



Connected Futures, Beyond Boundaries

2025 ANNUAL REPORT





VISION STATEMENT

"To be an internationally competitive ICT investment company in the Pacific."



MISSION STATEMENT

"To enhance shareholder value by pursuing areas that leverage off our core investments in ICT."



VALUES

ATH's values are:



INTEGRITY

Practising good corporate governance and being faithful to our stakeholders.



ACCOUNTABILITY

Helping our stakeholders understand how we make decisions, taking ownership and being answerable and responsible for our actions.



INNOVATION

Being at the forefront of product service and service offerings.



EFFICIENCY

Delivering on time, and getting things right the first time.



EFFECTIVENESS

Ensuring that our business is aligned with, and ultimately contributes to the achievement of our vision.



GOALS

ATH's goals are:

- Enhance shareholder value.
- Exploit convergence between the information and telecommunication sectors to enter new areas of business.
- Acquire existing businesses or create and invest in newly established businesses to achieve growth.
- Become a company operating internationally and prominent in the Pacific.
- Adopt international best practices, standards and methods of operation

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the Group remains focused on completing the rollout of 5G across Fiji, Samoa, and other Pacific markets.



It is my privilege to present the Annual Report of the Amalgamated Telecom Holdings (ATH) Group for the financial year ending 30 June 2025. This year has been one of strong progress, continued innovation, and strategic resilience as we strengthen ATH's position as the Pacific's leading telecommunications and ICT group.

Investment in 5G and Network Expansion

Following the successful 5G launch in American Samoa last year, FY2025 has seen further momentum across the Group. Vodafone Fiji, Vodafone Samoa, and Telecom Fiji each commenced investments in 5G technology, with trials and progressive rollouts underway. These investments are pivotal in ensuring our customers across the Pacific benefit from world-class digital services, future-ready connectivity, and faster, more reliable mobile experiences.

In parallel, Vodafone Vanuatu and Vodafone Kiribati invested heavily in connectivity improvements, strengthening resilience and expanding digital access in markets that are often underserved. These initiatives are part of our commitment to bridging the digital divide and enabling inclusive participation in the global digital economy.

Corporate and Capital Structure Optimisation

ATH continued its Group-wide program of capital and corporate structure optimisation, aimed at improving operational efficiency, enhancing tax effectiveness, and strengthening cash flow to the parent. These initiatives are critical for building resilience in an increasingly competitive telecommunications landscape while ensuring sustainable long-term shareholder value.

PNG Driving Regional Growth

A standout success this year has been Vodafone PNG, which doubled its subscriber numbers, significantly increasing market share. This growth has been accompanied by healthy revenue expansion, making PNG a major contributor to the Group's financial results. Vodafone PNG's trajectory reflects both the strength of demand in this large market and the effectiveness of our investments in network expansion and customer experience.

Strong Group Performance

ATH achieved a significant milestone in FY2025 as Group revenue surpassed FJ\$1 billion for the first time, closing at \$1.03 billion compared to \$935.95 million in FY2024. Net profit before tax rose sharply to \$27.53 million from \$3.16 million in the prior year, reflecting improved operational efficiency and growth across all markets. PNG remained the largest single driver of this improvement, supported by resilience across Fiji and the broader Pacific. Net assets closed at \$605 million.

Leadership and Governance

This year also marked significant leadership transitions across the Group and within the Board.

- At Vodafone PNG, Ronald Prasad was appointed as Chief Strategy Officer, Jashneel Kumar as Chief Information Officer, and Ashwin Prasad as Chief Marketing Officer, strengthening the company's leadership team during its accelerated growth phase.
- In Vodafone Samoa, Akosite Loamanu was appointed as Chief Technical Officer, ensuring strong locally grown leadership as the company moves forward with its 5G rollout.
- Tangavel Lutchmoodoo, the former Chief Commercial Officer of Vodafone Samoa, was appointed Chief Executive Officer for Bluesky American Samoa, further enhancing leadership continuity across our regional subsidiaries.

At the ATH Board level, we welcomed Mr. Sikeli Marakiwai Tuinamuana as the Strategic Investor appointed Director. As highlighted in the Market Announcement earlier, Mr. Tuinamuana is a distinguished Chartered Accountant with an illustrious career spanning over 40 years. Throughout his career, Mr. Tuinamuana has amassed extensive expertise in finance, governance, and strategic management. His diverse background advising local and multinational clients across multiple industries has already added valuable insight to the ATH Board as we refine our strategy and position for long-term growth.

Dividends

In recognition of our shareholders' continued confidence and support, the Board has proposed a dividend of **\$0.035 per share**, with a **total consideration of \$16,750,653**. This represents a **16.7% increase** compared to last financial year, reflecting the Group's strong performance and commitment to delivering value to its investors.

Challenges and Opportunities

While competition continues to intensify, including from global players, our Group remains agile and adaptive. Low Orbit Satellite Operators (LEO) entry into several Pacific markets presents both risks and opportunities; in some countries, we have leveraged its backhaul capacity to reduce costs and accelerate deployment.

The demands of digital transformation and the pace of technological change mean that we must remain vigilant, innovative, and customer-focused. Our investments in 5G, mobile money, and connectivity platforms are designed to ensure ATH remains at the forefront of the region's digital evolution.

Outlook

Looking ahead, the Group remains focused on:

- Completing the rollout of 5G across Fiji, Samoa, and other Pacific markets.
- Continuing structural optimisation to enhance financial resilience.
- Expanding digital and mobile money platforms such as M-Paisa across the region.
- Strengthening partnerships and exploring new markets to secure sustainable growth.

The Pacific's demographic trends, rising digital adoption, and economic growth underpin our optimism. ATH will continue to lead in delivering connectivity, empowering communities, and supporting economic development across the region.

Acknowledgement

On behalf of the Board, I extend my deepest gratitude to our shareholders for their continued confidence, to our employees for their dedication, and to our customers for choosing ATH companies as their trusted service providers. I also acknowledge the leadership of our subsidiary boards and management teams whose collective efforts have been central to our success this year.

Together, we are building a stronger, more connected Pacific.



Attar Singh
Chairman



The industry continues to evolve rapidly, driven by digital transformation, increased mobile penetration, and the adoption of emerging technologies such as 5G.



CEO Insight

As we conclude another financial year, I am pleased to share our insights on the economic landscape of Fiji and the Pacific. The regional economy has experienced modest growth amidst ongoing global uncertainties. Fiji continues to sustain steady economic activity driven by tourism, infrastructure development, and increased investment in telecommunications. The Cook Islands, PNG, Samoa, American Samoa, Vanuatu, and Kiribati are each navigating their unique challenges, including infrastructural needs and digital transformation, creating opportunities for telecom growth. The region's emerging markets and favourable demographic trends underpin our confidence in future expansion. Strategic partnerships and regional integration are poised to enhance connectivity and economic resilience across these nations.

Financial Highlights

This year marked a milestone for Amalgamated Telecom Holdings Limited as our revenue was the highest ever achieved, surpassing the billion-dollar mark, closing at **\$1.03 billion** compared to **\$935.95 million** last year. This reflects our expanding footprint and operational efficiencies. Group reported a net profit before tax of **\$27.53 million**, a strong increase from **\$3.16 million** in FY24. The substantial rise was predominantly driven by the strong performance of our investments in Papua New Guinea, which continues to show robust growth. Despite facing challenges, including a major earthquake in Vanuatu that caused temporary disruption, our resilience and strategic focus have sustained the group's growth. Our net assets have also remained steady, closing at **\$605 million**, with PNG operations actively ramping up market share and expanding their presence, contributing significantly to the overall success of the Group.

Business Development

Our focus remains on strengthening the telecommunications sector across Fiji and the Pacific islands. While larger competitors and global giants like Google increasingly invest in the region, these developments present both challenges and immense opportunities. We remain committed to innovation, network expansion, and service diversification to ensure that the markets we serve continue to be delivered world class digital infrastructure and services.

The evolution of satellite connectivity, notably Starlink and other Low Earth Orbit Satellites, is transforming the landscape. While Starlink presents a competitive threat on the retail front; we have found that there is ample room to both compete and cooperate. It has also been a great alternative for the group in providing services to rural and remote areas.

The regional demand for reliable connectivity and digital solutions drives our strategic initiatives. Leveraging technological advancements and fostering partnerships will be key to unlocking new growth avenues. Our proactive approach aims to position Amalgamated Telecom Holdings as a leading regional telecom provider, capitalizing on the rising demand for digital connectivity.

Fiji's digital finance sector has grown rapidly, with Mpaia handling over \$6 billion in transactions during the year. To address regulatory demands, Vodafone Fiji Limited established Digital Financial Services Pte Limited (DFS) as a separate subsidiary for its digital finance operations. This move reduces regulatory risk for VFL and allows DFS to pursue new digital finance opportunities.

Business Outlook

Looking ahead, we remain optimistic about future growth, guided by our strategic plans focusing on market expansion, technological innovation, and service excellence. We are actively undertaking organizational restructuring to streamline our operations, improve tax efficiency, and enhance cash flow to ATH. These efforts are aligned with our goal of ensuring sustainable long-term growth and maximizing stakeholder value.

The industry continues to evolve rapidly, driven by digital transformation, increased mobile penetration, and the adoption of emerging technologies such as 5G. We are committed to investing in infrastructure, exploring new markets, and strengthening our digital offerings to meet the increasing connectivity needs of our customers. With a robust financial position and dedicated team, we are confident in our ability to navigate industry changes and deliver sustainable value for our shareholders and stakeholders.

Acknowledgement

On behalf of the Board and Management, I extend our sincere appreciation to all stakeholders—our employees, partners, customers, and investors—for your unwavering support and dedication throughout this successful year. Your commitment has been instrumental in achieving our strategic objectives and accelerating our growth trajectory. We look forward to continuing this journey together, embracing new opportunities and overcoming challenges to build a stronger, more connected future.

