

NOTICE OF ANNUAL GENERAL MEETING OF SHREEDHAR MOTORS LIMITED

Notice is hereby given that the Annual General Meeting (“AGM”) of Shareholders of Shreedhar Motors Limited (“SML” or the “Company”) will be held at:

**Shreedhar Motors Limited Head Office
Karsanji Street, Vatuwaqa, Suva, Fiji**

on Wednesday, 17 June 2026 commencing at 10:30am.

The following business will be transacted at the meeting:

ORDINARY BUSINESS

1. Consideration of Financial Statements

To receive and consider the Audited Financial Statements, Directors’ Report and Independent Auditor’s Report of the Company for the financial year ended 31 December 2025.

2. Communication with Shareholders

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

That the Company adopt electronic communications as the preferred method for distribution of Annual Reports and shareholder communications, unless a shareholder specifically requests otherwise.

3. Retirement, Re-election and Appointment of Directors

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

(a) Retirement and Re-election of Mr Neeraj Maharaj

To re-elect Mr Neeraj Maharaj who retires by rotation pursuant to Clause 7 of the Articles of Association of the Company and, being eligible, offers himself for re-election.

(b) Retirement and Re-election of Mr Bruce Sutton

To re-elect Mr Bruce Sutton, who was appointed by the Board of Directors as an additional director of the Company on 1 January 2026, pursuant to Clause 7.5(a) of the Articles of Association of the Company and is eligible for re-election pursuant to Clause 7.5(b).

(c) Retirement and Re-election of Ms Fantasha Lockington

To re-elect Ms Fantasha Lockington, who was appointed by the Board of Directors as an additional director of the Company on 1 January 2026,

pursuant to Clause 7.5(a) of the Articles of Association of the Company and is eligible for re-election pursuant to Clause 7.5(b).

(d) Retirement and Re-election of Mr Tomasi Tuitoga

To re-elect Mr Tomasi Tuitoga, who was appointed by the Board of Directors as an additional director of the Company on 19 February 2026, pursuant to Clause 7.5(a) of the Articles of Association of the Company and is eligible for re-election pursuant to Clause 7.5(b).

(e) Retirement and Re-election of Mr Adrian Di Bartolo

To re-elect Mr Adrian Di Bartolo, who was appointed by the Board of Directors of the Company, to fill the casual vacancy caused by the retirement of Mr Atam Maharaj, on 17 March 2026, pursuant to Clause 7.5(a) of the Articles of Association of the Company and is eligible for re-election pursuant to Clause 7.5(b).

4. Re-appointment of Auditors

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

Pursuant to provisions of Section 422 (1) (a) of the Companies Act 2015, Ernst & Young be re-appointed as Auditor of the Company until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix the Auditor's remuneration.

SPECIAL BUSINESS

5. Approval of Aggregate Directors' Remuneration

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

That the maximum aggregate remuneration payable to all Directors of the Company be fixed at FJ\$200,000 per annum, to be allocated amongst the Directors in such manner as the Board may determine from time to time.

Any other business properly brought before the AGM shall be treated as special business.

By Order of the Board



Arvin Narayan
Company Secretary

25 May 2026

NOTES

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf.
2. The proxy need not be a shareholder of the Company.
3. A Proxy Form accompanies this Notice of Meeting.
4. To be effective, completed Proxy Forms must be received by the Company no later than 48 hours before the commencement of the meeting.
5. The AGM will be conducted as an in-person meeting only. No online participation facility will be available.

EXPLANATORY NOTES

This Explanatory Note is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting.

The Directors recommend shareholders to read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

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

1. Consideration of Financial Statements

In accordance with Section 401 of the Companies Act 2015, the Audited Financial Statements, Directors' Report and Independent Auditor's Report for the financial year ended 31 December 2025 will be presented to shareholders.

Shareholders will be provided with a reasonable opportunity to ask questions and make comments on the management and performance of the Company.

2. Communication with Shareholders

The Board supports transitioning toward electronic shareholder communications, including Annual Reports, as part of the Company's broader commitment to sustainability, operational efficiency and the modernisation of shareholder engagement practices. The transition to electronic communications is also expected to reduce paper consumption and the environmental impact associated with large-scale printing and postage requirements.

Shareholders who prefer hard copy communications may continue to request printed copies from the Company or Share Registry.

3. Retirement, Re-election and Appointment of Directors

The Board proposes that Mr Neeraj Maharaj, Mr Bruce Sutton, Ms Fantasha Lockington, Mr Tomasi Tuitoga and Mr Adrian Di Bartolo be re-elected as directors of the Company. The Board considers that the nominated directors have necessary skills, experience and leadership appropriate for the Company's ongoing development as a listed entity.

Mr Neeraj Maharaj – Non-Executive Director

Neeraj has extensive experience across digital transformation, governance, strategy and corporate advisory, including senior leadership and advisory roles within the health and technology sectors in Australia. He has played a key role in supporting SML's IPO process and transition to a listed entity.

Mr Bruce Sutton — Independent Director

Bruce is a Chartered Accountant with over three decades of experience in accounting, audit, and corporate advisory. He previously spent 16 years as a Partner

at KPMG Fiji and now leads South Pac Advisory. Bruce strengthens our financial oversight and governance capability as we operate as a listed company.

