community relationships, workforce capability, and sound governance practices.

While the Company’s sustainability and non-financial reporting framework continues to evolve following its listing on the South Pacific Stock Exchange (“SPX”), SML has a long history of operating responsibly and contributing positively to the communities in which it operates.

This section outlines the Company’s approach to sustainability and corporate responsibility during FY2025 and identifies areas of ongoing focus as SML continues to strengthen its listed-company reporting framework.

Environmental Responsibility

SML remains committed to responsible environmental practices across its dealership, workshop, and service operations.

Key environmental management practices maintained during FY2025 included:

- responsible handling and disposal of oils, lubricants, batteries, and automotive fluids;
- recycling of selected workshop materials, including scrap metal and tyres;
- adherence to manufacturer-approved servicing and workshop standards; and
- utilisation of diagnostic systems and servicing processes designed to improve efficiency and minimise unnecessary waste.

The Company also continues to monitor developments in hybrid and electric vehicle technologies in collaboration with Ford and Subaru as broader automotive industry trends evolve.

While hybrid and electric vehicle adoption in Fiji remains at an early stage, SML continues to assess future workshop capability, technician readiness, and operational requirements associated with emerging vehicle technologies.

People and Workplace Practices

SML’s employees remain central to the Company’s long-term success and operational capability.

The Company is committed to maintaining a safe, inclusive, and supportive working environment that encourages professional development, technical capability, and long-term career growth.

Areas of focus during FY2025 included:

- ongoing technical training and skills development;
- workplace health and safety practices;
- customer service and leadership capability development; and
- equal opportunity employment practices.

As at FY2025, SML employed approximately 107 staff across its operations in Suva, Lautoka, Labasa, and Lami.

In early 2026, the Company adopted a Gender Equality Policy as part of broader governance enhancements implemented following listing preparation activities.

Community Engagement and Local Participation

SML has operated within Fiji's business community for nearly six decades and continues to maintain strong relationships with customers, suppliers, and local communities across its areas of operation.

During FY2025, the Company continued to:

- support local employment and skills development;
- engage local suppliers and service providers; and
- participate in selected community and business initiatives.

As the Company continues to mature as a listed entity, SML intends to further develop and formalise aspects of its community engagement and non-financial reporting practices over time.

Ethical Conduct and Responsible Business Practices

SML expects all Directors, management, and employees to conduct business activities ethically, responsibly, and in accordance with applicable laws, regulations, and Company policies.

During FY2025, the Company continued to operate in accordance with long-standing principles of integrity, accountability, professionalism, and responsible business conduct.

Following listing preparation activities undertaken during early 2026, SML strengthened its governance and compliance framework through the adoption of:

- a Code of Conduct;
- a Whistleblower Policy;
- a Shareholder Grievance Policy; and
- a Risk Management Policy.

These measures support the Company's ongoing commitment to responsible decision-making, transparency, and sound governance practices.

Future Sustainability Priorities

As SML enters its first full year as an SPX-listed entity, the Company will continue to strengthen its approach to sustainability and corporate responsibility.

Areas of ongoing focus include:

- enhancing environmental and operational reporting practices;
- strengthening workplace health, safety, and wellbeing initiatives;
- supporting workforce capability development;
- preparing for evolving automotive technologies and servicing requirements; and
- continuing to develop community engagement and non-financial reporting practices.

SML remains committed to operating responsibly and contributing positively to Fiji's economic and social development.

14. Shareholder Information

This section provides information for shareholders of Shreedhar Motors Limited (“SML”) in accordance with the requirements of the **South Pacific Stock Exchange (SPX)**. The information is stated as at **18 March 2026** unless otherwise noted.

Share Capital Overview

- **Total issued shares:** 130,000,000
- **Class of shares:** Ordinary shares
- **SPX ticker code:** SML
- **Listing date:** 18 March 2026

Top 20 Shareholders

The twenty largest shareholders as at 18 March 2026 are:

Rank	Shareholder	Number of Shares	% of Issued Shares
1	Arvin Narayan & Arvind Prasad ATF Tiwari Family Trust (Satya Prakash Maharaj & Family)	36,000,000	27.69%
2	Atam Gyan Prakash Maharaj	36,000,000	27.69%
3	Arvin Narayan & Vikash Singh ATF Vijay Prakash Maharaj Family Trust (Vijay Prakash Maharaj & Family)	35,984,000	27.68%
4	iTaukei Trust Fund Board	3,000,000	2.31%
5	Fijian Holdings Unit Trust	3,000,000	2.31%
6	BSP Life (Fiji) Limited	3,000,000	2.31%
7	Unit Trust of Samoa	3,000,000	2.31%
8	Ganendra Mangal Singh	1,835,100	1.41%
9	iTaukei Land Trust Board	1,000,000	0.77%
10	Niranjan Autoport Pte Limited	734,000	0.56%
11	VB Holdings Limited	734,000	0.56%
12	FijiCare Insurance Limited	256,900	0.20%
13	Shantilal Brothers (SP) Pte Limited	220,200	0.17%
14	Ritesh Singh	183,500	0.14%
15	Union Club	146,800	0.11%
16	Pravin Patel	110,100	0.08%
17	Ajay Amrit	110,100	0.08%
18	Stargate Investment Pte Limited	108,600	0.08%