Amalgamated Telecom Holdings Limited



Ivan Fong
Chief Executive Officer

BOARD OF DIRECTORS



Attar Singh
Chairman



Tanya Waqanika
Deputy Chairperson



Peter Chan
Director



Sikeli Tuinamuana
Director



Vilash Chand
Director



**Viliame Vodonaivalu
Baleitavua**
Director

COMPANY PROFILE

Establishment and Ownership

Amalgamated Telecom Holdings Limited (ATH) was incorporated as a public company on 10 March 1998 as the vehicle through which the Fiji Government's investments in the telecommunications sector were consolidated for the purpose of privatisation under its public sector reform programme.

ATH commenced operations on 16 December 1998 following the sale of a 49% strategic stake in the Company to the Fiji National Provident Fund (FNPF) through a tender process in which a number of international parties participated.

In September 1999, FNPF consolidated its control of ATH after it acquired a further 2% of the issued shares as per contractual obligations. Consequently, FNPF's shareholding increased to 51% while Government's shareholding decreased to 49%.

Government further sold 9.7% of its shares in February 2002 through a Private Placement with institutional investors including FNPF. A month later an additional 4.7% of Government's shares were sold in a Public Offer, consequently, reducing its shareholding to 34.6%, while FNPF's shareholding increased to 58.2%.

On 22 December 2015, through a Special Crossing on the South Pacific Stock Exchange (SPX), Government partially divested 50% of its remaining shares in ATH. As a result, FNPF increased its shareholding in ATH from 58.2% to 72.3% while Government remains ATH's second largest shareholder with 17.3% interest.

A Rights Issue offer was approved by the shareholders at the ATH Annual General Meeting on 6 November 2019. In consequence, FNPF decreased its shareholding from 73.22% to 72.71% when the non-renounceable rights issue offer closed on 31 May 2021 while Government's shareholding decreased from 16.29% to 15.25%.

As of 30 June 2025, the remaining 12.04% belong to 1,415 shareholders and individuals.

The Company

Through its investments and provision of direct services in a broad range of telecommunications and related services, ATH is Fiji's main telecommunications holding Company. The Company first extended its footprint in the region with its acquisitions in Kiribati and Vanuatu, followed by the acquisition of the Bluesky Group and its operations in Samoa, American Samoa and the Cook Islands on 22 February 2019, together with the acquisition of the Digitec Group in Papua New Guinea, on 4 June 2019. The principal activities of the ATH Group include the provision of:

- Voice, internet and data related services;
- Business communications solutions;
- ICT and surveillance products;
- Transaction management and prepaid services;
- Directory information services;
- Business Processing Outsourcing (BPO), including call centre services; and
- International telecommunications facilities.

Group Structure

Telecom Fiji Pte Limited (TFL) is a 100% owned subsidiary of ATH and provides fixed telephony services, broadband internet, international voice and data connectivity, sale of telephone equipment and sale of office and computer equipment.

Vodafone Fiji Pte Limited (Vodafone Fiji) is the country's leading provider of mobile telecommunications services and mobile phone money transfer service. Vodafone Fiji is owned on a 51%:49% basis by ATH and FNPF respectively.

On 20 May 2015, Vodafone Fiji acquired 100% of Datec (Fiji) Pte Limited which is one of Fiji's leading IT companies. This acquisition was made to solidify Vodafone Fiji's position as the premier provider of end-to-end ICT solutions for the enterprise and business segment.

Effective 1 April 2025, the M-Paisa business was formally restructured under Vodafone Fiji through the incorporation of a wholly owned subsidiary, Digital Financial Services Pte Limited (DFS). This newly established entity now holds full ownership, operational oversight, and strategic management responsibilities for all aspects of the M-Paisa platform.

Fiji International Telecommunications Pte Limited (FINTEL) is a 100% owned subsidiary of ATH which provides and operates international telecommunication facilities and connectivity for operators in Fiji and the region.

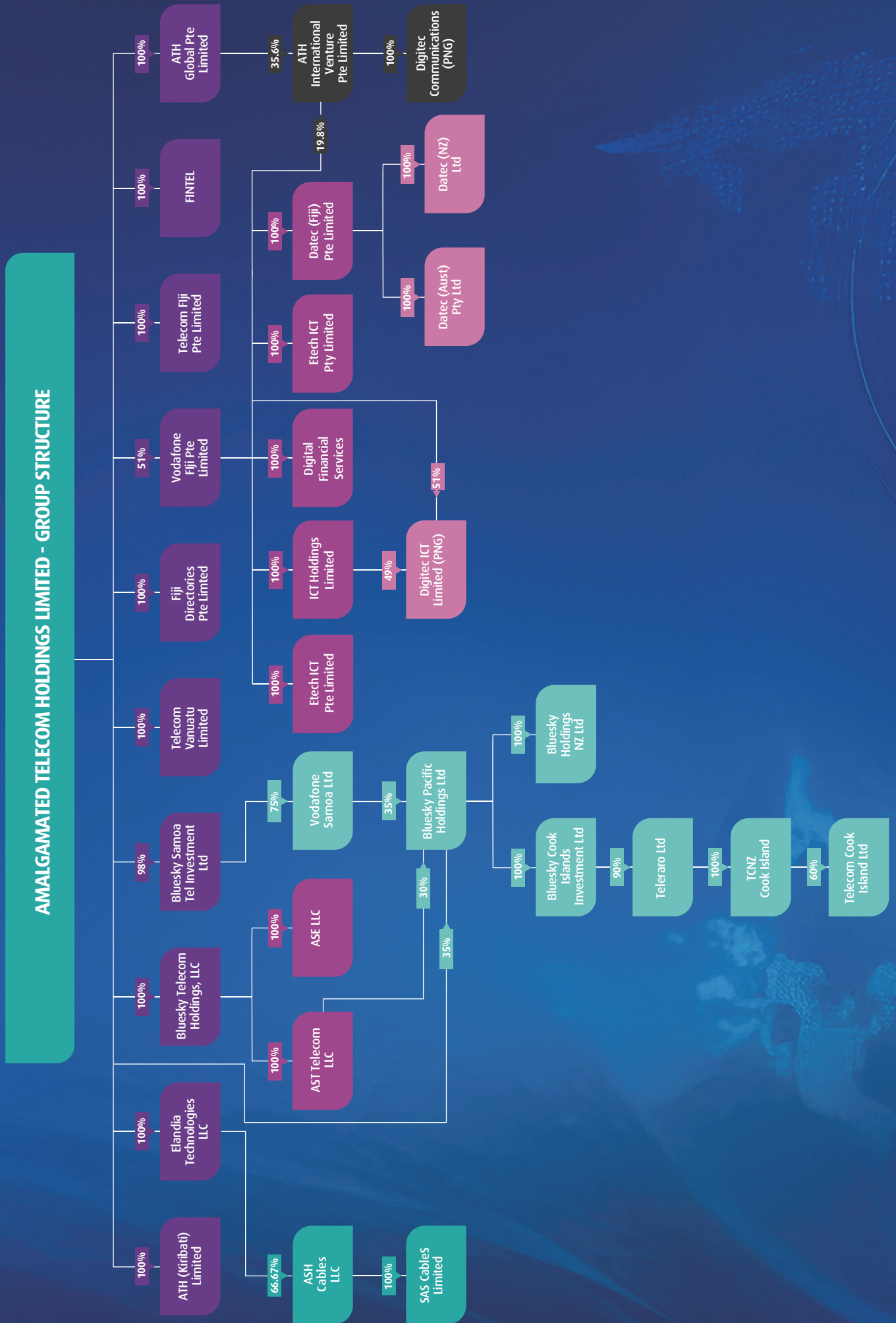
ATH acquired substantially all the assets of Telecommunications Services Kiribati Limited (TSKL) on 26 May 2015 and incorporated a new company, Amalgamated Telecom Holdings (Kiribati) Limited (ATHKL), now trading as Vodafone Kiribati Limited, to hold and operate the assets and provide telecommunication services in Kiribati.

On 27 March 2017, ATH acquired 100% share capital of Telecom Vanuatu Limited (TVL), a leading telecommunications operator in Vanuatu, from MT International Ventures PCC, an investment vehicle wholly owned by Mauritius Telecom Limited. Telecom Vanuatu Limited (now trading as Vodafone Vanuatu) is incorporated and domiciled in Vanuatu.

ATH completed its transaction with Amper SA to acquire its interests in the Bluesky Group on 22 February 2019. The Bluesky Group consists of key telecommunication operators and submarine cables in the telecommunications industry in Samoa, Cook Islands and the Territory of American Samoa. The Bluesky Group's operations include AST Telecom, LLC; Samoa American Samoa Cable; American Samoa Hawaii Cable; Vodafone Samoa; and Vodafone Cook Islands. It represents another breakthrough in the expansion strategy of the Group, consolidating ATH's interests in the Pacific and reinforcing its presence as one of the key telecommunications operators of the region.

In addition, ATHIV, incorporated in Singapore on 7 December 2018, purchased 70% shareholdings in each of Digitec Communications Limited, Etech ICT Pte Limited and Etech ICT Pty Limited. The Digitec Group of Companies is based in Papua New Guinea, Singapore and Australia respectively and provides internet services, computing hardware, software and cloud services in Papua New Guinea. In April 2020, the Group transferred Digitec ICT Limited, Etech ICT Pte Limited and Etech ICT Pty Limited, under Vodafone Fiji Limited.