Ms Fantasha Lockington — Independent Director

Fantasha is the CEO of the Fiji Hotel & Tourism Association and has more than 30 years of leadership experience across the tourism and private sectors. She also serves on national boards, including the Reserve Bank of Fiji Board. She brings strong commercial insight, stakeholder experience, and a deep understanding of service-driven industries.

Mr Tomasi Tuitoga — Independent Director

Tomasi is a highly respected barrister and solicitor with extensive experience across legal practice, governance, and public institutions. He brings a strong legal lens to the Board and complements the skills of our existing directors.

Mr Adrian Di Bartolo — Non-Executive Director

Adrian has more than 25 years of business experience, with a focus on technology, strategy, and digital transformation. He holds a Master of Commerce (Business Strategy) from University of NSW. He brings a modern, technology focused perspective that will support SML's long-term growth.

4. Re-appointment of Auditors

The Board recommends the re-appointment of Ernst & Young as Auditor of the Company until the conclusion of the next AGM.

5. Approval of Aggregate Directors' Remuneration

Following the successful listing of Shreedhar Motors Limited on the South Pacific Stock Exchange on 18 March 2026, the Company has transitioned to a publicly listed governance structure, including the appointment of additional directors and the establishment of formal Board Committees.

The Board is seeking shareholder approval to formally establish the maximum aggregate remuneration payable to all Directors of the Company at FJ\$200,000 per annum.

The proposed aggregate remuneration pool is intended to provide the Company with sufficient flexibility to appropriately remunerate Directors having regard to the increased governance, regulatory and oversight responsibilities associated with operating as a listed entity, including Board and Committee responsibilities.

The proposed cap represents the maximum aggregate amount payable to all Directors collectively and does not mean that the full amount will necessarily be utilised in any financial year

PROXY FORM

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

Name of Shareholder(s):				
Registered Address:				
SIN:				
I/We, being the holder(s) of			shares in Shreedhar Motors Limited hereby appoint:	
1. Name		of		
or failing him/her;				
2. Name		of		
as my/our proxy to attend and vote at the AGM of Shreedhar Motors Limited to be held on Wednesday, 17 June 2026 at 10:30am at the Company's Head Office, Karsanji Street, Vatuwaqa, Suva, Fiji , and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:				
Resolution No.	Resolution	For	Against	Abstain
1	Consideration of Financial Statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Communication with Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Re-election of Mr Neeraj Maharaj	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Re-election of Mr Bruce Sutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c)	Re-election of Ms Fantasha Lockington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d)	Re-election of Mr Tomasi Tuitoga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(e)	Re-election of Mr Adrian Di Bartolo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Signature Block				
Signed this		day of		2026
Signature of Shareholder				
Signature of Joint Shareholder (if applicable)				

NOTES:

1. A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf.
2. The proxy need not be a shareholder of the Company.

3. It is optional to direct the proxy how to vote on any resolution. If no direction is given, the proxy may vote or abstain as he/she thinks fit.
4. If the “Abstain” box is marked for a particular resolution, the proxy will not vote on that resolution.
5. Completed Proxy Forms must be received by the Company no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

6. Proxy Forms may be delivered to:

Company Secretary
Shreedhar Motors Limited
Karsanji Street, Vatuwaqa, Suva, Fiji

OR

Central Share Registry Pte Limited
Level 2, HLB House
Suva, Fiji

OR emailed to: investor@shreedharmotors.com.fj

APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to the Companies Act 2015]

This form may be used by a body corporate which is a shareholder of Shreedhar Motors Limited (“SML” or the “Company”) or which has been appointed as proxy by a shareholder

Name of Body Corporate:

hereby appoints:

Name of Representative:

(Please note that multiple representatives can be appointed but only one representative may exercise the body corporate’s powers at any one time.)

to act as its representative at

all meetings **OR**

the meeting to be held at

Karsanji Street, Vatuwaqa, Suva, Fiji on Wednesday, 17 June 2026 at 10:30am.

SIGNATURES – THIS SECTION MUST BE COMPLETED

Common Seal (If applicable)	Director	Sole director & Sole Secretary
	Director/Company Secretary	Date

NOTES:

1. In order to be effective, this form must be received by Shreedhar Motors Limited no later than **48 hours before the commencement of the Annual General Meeting**. The original form will be retained by the Company.
2. A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders. The appointment may be made by reference to a position held, provided that the position is clearly identified.
3. The appointment must be executed in accordance with the appointing body corporate’s Constitution or Articles of Association and, where applicable, the Companies Act 2015.
4. An appointment may be a standing appointment and will remain effective until revoked.
5. If more than one representative is appointed, only one representative may exercise the body corporate’s powers at any one time.

6. Completed forms may be delivered to:

Company Secretary
Shreedhar Motors Limited
Karsanji Street, Vatuwaqa, Suva, Fiji

OR

Central Share Registry Pte Limited
Level 2, HLB House
Suva, Fiji

OR emailed to: investor@shreedharmotors.com.fj