Rank	Shareholder	Number of Shares	% of Issued Shares
19	Jitendra Narsey & Heerna Narsey	102,800	0.08%
20	Tarlochan Singh	74,100	0.06%

Director and Senior Management Shareholdings

The following table sets out the shareholdings of Directors, Senior Management and their connected persons as at 18 March 2026.

Name	Nature of Interest*	Shares Held
Satya Prakash Maharaj (Chairman)	Indirect Interest	36,000,000
Vijay Prakash Maharaj (Non-Executive Director)	Direct & Indirect Interest	36,000,000
Atam Gyan Prakash Maharaj (Non-Executive Director)	Direct Interest	36,000,000
Arvin Narayan (Chief Executive Officer)	Direct Interest	20,000
Arvind Prasad (National Manager - Sales & Marketing)	Direct Interest	10,000

* Indirect interests include interests held through associated entities and connected persons.

Distribution Schedule of Shareholders

The distribution of shareholdings is as follows:

Shareholding Range	Number of Shareholders	Number of Shares	% of Issued Shares
Less than 500	0	0	0.00%
501 – 5,000	269	548,600	0.42%
5,001 – 10,000	50	484,600	0.37%
10,001 – 20,000	48	846,500	0.65%
20,001 – 30,000	22	594,100	0.46%
30,001 – 40,000	7	276,800	0.21%
40,001 – 50,000	18	900,000	0.69%
50,001 – 100,000	12	823,300	0.63%
100,001 – 1,000,000	11	3,707,000	2.85%
Over 1,000,000	8	121,819,100	93.71%
Total	445	130,000,000	100%

Minimum Spread Requirement (SPX Rule 64)

SPX Listing Rule 64 requires a listed company to have:

- **at least 25 shareholders**, each holding
- **shares with a value of at least FJD \$1,000.**

SML meets this requirement.

Substantial Shareholders (5% or more)

Under SPX rules, any shareholder holding **5% or more** of the issued capital must be disclosed.

Shareholder	Number of Shares	% of Issued Shares
Arvin Narayan & Arvind Prasad Atf Tiwari Family Trust (Satya Prakash Maharaj & Family)	36,000,000	27.69%
Atam Maharaj	36,000,000	27.69%
Arvin Narayan & Vikash Singh Atf Vijay Prakash Maharaj Family Trust (Vijay Prakash Maharaj & Family)	35,984,000	27.68%

Public vs Non-Public Shareholdings

Category	Number of Shares	% of Issued Shares
Public shareholders	<i>22M</i>	<i>16.92%</i>
Non-public shareholders (Directors, related parties, >10% holders)	<i>108M</i>	<i>83.08%</i>
Total	130M	100%

This disclosure confirms the Company's **free float**.

Dividend Policy

SML intends to maintain a **disciplined and sustainable dividend policy**, balancing:

- shareholder returns,
- capital requirements, and
- long-term strategic priorities.

Dividends will be determined by the Board based on profitability, cash flow, and future investment needs.

Key Dates for Shareholders

Event	Date
Financial year-end	31 December
Annual Report release	22 May 2026
Annual General Meeting	17 June 2026
Half-year reporting date	30 June 2026
SPX announcements	Available on SPX website and SML website

Access to Information

Shareholders may access:

- Annual Reports
- Financial statements
- SPX announcements
- Corporate governance documents

via the Company's website: <https://shreedharmotors.com.fj/>

15. Corporate Directory

This Corporate Directory provides key contact and corporate information for Shreedhar Motors Limited (“SML”) as at the date of publication of this Annual Report.

<u>Registered Office</u>	<u>Postal Address</u>
Shreedhar Motors Limited Karsanji Street Vatuwaqa Suva, Fiji T: +679 331 3622 E: investor@shreedharmotors.com.fj W: https://shreedharmotors.com.fj/	G P O Box 1169, Suva Fiji

Board of Directors

- **Satya Prakash Maharaj** — Chairman & Non-Executive Director
- **Neeraj Maharaj** — Non-Executive Director
- **Vijay Maharaj** — Non-Executive Director
- **Bruce Sutton** — Independent Director
- **Fantasha Lockington** — Independent Director
- **Tomasi Tuitoga** — Independent Director
- **Adrian Di Bartolo** — Non-Executive Director

Director Retirement (Post Balance Date Event):

- **Atam Gyan Prakash Maharaj** retired from the Board in March 2026.