ATH GROUP STRUCTURE





SINGAPORE

PAPUA NEW
GUINEA

AUSTRALIA

NEW ZEALAND

KIRIBATI

SAMOA

AMERICAN
SAMOA

VANUATU




FIJI

COOK ISLANDS

Countries in which
Amalgamated Telecom
Holdings Limited
Operates

Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
01. Establish Clear Responsibilities for Board Oversight	Separation of Duties Clear separation of duties between Board and Senior Management.	<p>To ensure robust governance, it is crucial to separate the responsibilities of the Board of Directors and Management. This division in responsibilities and functions, strengthens the Board's strategic oversight.</p> <p>With 7 Non-Executive Directors, the Board takes an independent approach to its oversight role. It approves the company's strategic direction and reviews business progress against those goals.</p> <p>The Board's key functions include making decisions on investments and strategic matters, as well as receiving performance updates directly from the CEO and senior management. Ultimately, the Board evaluates the capital and resource implications of the strategy to create long term value for shareholder.</p>
	Board Charter Adopt a Board Charter detailing functions and responsibilities.	<p>The ATH Board Charter and Corporate Governance Code outlines the structure, roles, and responsibilities of the Board of Directors. The Charter and Governance Code establish a governance framework aligned and details key governance practices such as conducting meetings, making decisions, and managing conflicts of interest.</p> <p>The Charter defines the responsibilities of the Board and holds Board Directors accountable, and acts as a practical guide for the Board and its subcommittees, helping them operate efficiently and effectively.</p>
	Board Composition Balanced Board Composition with Executive and Non-Executive Directors of which one third of total number of Directors to be independent Directors.	<p>The Board is composed of 7 Non-Executive Directors, with nominations allocated in accordance with the Articles of Association as follows:</p> <ul style="list-style-type: none"> • FNPF (Strategic Investor)- 4 Directors • Government- 3 Directors • 2 out of the 3 govt. nominated directors are Independent Directors <p>Directors can be nominated for election at a General Meeting by the existing Directors or by one or more members who collectively hold at least 10% of the voting shares.</p> <p>To ensure continuity, one-third of the government nominated Directors retire by rotation each year, but they are eligible for re-election.</p> <p>The 2 Independent Directors meet the necessary SPX prerequisites to be considered Independent Directors. This commitment to independent directorship ensures the Board benefits from a diverse range of expertise, insights, and leadership perspectives.</p>

Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025



Principle



Requirement



Compliance Status

Do you have a policy for promoting gender diversity at Board level and have you achieved your policy goals?

Nominations Committee

Selection, approval, renewal and succession of Directors to be conducted by the Nominations Committee in accordance with Articles of Association of the Company and Fit and Proper Policy of Reserve Bank.

Board Evaluation

Process of evaluation of performance of the Board, its Committees and individual Directors. Evaluation to be linked to key performance indicators of the listed entity.

Directors Training

The Director's training and induction procedure to be in place to allow new Directors to participate fully and effectively.

The Code of Corporate Governance allows the Board to outline certain key areas of consideration such as gender diversity which are to serve as guideline for appointing shareholders to consider while nominating Directors to the Board. The Code of Corporate Governance also articulates the Board's commitment to promote ethical and responsible decision making as one of the Principles of the ATH Code of Corporate Governance.

Further, the Nominations Committee of the Board oversees and monitors other governance matters for appointments to the Board and will guide the Board to address gender diversity considerations in Board appointment processes.

The Nomination Committee Charter provides a framework for the Committee's roles and responsibilities. It oversees and monitors Board performance, succession planning, and director development. The charter also ensures diversity at the ATH holding company level and its subsidiaries.

In addition, the updated Code of Corporate Governance now requires the appointing shareholder to conduct a "Fit and Proper" assessment of all directors before their appointment is confirmed.

A comprehensive Board evaluation process and set of guidelines are in place, overseen by the Company Secretary in collaboration with the Nominations Committee. The main goal is to support and develop directors while identifying areas for collective improvement. This ensures that both individual directors and the Board as a whole are working efficiently to achieve their goals for ATH.

To further enhance this process, an additional step has been implemented for ATH directors. This includes both peer and self-assessments for all Board and Subcommittee directors.




When new directors join the board, they go through a mandatory induction process. This program, led by the CEO and executive management, includes presentations and information sessions to give them a comprehensive understanding of the business.

This onboarding process is crucial for the company, as it allows new directors to:

- Ask questions about the business.
- Meet key stakeholders.
- Conduct site and office visits.


Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
	<p>Board Sub-Committees</p> <p>Board must have sub-committees which must at a minimum include:</p> <ul style="list-style-type: none"> • Audit Committee; • Risk Management Committee; • Nominations Committee/Recruitment Committee; and • Group Cybersecurity Committee 	<p>By the end of the program, each director is well-informed and equipped to effectively serve as a non-executive director for the company.</p> <p>To keep directors informed on relevant industry matters and business updates, ongoing workshops and information sessions are organized. When needed, external consultants and stakeholders are brought in to provide technical expertise and feedback to the Board.</p> <hr/> <p>Board Committees</p> <p>The Board operates with three subcommittees that review and discuss management recommendations before they are submitted to the full Board for a decision.</p> <p>These committees are:</p> <ul style="list-style-type: none"> • Audit, Finance & Risk Committee • Nominations Committee • Human Resources & Remuneration Committee • Cyber Security Committee <hr/> <p>Audit, Finance & Risk Committee</p> <p>This committee plays a crucial role in safeguarding the company's finances, ensuring compliance, and managing risks.</p> <ul style="list-style-type: none"> • Audit: The committee ensures the accuracy and integrity of the company's financials by overseeing both external and internal audits. • Finance: It reviews and recommends financial policies, the annual budget, financial forecasts, and major financial decisions to the Board. It also monitors the implementation of financial control mechanisms. • Risk: The committee oversees the management and mitigation of risks to prevent any negative impact on the group, ensuring effective controls are in place. <hr/> <p>Human Resources & Remuneration Committee</p> <p>This committee guides the Board and management on all matters related to the company's human capital. It handles executive recruitment, employment terms and conditions, succession planning, and remuneration. The committee ensures the company has the right people with the necessary skills to achieve its mission and goals.</p>




Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
		<p>Nominations Committee</p> <p>This committee is responsible for the selection, approval, renewal, and succession of directors within the group's subsidiary companies.</p> <p>The corporate governance responsibilities are shared among these three subcommittees. The Board continuously seeks opportunities to enhance the roles of these committees to ensure strong corporate governance for the company.</p>
03. Appointment of Chief Executive Officer	<p>Chief Executive Officer</p> <p>To appoint a suitably qualified and competent Chief Executive Officer</p>	<p>Cybersecurity Committee</p> <p>The ATH Group Cybersecurity Committee is tasked specifically with the reporting and oversight of responsibilities relating to IT and cybersecurity risk management. The Committee provides guidance and make recommendations to the Board on matters related to ATH or group entity's cybersecurity posture and areas on which it may be improved, across the Group.</p> <p>The company is led by Chief Executive Officer, Mr. Ivan Fong, and Chief Investment Officer and Company Secretary, Mr. Ashnil Prasad.</p>
04. Appointment of a Board and Company Secretary	<p>Company Secretary</p> <p>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.</p>	<p>Chief Executive Officer (CEO)</p> <p>The CEO is responsible for a wide range of duties, including:</p> <ul style="list-style-type: none"> • Developing and implementing business strategies and policies. • Managing budgets, financial reports, and key performance indicators. • Ensuring compliance with all regulations and laws. • Managing relationships with stakeholders. • Driving staff performance through leadership and development initiatives. <p>Company Secretary</p> <p>The Company Secretary is a qualified professional who is accountable to the Board for ensuring compliance and good governance. The role involves:</p> <ul style="list-style-type: none"> • Working with the CEO and Governance Team on key secretarial duties. • Ensuring compliance with regulatory and legal requirements. • Monitoring the implementation of ongoing governance initiatives for the Board. <p>Both the CEO and Company Secretary are highly qualified and experienced individuals appointed by the Board.</p>




Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
05. Timely and Balanced Disclosure	Annual Reports Timely and accurate disclosures are made in Annual Reports as per Rule 51 of Listing Rules.	<p>To ensure full accountability to its shareholders, ATH complies with all disclosure requirements outlined in the SPX Listing Rules and the Reserve Bank of Fiji's Guidelines for Listed Companies.</p> <p>These requirements include:</p> <ul style="list-style-type: none"> • Reporting unaudited financials every six months. • Releasing market announcements on key business changes. • Disclosing changes in Board and executive appointments. • Sharing other pertinent business information with the market. <p>Additionally, the Annual Report for the ATH Group of Companies is published annually, ensuring continuous disclosure and regulatory compliance.</p>
	Payment to Directors and Senior Management Sufficient information to be provided to shareholders on remuneration paid to Directors and Senior Management.	<p>In the previous fiscal year, a total of [] was paid to the Board of Directors as remuneration for their services to the company.</p> <p>ATH's board members are non-executive directors who are compensated for their attendance at board meetings and other engagements on behalf of the company. The company also covers other expenses, such as travel and accommodation, that directors incur while performing their duties for ATH.</p> <p>For their protection, ATH directors are covered by both a Directors and Officers Insurance Policy and a Personal Accident Insurance Policy.</p> <p>Compensation for senior management is detailed in the Key Management Personnel Compensation section of this Annual Report.</p>
06. 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.	<p>The company's Code of Conduct, approved by the Board, sets the minimum standards of behavior expected from all employees. We hold regular discussions and awareness sessions to ensure everyone understands the importance of these standards and promotes a culture of compliance. The ATH Code of Corporate Governance mandates that the company maintain an up-to-date and effective Code of Conduct.</p>




Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
07. Register of Interests	Conflict of Interest Transactions with related parties resulting in conflict of interest are disclosed and a register is maintained for the purpose.	<p>The company has a Conflict-of-Interest (COI) Policy in place. To ensure compliance, all directors, executives, and staff are required to submit an annual declaration of any potential conflicts.</p> <p>Directors must also declare any conflicting interests during board meetings before a decision is made. In accordance with both the COI Policy and the Code of Corporate Governance, the company maintains a register of interests.</p>
08. Respect the Rights of Shareholders	Communication with Shareholders To design communication strategy to promote effective communication with shareholders and encourage their participation. Examples: Communication through Annual Reports, Annual General Meetings, or any other means of electronic communication.	<p>ATH provides transparent and timely information to shareholders through several channels. The company issues market announcements for all material information, along with quarterly and six-monthly unaudited financials, and annual audited financials and reports. All market announcements are available on both the SPX and ATH websites for ongoing access.</p> <p>The company holds an Annual General Meeting (AGM) each financial year. This meeting gives the Board and executives a platform to present the company's financials and provide a business update directly to shareholders. All shareholders are encouraged to attend the AGM, participate in discussions, and communicate directly with the Board and company officers.</p> <p>ATH is committed to fostering effective communication and promoting active shareholder participation in all general meetings. The company continuously explores how to use technology to improve communication and enhance a two-way dialogue during these meetings. Copies of the Annual Report are also made available to shareholders at the AGM.</p>
	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.	<p>The new and improved ATH website was officially launched 2 years ago, offers comprehensive information about the ATH Group of companies.</p> <p>The website, located at http://www.ath.com.fj/, also features an up-to-date feed of all official company information released to the market, and information for shareholders.</p>




Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
	Grievance Redressal Mechanism To establish a Grievance Redressal Mechanism for Shareholders to address shareholders complaints and grievances.	<p>The Code of Corporate Governance and Grievance and Governance Policy are in place to address grievance mechanisms for the Company.</p> <p>The Policy addresses the types of complaints and steps taken to file grievances and the resolution process in addressing shareholder complaints. The grievance redress mechanism is targeted to achieve an effective and efficient process in addressing complaints.</p> <p>The Policy is publicized on the Company website for the information of all shareholders. A dedicated email address is also provided for stakeholders to register their complaints and grievances.</p> <p>The shareholders can email their complaints to complaints@ath.com.fj.</p>
	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.	<p>There was no shareholder complaints received during the financial year.</p>
	Corporate Sustainability To adopt a business approach that creates long term shareholder value by embracing opportunities, managing risks, maximizing profits and minimizing negative social economic, and environmental impacts.	<p>Our business approach is guided by the company's vision, mission, and values, which are detailed in our Annual Report.</p> <p>The Group is dedicated to continuously improving its business practices to maximize positive social, environmental, and economic impacts while minimizing negative ones. The Board recognizes the importance of managing significant risks to ensure long-term value creation for shareholders.</p>
09. Accountability and Audit	Internal Audit To appoint an internal auditor or an alternative mechanism to achieve the objectives of risk management, control and governance.	<p>ATH undergoes an annual audit by an independent external auditor. The accounts for both the ATH Group and its subsidiaries are prepared and audited in compliance with International Financial Reporting Standards (IFRS).</p> <p>To ensure business activities are conducted according to best practices, the company has also implemented various policies and procedures.</p> <p>The Internal Audit function is outsourced on an annual basis. Internal Audits are conducted for purpose of compliance audits and to also highlight recommendations for areas of improvements in governance processes.</p>

Annual Compliance Report on Corporate Governance

Amalgamated Telecom Holdings Limited For the Financial Year Ended on 30 June 2025

 Principle	 Requirement	 Compliance Status
	External Audit To appoint an external auditor who reports directly to the Board Audit Committee.	External Auditors are appointed by the Shareholders at the Annual General Meeting, and they report to the Audit, Risk and Finance Committee.
	Rotation of External Auditor To appoint the external auditor for a fixed term requiring senior partner of the audit firm to rotate once in every three or less financial years.	The Company rotates its external audit partners every three years or less and the external firm is not appointed for more than five consecutive years.
	Audit Committee To establish an Audit Committee comprising of at least three members of which majority are independent and Chair is not Chair of the Board.	<p>The Audit, Finance, and Risk Committee is a core part of the company's structure, providing oversight of its internal controls and operations. The committee works to safeguard the integrity of financial reporting, ensuring shareholders receive transparent financial information. It also manages risk and oversees all audit and finance-related issues.</p> <p>The committee is composed of three ATH Board members, with one member serving as the Chair. The Chair of this committee is not the same person as the Chairperson of the ATH Board.</p>
10. Risk Management	Risk Management Policy To establish a Risk Management Policy to address risk oversight, risk management and internal control. The Policy to clearly define the roles and responsibilities of the Board, Audit Committee, management and internal audit functions.	<p>A comprehensive Risk Management Framework and Risk Appetite Statement have been implemented at ATH. The framework provides a clear methodology for identifying and managing business risks, as well as monitoring the effectiveness of existing controls.</p> <p>The Finance, Audit, and Risk Committee is responsible for overseeing risk management and strengthening the company's internal controls. The committee also reviews the annual financial statements before they are submitted to the Board for final approval.</p>
	Whistle Blower Policy As part of the risk management strategy, establish a Whistle Blower Policy by creating a mechanism of reporting concerns of unethical behaviour, actual or suspected fraud or violation of the listed entity's code of conduct or ethics policy, SPX Rules or Companies Act.	<p>A Whistleblower Policy has been developed and implemented to provide a mechanism for reporting unethical, fraudulent, corrupt, or illegal behavior, as well as any violations of the company's code of conduct.</p> <p>The company did not receive any whistleblower complaints this financial year. In the future, any complaints will be referred directly to the whistleblower team, which consists of staff from the Risk and Human Resources departments and one ATH director. This team is responsible for investigating and addressing all reported issues.</p> <p>To ensure all stakeholders are aware of this process, the whistleblower policy is available on the ATH website. Complaints can also be submitted by email to whistle-blower@ath.com.fj</p>



vodafone
Fiji

Mr. Attar Singh – Interim Chairperson
Mr. Isikeli Tikoduadua - Director
Mr. Viliame Vodonaivalu - Director
Mr. Robin Yarrow - Director
Mr. Ashnil Prasad – Director
Mr. Ashwin Pal - Alternate Director to
Mr. Viliame Vodonaivalu
Mr. Pradeep Lal - Regional CEO
Ms. Elenoa Biukoto - CEO
Ms. Fareen Saheb – CFO/Company
Secretary

Overview

Vodafone Fiji continues to solidify its position as the nation's leading telecommunication provider and completing its 3 decades of presence in the country. Our core business encompasses a comprehensive suite of services, including provision of cellular mobile telecommunication services, cloud services, e-transport services, M-PAiSA services and other ancillary services on mobile platform, catering for both consumer and business segments. Our primary market remains Fiji, where we maintain an extensive network footprint and a dominant subscriber base, crucial for fostering digital inclusion and economic growth.

Significant strategic advancements have marked the 2024-2025 fiscal year. We have expanded our 4G network enhancement coverage and speed across major urban centers and tourist destinations, which has driven increased data consumption. Additionally, Vodafone Fiji has expanded its network coverage in preparation for the next generation of connectivity, with 5G currently in the user trial phase.

Furthermore, our focus on digital transformation has led to the successful launch of new IoT solutions for various industries and enhanced mobile financial services, reinforcing our commitment to delivering cutting-edge technology and unparalleled connectivity to the people and businesses of Fiji.

Key Operational Highlights

In 2024/25, Vodafone Fiji significantly expanded its digital ecosystem. Key achievements include the expansion of its 5G trial program to cover greater areas, enhancing high-speed connectivity for urban centers, and concurrently continuing capital investment to enhance and extend its 4G LTE network to greater areas, bridging the digital divide.

Additionally, Vodafone Fiji continued to demonstrate digital operational excellence throughout the year with its e-commerce platform, VitiKart, being honored with the Digital Initiative of the Year award at the Asian Telecom Awards 2025, recognizing its impact as a leading digital marketplace. Expanding its digital footprint, the company also launched Vodafone Play, a new entertainment platform offering a wide range of local and international content, marking Vodafone Fiji's strategic entry as a quad-play provider.

Furthermore, in March 2025, the organization became the first business in Fiji to achieve the ISO 27001:2022 certification, reinforcing its commitment to digital data and information security while maintaining its ISO 9001:2015 Quality Management System certification. These commitments continue to enhance internal cybersecurity through the establishment of a robust Security Operations Center, which focuses on proactive threat mitigation, regulatory compliance, vulnerability management, and the deployment of advanced threat intelligence capabilities. Vodafone Fiji also actively contributes to shaping national and regional cyber strategies, with its involvement in initiatives like the Fiji CyberSec 2025 Forum highlighting its dedication to public - private collaboration and building resilient cybersecurity frameworks across Fiji and the Pacific.

In addition, Vodafone Fiji advanced digital transformation in public transport through its upgraded eTicketing system. The platform enhances fare collection efficiency, supports secure cashless payments, and aligns with national goals for improved accessibility and financial inclusion.

ESG Highlights

Vodafone Fiji remains committed to driving sustainable growth through its Environmental, Social, and Governance (ESG) initiatives. As a responsible corporate citizen, the company has implemented energy-efficient technologies across its network infrastructure, contributing to reduced carbon emissions and improved operational efficiency. Through various digital inclusion programs, Vodafone Fiji continues to empower underserved communities by expanding access to technology, education, and financial services.

The company upholds strong ethical governance practices, ensuring transparency, compliance, and accountability across all operations. Internally, Vodafone Fiji fosters a diverse and inclusive workplace, placing high importance on employee wellbeing and professional development.

In line with its sustainability goals, Vodafone Fiji launched the I Recycle program in October 2024, in partnership with Waste Recyclers Fiji Limited and the Pacific Recycling Foundation. This initiative promotes consistent recycling practices across all Vodafone offices in Fiji and aims to embed a strong culture of environmental responsibility.

Human Capital

Over the past 12 months, Vodafone Fiji has achieved significant progress aligned with its talent-focused strategy. A standout milestone was achieving the Great Place to Work® certification, which reinforced our commitment to promoting a thriving and inclusive workplace, and marked the business as the first telecommunications company in Fiji to earn this recognition. Gender equity advanced, with female representation at the executive level reaching 42%.

Several HR policies were refreshed to reflect evolving workforce expectations and to support talent attraction and retention. Learning and development remained a strategic priority, with expanded digital learning, leadership coaching, and the launch of a Graduate Trainee Program fostering a culture of continuous growth. These initiatives reflect a strong foundation for long-term resilience and success in delivering on Vodafone's core purpose and values.

M-PAiSA: A New Chapter as Separate Legal Entity

Since its launch in June 2010, M-PAiSA Mobile Money has established itself as a cornerstone of Vodafone Fiji's service portfolio, delivering inclusive and innovative digital financial services to a wide cross-section of Fijians. Over the past 15 years, the platform has demonstrated exceptional growth, facilitating billions of dollars in financial transactions annually and contributing significantly to Fiji's financial services ecosystem.

With the enactment of the National Payment System Act 2021, M-PAiSA was formally licensed by the Reserve Bank of Fiji (RBF) as a Payment Service Provider (PSP). A core requirement of this license is the operation of M-PAiSA as a separate legal entity under the full supervisory oversight of the RBF.