Executive Team

- **Arvin Narayan** — Chief Executive Officer
- **Jai Kumar** — Chief Financial Officer
- **Arvind Prasad** — National Manager, Sales & Marketing
- **Ravindra Singh** — National Manager, Parts & Service

Company Secretary

Arvin Narayan

<p><u>Share Registry</u></p> <p>Central Share Registry Pte Limited Level 2, HLB House Suva, Fiji T: (679) 331 5044 E: info@shareregistry.com.fj</p>	<p><u>Auditors</u></p> <p>Ernst & Young (EY) Level 7 Pacific House Butt Street, Suva, Fiji.</p>
<p><u>Bankers</u></p> <p>ANZ Banking Group Limited ANZ House 25 Victoria Parade, Suva, Fiji.</p>	<p><u>Legal Advisers</u></p> <p>Sherani & Co 2nd Floor, Harifam Centre Greig Street, Suva, Fiji</p>
<p><u>Stock Exchange Listing</u></p> <p>Shreedhar Motors Limited is listed on the South Pacific Stock Exchange (SPX).</p> <ul style="list-style-type: none">• Ticker Code: SML• Listing Date: 18 March 2026	<p><u>Website</u></p> <p>All corporate information, announcements, and investor materials are available at: shreedharmotors.com.fj</p>

Appendix A: Compliance Report on Corporate Governance

Name of Listed Entity: Shreedhar Motors Limited (“SML”)

For the Financial Year ended on: 31st December 2025

Source: South Pacific Stock Exchange (SPX) Listing Rules – Annexure P.

Principle	Requirement	Compliance Status / Details
1. Establish clear responsibilities for board oversight	Separation of duties: Clear separation of duties between Board and Senior Management.	Yes
	Board Charter: Adopt a Board charter detailing the functions and responsibilities of the Board.	Yes
2. Constitute an effective Board	Board Composition: Balanced Board Composition with Executive and Non-Executive directors, of which 1/3rd of the total number of directors to be independent directors.	Yes
	Gender Diversity: Do you have a policy for promoting gender diversity at the Board level, and have you achieved your policy goals?	Yes
	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 and Proper Policy of the Reserve Bank.	Yes
	Board Evaluation: Process of evaluation of the performance of the Board, its committees and individual directors. Evaluation to be linked to key performance indicators of the listed entity.	Yes
	Directors’ Training: A directors’ training and induction procedure is to be in place to allow new directors to participate fully and effectively.	Yes
	Board Sub-committees: The 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. 	Yes, SML has a combined Audit & Risk Committee and a Nomination & Remuneration Committee.

Principle	Requirement	Compliance Status / Details
3. Appointment of Chief Executive Officer / Managing Director	CEO: To appoint a suitably qualified and competent Chief Executive Officer/ Managing Director	Yes
4. Appointment of a Board and Company Secretary	Company Secretary: The Board to appoint a suitably qualified and competent Company Secretary, who is accountable to the Board, through the Chair, for all compliance and governance issues.	Yes
5. Timely and balanced disclosure	Annual Reports: Timely and accurate disclosures are made in Annual reports as per Rule 51 of Listing Rules.	Yes
	Payment to Directors and Senior Management: Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior management.	Yes
	Continuous Disclosure: General disclosures or company announcements are 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.	Yes
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 training on the same.	Yes
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.	Yes. Register of Interests maintained and updated at each Board meeting.
8. Respect the rights of shareholders	Communication with shareholders: To design a communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, Websites, or any other means of electronic communication.	Yes
	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.	Yes

Principle	Requirement	Compliance Status / Details
	Grievance Redressal Mechanism: To establish a Grievance Redressal Mechanism for Shareholders to address shareholders' complaints and grievances.	Yes
	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.	Yes
	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	Yes
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.	Yes
	External Audit: To appoint an external auditor who reports directly to the Board Audit Committee.	Yes, EY is SML's auditors.
	Rotation of External Auditor: To appoint the external auditor for a fixed term, requiring the senior partner of the audit firm to rotate once every three or fewer financial years.	Yes
	Audit Committee: To establish an Audit Committee comprising of at least 3 members, of which the majority are independent, and the Chair is not Chair of the Board.	Yes
10. Risk Management	Risk Management Policy: To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy clearly defines the roles and responsibilities of the Board, Audit Committee, management and internal audit function.	Yes
	Whistle-blower Policy: As part of the risk management strategy, establish a Whistle Blower Policy by creating a mechanism for reporting concerns of unethical behaviour, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPSE Rules or Companies Act.	Yes





Shreedhar Motors Limited

www.shreedharmotors.com.fj

Suva, Fiji