In compliance with this regulatory requirement, effective 1st April 2025, the M-PAiSA business was formally restructured into a wholly-owned subsidiary of Vodafone Fiji, incorporated as Digital Financial Services Pte Limited (DFS). This newly established entity assumes full ownership, operational control, and management of all aspects of the M-PAiSA business.

In alignment with governance best practices, the Board of Directors of DFS has been appointed as follows:

- Mr. Naibuka Saune – Chairperson
- Mr. Krishna Raju – Director
- Mr. Pradeep Lal – Director

Additionally, Mr. Kishan Ram has been appointed as the Company Secretary and is also serving as the Manager Finance.

Digital Financial Services Pte Limited continues to operate from 168 Princes Road, Tamavua, co-locating with Vodafone Fiji to leverage operational synergies while maintaining its independent governance and compliance structure.

Future Outlook

Over the next year, Vodafone Fiji is prioritizing infrastructure expansion including the rollout of 5G and enhanced 4G LTE coverage, digital innovation, digital inclusion initiatives and expanding its digital financial services through M-PAiSA all whilst integrating sustainable practices into its digital initiatives ensuring that digital growth is both environmentally responsible and globally competitive. Its strategic positioning with key stakeholders and partners aims to strengthen cybersecurity risk, enhance customer data protection, and further strengthen trust in the digital ecosystem. These efforts collectively position Vodafone Fiji as a technology enabler and social partner in Fiji's development journey.





Mr. Daksesh Patel– Chairman
Ms. Selestina Reti – Director
Mr. Peter Chan – Director
Mr. Nirmal Singh – Director
Mr. Naibuka Saune – Director
Mr. Attar Singh – Director
Mr. Pradeep Lal – Director / Regional CEO
Mr. Avindra Nand – Chief Financial Officer /
 Company Secretary

Advancing Connectivity and Customer-Centric Growth

Over the last year, we have made significant progress against our strategic priorities, which are focused on Customers, Simplicity and Growth. The business continues to build on the strong foundation, driven by substantial growth in customer acquisition, which have translated into yet another notable year-on-year revenue uplift. This is attributed to the effectiveness of our people, focused strategy and execution model.

The telecommunications space continues to evolve rapidly, shaped by increasing demand for digital services, continuous innovation, and the rise of disruptive technologies. Vodafone PNG has remained focused on network optimization over the past year, ensuring that our infrastructure keeps pace with market expectations and emerging technologies. We have strengthened the resilience and availability of our network, leading to improvements in customer experience, service performance and reliability. This demonstrates our commitment to delivering seamless, high-quality connectivity across all 22 provinces in Papua New Guinea, and affirms our role in supporting the nation's digital transformation agenda.

This year we have made further progress, increasing our subscriber market share to 37%. Our customer acquisition drives continue, and we are now strongly positioned to deliver business/enterprise solutions. Our brand visibility has also been elevated through strategic activations at business forums, conferences, retail outlets, roadshows, and community engagements. Customer focus remains central to our business ethos. By consistently delivering affordable and reliable connectivity and refining outreach strategies, we continue to deliver digitalized, cost-effective solutions tailored to the evolving needs of PNG's diverse communities and businesses. Our vision ensures the Customer remains at the heart of every innovation, initiative, and interaction.

Our Infrastructure

Vodafone PNG has successfully completed the three phases of its nationwide Network Rollout project being one of the fastest achievements within a short timeframe. This milestone has enabled the delivery of 4G+ coverage across all 22 provinces, strengthening our footprint and reaffirming our commitment to advancing digital inclusion and delivering affordable connectivity to every Papua New Guinean.

With the three phases of the rollout now complete, our focus has shifted from project implementation to operational excellence. This transition represents more than just a handover, and marks a critical evolution in our journey, moving from build-phase execution into the ongoing performance monitoring, network optimization, and long-term service delivery.

Our infrastructure and support systems are being refined to ensure resilience, responsiveness, and customer-centricity at all levels as we continue with the next phase of network rollout and upgrades further strengthening our capabilities, reliability and expanding our reach to connect the unconnected.

Advancing our People Strategy

At Vodafone PNG, we're not just building a business, we're building something that matters. Our people remain at the heart of that journey, and every initiative we've introduced is rooted in the belief that when individuals feel empowered and connected to a purpose, extraordinary things happen. We're proud to align our efforts with a broader mission, which is advancing communities and creating meaningful impact through affordable connectivity.

Our global brand positioning, together we can, which emphasizes the power of collaboration between technology and the human spirit, is more than a just a tagline. It's what drives us, inspires us, and unites us.

It's the reason our teams show up with passion, commitment, and a shared vision to connect more Papua New Guineans than ever before and help improve their lives.

Corporate Social Responsibility

At Vodafone PNG, Corporate Social Responsibility is not a box to tick, it's woven into the very spirit of how we operate, connect, and care for communities. Throughout the year, we have undertaken a range of initiatives that extend far beyond connectivity, reaffirming our role as a responsible and engaged member of every community we operate in. Whether through health, education, culture, or environmental stewardship, our CSR efforts have been guided by a simple but powerful vision, which is to make a meaningful difference in people's lives.

Connecting Healthcare with Hope

One of our notable partnerships this year has been with the Sir Brian Bell Centre for Transfusion Medicine at Port Moresby General Hospital. By providing reliable, complimentary internet access, Vodafone PNG has supported the Centre's life-saving mission of collecting over 400 bags of clean blood each week. This initiative illustrates how our technology can empower frontline healthcare efforts and how digital infrastructure, when thoughtfully applied, can truly save lives.

Strengthening Faith and Community

Our support for the Congregational United Church General Assembly in Rigo, Central Province highlights how we actively engage with the cultural and spiritual pulse of our nation. By assisting in logistical needs, through the provision of essential bags and seating, we helped create a warm, welcoming environment for over 100 participants during a week of fellowship and unity. It was a proud moment that reaffirmed our belief in nurturing community through shared experiences.

Caring for Clean Communities

In Mendi, our dedicated staff participated in a town-wide clean-up effort. This hands-on initiative highlights how Vodafone PNG empowers employees to contribute directly to environmental health and civic pride. It was more than just a clean-up, it was an act of care, reflecting our broader vision for sustainable and liveable communities.

Empowering Education One Classroom at a Time

When Ramale Primary School reached out for assistance, our team responded with empathy and action, quickly donating whiteboards, pens, and notebooks to support its students and teachers. The provision of basic classroom tools may seem small, but for families and educators, it helps ease financial pressure and creates a more engaging learning environment. This is how we listen, respond, and invest in future generations in small ways, which can have big impacts.

Celebrating Culture Through Sport

We supported the PNG Canoeing Association's Corporate Va'a Challenge, an event that blends traditional maritime heritage with modern teamwork and fitness. For Vodafone PNG, this was more than a sponsorship; it was a celebration of community resilience, cultural pride, and the unifying power of healthy competition.

Championing Women's Empowerment

Our partnership with the Pride of PNG Women Awards was the highlight of the year. We actively participated in honouring the women shaping our future. Through this platform, we champion gender equality, encourage leadership, and help build a more inclusive and capable workforce. It reflects our deep commitment to the values of equity, excellence, and opportunity.

As we look to the year ahead, our CSR journey continues with renewed passion, deeper partnerships, and a stronger resolve to uplift those around us. Vodafone PNG remains committed to connecting people not just through technology, but through shared purpose, compassion, and long-lasting community impact

Looking Ahead

Vodafone PNG is committed to continuously advancing and undertaking projects and initiatives that make connectivity more accessible and inclusive. Our ongoing investment in technology and expansion into remote regions reflects this understanding. To address the complexities posed by difficult terrain and dispersed populations, we continue to engage in constructive dialogue with industry stakeholders, government bodies, and regulatory authorities. A key focus includes exploring infrastructure sharing to improve network reach, efficiency and affordability, as well as advancing policies related to equitable spectrum allocation and mobile number portability.

Collectively, these efforts form part of a broader strategy to close the usage gap and empower more Papua New Guineans to participate in the digital economy, reinforcing our vision to connect communities to what matters most.





Mr. Isikeli Tikoduadua - Chairman
Mr. Pradeep Lal - Director
Mr. Andrew Kumar - Director
Mr. Vinit Nand - Chief Executive Officer
**Mr. Nivlesh Buttru - Chief Financial Officer/
 Company Secretary**

Overview

Datec Fiji delivered a strong performance in FY 2024/25, reinforcing its position as the leading ICT solutions provider in Fiji and the Pacific. Key achievements included strategic partnerships with global OEMs, expansion into New Zealand and Australia, and a decisive entry into cybersecurity to address rising digital threats. The company maintained its dominant market share, successfully executing major ICT projects, including nationally significant initiatives.

Workforce development remained a priority, supported by initiatives like the Fiji Tech Summit 2024, which attracted over 350 delegates and 25 global vendors. As the only ISO 9001:2015-certified ICT provider in Fiji, Datec upheld high standards of quality and compliance. Its commitment to excellence was recognized with the prestigious Presidents Award at the 2024 Fiji Business Excellence Awards, affirming its leadership in shaping the region's digital future.

Key Operational Highlights

During FY 25, Datec Fiji strengthened strategic vendor partnerships and expanded its regional presence. Notable recognitions included "Partner of the Year" awards from Eaton and Scale Computing, highlighting leadership in hyper-converged infrastructure and regional performance. The company's customer base grew steadily, supported by the acquisition of Yellow Pages and the launch of new cybersecurity and managed services units.

A major milestone was the opening of a Pearson Vue-authorized PTE Exam Centre, enhancing service diversification. Operationally, Datec delivered several high-impact projects, including eTicketing systems, banking platforms, and digital infrastructure initiatives focused on climate resilience, disaster preparedness, and health services across Pacific Island nations—demonstrating its capacity to drive transformative ICT solutions in both public and private sectors.

ESG Highlights

Datec Fiji remains committed to advancing Environmental, Social, and Governance (ESG) priorities as part of our long-term strategy for sustainable and responsible growth. In FY 25, we delivered meaningful progress across all three pillars, with a particular focus on community engagement, operational sustainability, and governance excellence.

Environmental Stewardship

Datec Fiji continued to advance its sustainability agenda by modernizing infrastructure and adopting energy-efficient technologies. The implementation of hyper-converged infrastructure (HCI) solutions, such as Nutanix and Scale Computing, significantly reduced power consumption and hardware waste, aligning with the company's broader environmental goals. Internally, paperless workflows and staff-driven eco-conscious practices were promoted to further minimize the environmental footprint. Looking ahead, Datec plans to formalize environmental KPIs and expand its green initiatives through partnerships with local stakeholders.

Social Responsibility

Datec Fiji strengthened its community engagement through a range of impactful CSR initiatives during FY25. In partnership with the Sai Prema Foundation, the company organized a festive-season blood drive, supporting vital healthcare services. Earlier in the year, Easter gift hampers were distributed to newborns at Suva Maternity Ward, reflecting Datec's values of compassion and care. In collaboration with the Sugar Cane Growers Fund (SCGF), Datec launched a program offering discounted ICT equipment to sugar cane farmers, promoting digital inclusion and productivity in rural areas. The company also participated in a tree planting initiative hosted by SCGF, reinforcing its commitment to environmental and community stewardship.

Governance and Risk Management

Datec Fiji continues to uphold strong governance standards through robust compliance, risk management, and internal audit frameworks. This year, we enhanced our cybersecurity governance by launching a dedicated managed security services unit, strengthening both our internal posture and our ability to support clients in regulated industries.

Our Board of Directors maintains active oversight of ESG matters, with regular reporting integrated into strategic reviews. We remain committed to transparency, ethical conduct, and continuous improvement in all aspects of governance.

Human Capital

Datec Fiji places its people at the core of its growth strategy. As of FY25, the company employs 116 permanent staff, with 27.5% female representation and a goal to reach 35%. Initiatives like participation in "Girls in ICT Day" and targeted training programs support this objective. Employee development was enhanced through the weekly "Know Your Business – Product Awareness" program. Health and wellness were prioritized via checkups and campaigns like "No Sugar Wednesdays." Recreational activities and staff recognition events fostered a positive, inclusive culture, reinforcing Datec's commitment to building a resilient and future-ready workforce.

Future Outlook

As a leading force in the Pacific's digital transformation journey, Datec Fiji remains committed to delivering innovative and sustainable ICT solutions that align with global technological advancements. Our strategic focus moving forward includes strengthening our cybersecurity offerings to protect clients from emerging threats, expanding our training center to equip professionals with advanced skills and internationally recognized certifications, and broadening our regional presence to deliver high-quality ICT services across the Pacific. We are also deepening partnerships with global technology leaders to bring cutting-edge solutions to our markets, while prioritizing employee retention and engagement to foster a dynamic, inclusive, and high-performing workplace. These initiatives are central to our mission of driving innovation, enabling growth, and creating long-term value for our clients and communities.



Mr. Joweli Taoi - Chairman (Deceased)
Mr. Attar Singh - Director
Mr. Ivan Fong - Director
Ms. Tanya Waqanika - Director
Ms. Nardia Kautuna - Director
Mr. Arobati Teanako - Director
Mr. Kamleshwar Sharma - Chief Executive Officer
Mr. Akaash Sharma - Company Secretary / CFO

Overview

Amalgamated Telecom Holdings (Kiribati) Limited, trading as Vodafone Kiribati, remains the leading provider of mobile, fixed-line, and data services in Kiribati. Operating across an extensive 2G, 3G, 4G, and 4G+ network, the Company delivers cost-effective and reliable connectivity to customers nationwide.

In FY 2024-2025, Vodafone Kiribati focused on improving network efficiency and performance, with major investments in 4G+ upgrade across all islands, solar and battery enhancements across outer islands. Advanced technologies were also deployed in the radio and core networks, strengthening coverage and service quality.

As a satellite-based operator, Vodafone Kiribati continues to overcome geographic challenges by embracing modern solutions that ensure high-quality communication even in the most remote areas.

Beyond infrastructure, the Company is also committed to developing local talent and supporting community growth, reinforcing its position as a socially responsible and innovation-driven organization in Kiribati's digital future.

Key Operational Highlights

In 2024-2025, Vodafone Kiribati focused on enhancing network efficiency and performance through continued investment in infrastructure. Major upgrades included 4G+ enhancements in outer islands and advanced technology deployment across radio and core networks.

The Company operated 42 sites across 16 islands, achieving 86% population penetration, with five new sites commissioned—three in the outer islands and two on the mainland. These upgrades significantly improved coverage and service reliability. Vodafone Kiribati was honoured with the Best Telecommunication Provider and Leading Foreign Investor awards at the Kiribati National Business Awards 2024, reflecting its industry leadership and national impact.

ESG Highlights

At Vodafone Kiribati, we recognize that strong performance in Environmental, Social, and Governance (ESG) areas is essential for long-term sustainability and stakeholder trust. Our commitment to ESG principles is embedded in our operations, from how we power our network to how we support our people, community, and governance framework.

Environmental Initiatives

To reduce our carbon footprint and improve operational resilience, Vodafone Kiribati has continued its investment in renewable energy infrastructure. During the year, we completed solar and battery system upgrades across multiple sites in the outer islands, minimizing reliance on diesel generators and improving energy efficiency. These upgrades not only reduce greenhouse gas emissions but also support uninterrupted services in remote locations vulnerable to fuel supply issues.

We also participated in community clean-up campaigns and environmental awareness programs to promote a cleaner, greener Kiribati. These activities are part of our long-term goal to align with sustainable development practices across our operations and communities.

Social Impact

In the community, Vodafone Kiribati has supported a range of local initiatives, including sports development, education support, and sponsorships. Notably, we partnered with the Kiribati Island Football Federation (KIFF) to promote youth engagement and healthy living through sports. We also contributed to community-led events and non-profit programs through cash donations, free connectivity services, and awareness campaigns.

Governance and Compliance

The Company continued to engage external auditors for independent reviews of financial statements and internal controls. In response to evolving risks, we enhanced internal reporting processes and strengthened compliance with International Financial Reporting Standards (IFRS) and local regulatory requirements. Additionally, we are preparing for upcoming internal audits under ATH Group guidelines, reinforcing our commitment to accountability and transparency.

Human Capital

During FY 2024-2025, Vodafone Kiribati employed 106 staff across key departments, with a 54% female workforce, including strong representation in leadership roles. During the year, the Company successfully implemented in-house and on-the-job training programs to support staff development across all functions. Partnerships were established with the University of the South Pacific (USP) and the Kiribati Institute of Technology to provide further learning opportunities. Additionally, cross-training programs with Regional Counterparts were launched for critical roles, enhancing technical capability and leadership development across the organization.

Future Outlook

Looking ahead, Vodafone Kiribati will continue executing key strategic initiatives aimed at restoring performance and positioning the business for long-term growth. Central to our strategy is a series of CAPEX investments focused on expanding network capacity, improving service quality, and enhancing customer experience.

A major priority is the deployment of 10 new sites in the outer islands, which will extend coverage to underserved communities and improve network reliability. We will also implement a comprehensive core network upgrade, increasing bandwidth capacity and enabling faster, more resilient data services.

The Starlink Gateway project will serve as a critical milestone, delivering high-speed satellite backhaul and improving national connectivity. At the same time, fiber connectivity initiatives will reduce latency and diversify transmission infrastructure.



Mr. Peter Chan - Chairman
 Mr. Joweli Taoi - (Deceased)
 Mr. Julian Maher - Director
 Mr. Ashnil Prasad - Director
 Mr. Pradeep Lal - Director
 Mr. Attar Singh - Director
 Mr. Justin Tuiasosopo - Chief Executive Officer
 Ms. Niroshi Rajamohan - Business Process
 Manager/ Company Secretary

Overview

AST Telecom, LLC doing business as Bluesky Communications in the U.S. territory of American Samoa continues to strengthen its position as a leading telecommunications provider serving the people of American Samoa. Bluesky's core business suite comprises mobile voice and data services, delivered through its state-of-the-art 5G mobile network launched in 2024 covering the Tutuila islands and subsequently extending coverage to the Manu'a island in 2025.

Significant strategic milestones have been reached in the 2024-2025 period through the 5G network expansion, bringing greater speeds and increased quality of service, while embracing a dominant subscriber base. AST's subsidiary, American Samoa Entertainment, delivers entertainment services through its MoanaTV brand delivering international and local content via traditional TV medium and extended to MobileAPP platform in 2025.

Bluesky's service suite is also inclusive of fixed broadband for the consumer and business segments. Bluesky continues to also solidify its position in the ICT solution landscape.

Key Operational Highlights

In 2024-2025, Bluesky made significant advancements in its digital ecosystem with key accomplishments covering the deployment of a new mobile infrastructure, rollout of 5G services delivering high-speed connectivity and enhancing digital reach for the wider community. Bluesky's business systems advanced to extend furthermore features and convenience to residential and business users. Bluesky launched the MoanaTV APP, making local and international content available for the mobile users. In bridging the digital divide gap further and serving the business community with additional and backup avenues for broadband services, Bluesky became an authorized reseller of Starlink expanded broadband services for the business community.

ESG Highlights

As a company in the U.S. territory, Bluesky is subject to U.S. Federal laws and American Samoa local government laws. The company remains fully compliant. Bluesky has strong collaborations with the community and partnered with Finafinau, an organization that promotes youth leadership in advocating for environmental protection and climate action. National security, environmental protection and climate change considerations are significant responsibilities for the company and commitments are diligently fulfilled. Bluesky's products and vendors are chosen responsibly, and network infrastructure is built and operated in compliance with respective laws. Equipment and materials' destruction and disposals are carried out in compliance supporting the protection of environment and the national security.

As a leading employer in American Samoa, Bluesky has provided for jobs for the local community and has been an important contributor in the development of new talents each year. Through consistent partnerships with local communities and government agencies, Bluesky supports the growth of the people of American Samoa in cultural, educational, sports and technological landscapes. Consistent participation in initiatives through internships and job trainings to address the skill gap identified in American Samoa. Bluesky has progressed further in 2024-2025 around these initiatives. Youth empowerment is yet another pillar of Bluesky's commitment that responds to the needs of society. Bluesky supports the advancement of sports teams at local and international events. Bluesky makes responsible selection and supports its partnerships and sponsorships. Bluesky continues to protect the Samoan culture responsibly.

Bluesky is committed to maintaining highest standards of corporate governance which empowers the business, strategic decisions, operational efficiency, risk management and instruments robust oversight over the business by the Board of Directors and the management team. There are defined principles that are followed to remain aligned to good governance. There are two subcommittees active under the Board.

The Remuneration subcommittee is responsible for advising the Board on human resources issues which include the remuneration and conditions of employment of the Chief Executive Officer, senior management (EXCO) and succession planning. No Director is involved in deciding their own remuneration. The Finance and Audit committee is responsible for governing finance matters and financial audit matters respectively.

Human Capital

The driving force behind Bluesky's strategy, execution and results is our people and the culture within the organization. Bluesky has a workforce of around 110 employees with diverse backgrounds and skills that back Bluesky's progression year over year. Bluesky maintains a well-balanced gender both at staff level and at management level. Bluesky takes pride in its human capital composed of highly skilled and experienced professionals who continue to contribute to the company's success year over year and lead the way for advancing the workforce. Bluesky consistently invests in training and upskilling its employees.

Future Outlook

Bluesky looks ahead to advancing its digital ecosystem continuing to bridge the digital divide. Strategic initiatives are focused on leveraging the 5G network, embrace more customers, strive for broadband funding to expand its fiber footprint for American Samoa and upgrade the fixed broadband to deliver greater connectivity and performance. Bluesky's customer first focus continues to deliver confidence and powers customer advocacy strategies for the future ahead. The strong ties and effective engagement with key stakeholders, technological advancements made and the strong position in the market, gears Bluesky to steer through the emerging future to reach its strategic goals.



Mr. Attar Singh - Chairman
 Mr. Pravinesh Singh - Director
 Mr. Vilash Chand - Director
 Ms. Tanya Waqanika - Director
 Mr. Peter Chan - Director
 Mr. Adhish Naidu - Director
 Mr. Charles Goundar - Chief Executive Officer
 Mr. Samuela Vadei - Company Secretary

Overview

Telecom Fiji's strategic focus remains anchored in its role as the nation's leading fiber backbone provider, delivering fixed broadband, voice, and data services, alongside advanced enterprise ICT solutions. Our key markets span enterprise and government sectors, domestic retail consumers, international wholesale connectivity, and local wholesale services for other providers.

Major developments are centered on expanding and enhancing our fiber infrastructure—extending high-speed connectivity to both enterprise and residential customers. We continue to strengthen our readiness for next-generation managed services, including voice, data, applications, security, cloud storage, and data center solutions. In addition, we are laying the foundation for 5G, IoT, big data, and AI adoption, supported by customer-centric enterprise solutions.

Overall, Telecom Fiji is committed to building greater resiliency, driving innovation, and ensuring future-readiness for the digital economy.

Key Operational Highlights

Following are some key milestones for the financial year
Main local and international Transmission Backbone :

- Upgraded TFL-Fintel transmission link to 100G.
- Enhanced IP/MPLS coastal route from 10G to 100G.
- Upgraded Sydney POP.1 hardware to 100G capability, improving international capacity.

Fiber Backbone Replacement

- Replaced over 30km of aged and degraded fiber optic network from Nausori to Korovou, boosting network reliability.

Fiber Backbone Extension

- Deployed over 100km of new backbone fiber from Savusavu to Labasa, strengthening connectivity across the Northern Division.

Fiber to the Business (FTTB)

- Continued extending fiber infrastructure to businesses where commercially viable, supporting enterprise digital transformation.

Industry-Specific ICT Solutions

- Implemented customized ICT solutions for verticals such as utilities, airports, hotels, and other key industries.

FTTH Expansion

- Completed rollout in Laucala Beach, Walubay, and Toorak, enabling over 1,500 new home-pass connections.

ESG Highlights

Telecom upholds a strong governance framework to ensure transparency, accountability, and effective oversight of its operations. The company remains fully compliant with applicable laws, regulatory requirements, and industry standards, with structured monitoring across business units.

Telecom is deeply committed to its role as a responsible corporate citizen, fulfilling its social and environmental obligations alongside regulatory and financial responsibilities. Recognizing the central role of connectivity in Fiji's socio-economic development, Telecom has prioritized expanding access to under served and remote communities through significant investments such as the Savusavu – Labasa Fibre Project. Furthermore, education continues to be a key focus area of Telecom's community engagement. Telecom partners with leading institutions, including Fiji National University (FNU) and the University of the South Pacific (USP), to reward academic excellence, support annual open days, and contribute to curriculum development that prepares students for the digital economy. Telecom also invests in social inclusion initiatives, supporting the Frank Hilton Organization through the Annual Bara Battle Wheelbarrow Race to improve the quality of life for children with special needs. Moreover, the sponsorship of the Yellow Ribbon Walk 2025 demonstrates Telecom's commitment to community reintegration by promoting rehabilitation opportunities for ex-offenders.

Telecom also remains committed to reducing its environmental footprint through a progressive approach to energy use and waste management.

Telecom continues to assess alternative energy options to lower reliance on conventional sources, while balancing the critical need for uninterrupted connectivity across Fiji. Telecom also recognizes the growing challenge of electronic waste as device penetration increases. With national recycling infrastructure for electronic waste still developing, Telecom aligns its practices with existing regulatory guidance and works with qualified partners to ensure responsible disposal wherever possible. Ongoing collaboration with regulators, industry peers, and community stakeholders remains central as ESG policies and frameworks advance both locally and globally.

Telecom's governance, social, and environmental commitments reflect its broader purpose of enabling connectivity while acting responsibly towards stakeholders, communities, and the environment. By maintaining strong governance practices, investing in education and inclusion, and advancing sustainable environmental management, the company continues to create long – term value. These efforts not only strengthen resilience and trust but also position Telecom as a key contributor to Fiji's digital, social, and environmental progress.

Human Capital

Telecom Fiji employs over 500 staff nationwide, reflecting a diverse and inclusive workforce with women representing 30% of total employees. We remain committed to talent development, with staff completing over 10,000 hours of training in FY2024 across technical, leadership, and customer service programs. We also operate our own training institution, the Telecom Technical College, which provides in-house programs for our staff as well as specialized courses for external participants.

Future Outlook

Key initiatives included leadership development workshops, digital skills training, and health and wellness programs to foster a supportive workplace culture. Our strong focus on employee engagement, safety, and career growth ensures we continue to attract, retain, and develop the talent required to drive Fiji's digital transformation.

FY2025 has been a transformative year for Telecom Fiji as we strengthened our role as the nation's digital backbone. Our continued investment in fiber infrastructure, ICT solutions, and next-generation technologies has positioned us to support Fiji's evolving digital economy with greater resilience and reliability. At the same time, we remain deeply committed to advancing education, inclusion, and sustainability, ensuring our growth benefits all Fijians. I extend my sincere gratitude to our customers, employees, partners, and stakeholders for their trust and



Mr. Peter Chan - Director
Mr. Ashnil Prasad - Director
Mr. Attar Singh - Director
Ms. Aysha Rimoni - Director
Mr. Rana Bose - Chief Executive Officer
Mr. Anish Chandra - Chief Financial Officer
& Company Secretary
Mr. Tangavel Lutchmoodoo -
Chief Commercial Officer
Ms. Akosita Loamanu -
Chief Technical Officer

Overview

Vodafone Samoa experienced a year of significant transformation and growth. A key achievement was our strategic partnership with the Government of Samoa in successfully hosting the Commonwealth Heads of Government Meeting (CHOGM), the first ever held in the Pacific region.

As the official connectivity partner, Vodafone Samoa delivered end-to-end solutions, including the provision of all communications infrastructure, development and management of the official event website, creation of the delegate registration and accreditation platform, and active participation as a member of the Cyber Security Taskforce.

This collaboration not only reinforced Vodafone Samoa's position as the leading provider of integrated communications solutions but also highlighted the capability of our local talent in delivering complex technology projects at an international standard.

Following CHOGM, Samoa faced a major power crisis which prompted the declaration of a state of emergency. The situation only stabilized after two months. Concurrently, ongoing political leadership disputes triggered the mass resignation of several ministers from the ruling party. This political instability resulted in the failure to pass the national budget and ultimately led to the announcement of a snap election scheduled for August 2025.

Key Operational Highlights

Vodafone Samoa was among the first telecommunications providers in the Pacific Islands to launch 5G services in the country, alongside the expansion of its 4G infrastructure, through an investment of WST 20 million. This development has increased the company's mobile tower network to 128 sites nationwide. In addition to mobile services, Vodafone Samoa continues to operate a robust fiber network delivering Fixed Line and Fiber-to-the-Home (FTTH) solutions. The company remains the market leader across Mobile, Fixed Line, Broadband, and ICT services, reaffirming its position as Samoa's leading integrated communications provider.

ESG Highlights

As part of Vodafone Samoa's commitment to corporate social responsibility and broader ESG principles, the company continues to align its initiatives with the social, health, and cultural priorities of the nation. Our approach is centered on creating meaningful impact for Samoans both locally and abroad, ensuring that our brand remains closely connected to the communities we serve.

Key focus areas include education, health, support for NGOs, and sports development. In partnership with Lakapi Samoa, Vodafone supports grassroots rugby programs and proudly sponsors the Women's 15s team, reinforcing our commitment to gender equality and youth development in sport. Through ongoing collaborations with the Samoa Victim Support Group (SVSG), Goshen Trust, and the Samoa Cancer Society, we provide critical assistance to vulnerable children, mental health initiatives, and cancer patients in need of continuous care.

Beyond social investment, Vodafone Samoa also contributes to strengthening national governance and institutions. As a trusted stakeholder and industry leader, we are working alongside the Government of Samoa to deliver ICT solutions that will underpin the upcoming general elections, ensuring transparency, efficiency, and credibility in the democratic process.

Human Capital

Vodafone Samoa's workforce comprises 133 employees, with over 98% being Samoan nationals, reflecting our commitment to local employment and national capacity building. We are proud to maintain a strong gender balance, with women representing 49% of our team. As part of our responsibility to nurture talent and foster inclusive growth, Vodafone Samoa invests in continuous professional development through local and international training programs, as well as sponsorships for higher education. These initiatives ensure our people are equipped with the skills and knowledge to drive innovation and sustain long-term value creation for Samoa.

Future Outlook

With the General Elections scheduled early in the new financial year, Vodafone Samoa is committed to continuing its role as a trusted solutions partner to the Government of Samoa. Strategic priorities for the year ahead include strengthening and monetising recent network upgrades, sweating the fiber network, expanding value-added services for customers, and reinforcing the company's position as a comprehensive communications and ICT solutions provider.

At the same time, Vodafone Samoa will continue to invest in capacity building for its employees through targeted training, professional development, and upskilling initiatives, ensuring our workforce is fully equipped to drive innovation, deliver enhanced customer experiences, and sustain long-term business growth.

With a sound strategy, robust infrastructure, and a highly capable local workforce, Vodafone Samoa is well positioned to capture new opportunities and deliver sustained value for customers, communities, and shareholders in the year ahead.



Mr. Attar Singh – Interim Chairman
Ms. Tanya Waqanika – Director
Mr. Ashnil Prasad – Director
Ms. Ashnita Kumar – Director
Mr. Pradeep Lal – Director
Mr. Waisea Kamikamica – Director
Mr. Thomas Bruce – Executive Director /
Chief Executive Officer
Mr. Ravendra Chand – Chief Financial
Officer & Company Secretary

Overview

Vodafone Vanuatu continue to lead the way in mobile, broadband, and digital financial services across the nation. Our dynamic offerings include mobile voice and data, fixed broadband, enterprise solutions, and M-Vatu, our innovative mobile money platform. We proudly serve both consumers and businesses, driving digital inclusion and connectivity in urban and rural areas.

The 2024-25 year was one of transformation and growth. Despite the challenges of a devastating 7.3 magnitude earthquake, we accelerated our market presence by launching high-speed broadband plans, expanding Fiber and LTE networks, and boosting digital financial services for unbanked communities. Our subscriber base grew through competitive products and an outstanding customer experience.

We also launched the Mai Voli e-commerce platform, advanced regulatory and quality standards, and deepened our community ties—fostering digital literacy and brand love across Vanuatu. Through resilience, innovation, and a commitment to progress, Vodafone continues connecting Vanuatu with reliable technology and quality service.

Key Operational Highlights

In 2024-25, Vodafone Vanuatu celebrated major achievements that strengthened our connection with customers and communities. We proudly launched Mai Voli, our innovative e-commerce platform, and successfully integrated mobile money with ANZ and Bred Banks to boost financial inclusion. Our new retail shop in Port Vila opened its doors, while our team shone at ICT Days in Santo, winning Best Booth and Best Float awards.

We facilitated \$4M FJD in remittances, expanded network coverage with new and upgraded sites, and partnered with the Department of Finance and Vanuatu Red Cross for M-Vatu services. Our new ICT department is now empowering businesses across Vanuatu with tailored solutions.

ESG Highlights

At Vodafone Vanuatu, Environmental, Social, and Governance (ESG) principles are integral to our business strategy and operations. We are committed to creating sustainable value for our customers, communities, and stakeholders while minimizing our environmental impact and strengthening governance practices.

Environmental

We have made significant progress in reducing our carbon footprint through energy-efficient network upgrades and the adoption of renewable energy solutions at key sites. Notably, the transition of several cell towers to solar hybrid systems has reduced our diesel consumption by 10,000 liters annually, cutting CO₂ emissions by 26 tonnes.

Alongside this, we continue to optimize energy use across our offices and retail outlets while promoting waste reduction and responsible resource management. Our commitment to sustainability is further demonstrated by implementing e-waste recycling programs that have diverted 1.2 tonnes of network equipment from landfills.

Social

Our social initiatives focus on empowering our workforce and supporting community development. We invest in employee training, diversity, and inclusion programs to foster a positive and equitable workplace culture. In 2024–25, we trained over 20 employees in technical and leadership programs, with 15% female participation, and successfully completed an apprenticeship program with 50% female participation.

Beyond our workforce, we promote digital literacy and financial inclusion through community outreach and partnerships. Our collaboration with local partners has expanded access to digital services and mobile money, boosting economic participation—especially among underserved rural populations across Vanuatu.

Governance

Strong governance underpins Vodafone Vanuatu's business integrity and risk management. We have enhanced our compliance frameworks to meet evolving regulatory standards and international best practices, achieving 100% compliance with telecom regulations and completing two internal audits in FY2024/25. Our quality assurance and audit processes ensure transparency and accountability across all operations.

To protect critical assets, we introduced anti-theft measures for batteries and solar panels, reducing losses by 75% since implementation. Additionally, we have strengthened risk management practices to safeguard data privacy, cybersecurity, and business continuity, reflecting our unwavering commitment to responsible corporate citizenship and a well-governed future for Vanuatu.

Human Capital

Vodafone Vanuatu employs 198 staff, with a focus on gender balance, currently achieving 39% female representation. In 2024–25, we delivered over 100 hours of training to upskill our workforce and support career growth. Key HR initiatives included enhanced diversity and inclusion programs, leadership development workshops, and wellbeing support to foster a positive and productive work environment.

Our ongoing commitment to investing in talent ensures we build a motivated, skilled team dedicated to driving innovation and delivering exceptional service to our customers and communities.

With a sound strategy, robust infrastructure, and a highly capable local workforce, Vodafone Samoa is well positioned to capture new opportunities and deliver sustained value for customers, communities, and shareholders in the year ahead.

Future Outlook

In the year ahead, Vodafone Vanuatu will focus on expanding network coverage and capacity, with planned investments in fiber and 4G+ infrastructure to meet growing customer demand. We aim to accelerate digital financial services adoption and enhance our e-commerce platform, to drive inclusive economic growth. Key strategic priorities include strengthening cybersecurity, improving customer experience, and advancing sustainability initiatives. Potential risks include infrastructure challenges and regulatory changes, but we see significant opportunities in rural connectivity and digital innovation to solidify our market leadership and deliver lasting value to Vanuatu's communities.



Mr. Attar Singh – Chairman
 Ms. Tanya Waqanika – Director
 Mr. Viliame V Baleitavua – Director
 Mr. Vilash Chand – Director
 Mr. George Samisoni – Chief Executive Officer
 & Company Secretary

Overview

The global digital economy and all internet users require physical infrastructure to connect network nodes and transmit data. For some, satellites can provide this connectivity. However, most of today's network relies on submarine cables to connect continents and other areas separated by large bodies of water. Over 570 of these cables traverse the seafloor.

Global bandwidth demand continues to climb. According to TeleGeography (www.telegeography.com), as recently as 2020, year-on-year demand had increased 45%, and a tripling of demand between 2020 and 2024, with global bandwidth now surpassing 6.4 Pbps.

Content and cloud providers like Google, Meta, Microsoft, and Amazon, overwhelmingly account for most of the world's international bandwidth usage. As recently as 2016, internet backbone providers accounted for most of the demand. In 2024, content and cloud networks accounted for almost three quarters of all bandwidth demand.

To keep pace with ever-increasing bandwidth demand, a steady stream of investment has driven tremendous growth in subsea cable infrastructure. Aggregate cost of new construction over the past nine years has averaged over \$2 billion per year.

Network resilience is becoming a critical business imperative, enterprises acknowledging the immediate adverse impact of network outages on their operations and customer experience.

As such, submarine cables are a vital component of a country's national infrastructure, and many governments have declared subsea cables strategic national assets. Subsea cables remain the primary method of transporting internet traffic because of their speed, capacity, and security.

Key Operational Highlights

FINTEL's Vatuwaqa Communications Centre, is Fiji's only International Telecommunication Gateway.

FINTEL's investment of \$46 million in the Southern Cross Next (SX Next) subsea cable system extends Fiji's international connectivity to 2050.

The investment will continue to progressively provide competitive and high-speed international backbone capacity for development of the Internet in Fiji and the Pacific region.

Tonga, Samoa, Vanuatu, New Caledonia, French Polynesia, American Samoa, Cook Islands, Niue, Kiribati, Tokelau, and Wallis & Futuna, gain direct or indirect international connectivity through Fintel.

In 2024, Google announced its Pacific Connect Initiative, a collection of cable systems criss-crossing the world's largest ocean. This is largely to enhance connectivity to islands in the South Pacific.

The earliest of these systems landed at FINTEL this year, the Tabua and Bulikula cable systems.

There is a surge in interests from the non-geostationary satellite operators (NGSO) in the Pacific.

The heightened focus on uninterrupted connectivity has positioned satellite solutions as a strategic enterprise investment, particularly for backup connectivity, remote coverage, and IoT expansion.

FINTEL's positioning as the telecommunications hub of the Pacific has seen the extension of gateways for two Low earth Orbit (LEO) satellite operators, Starlink and OneWeb.

Our People

FINTEL has a staff complement of 21 (29 in 2024). Thirty two percent of the staff are female, spread out through the Corporate and Human Resource, Finance and Risk, and Network and Technology departments.

Training and retraining of staff are ongoing, with the increasing attrition level. Fair remuneration, targeted development opportunities and a good work-life balance are ongoing retention strategies, strengthening employee loyalty and satisfaction in the long term.

The FINTEL Sports and Social club and the Labour Management Consultative Committee are the main arms that keep staff, families, and friends bonded through sports, social work, religious festivals, national and company events.

Corporate social responsibilities include sponsorship of charitable events for the marginalised, handicapped and the elderly and the minor sports. The support for the minor sports is for the push to be included in regional sports like the South Pacific Games, to add to Fiji's potential medal opportunities.

FINTEL annually supports the nurturing and grooming of local musicians in partnership with the Fiji Performing Rights Association (FIPRA).

ESG Highlights

The demand for co-location and tele housing from international and regional clients is growing. At the same time, sustainability regulations are ramping up with the increasing pressure to reduce carbon footprints, comply with climate regulations, and cut energy costs.

As a contribution to the awareness and conservation of the environment, mangrove planting by staff and families is conducted at the Fintel, Vatuwaqa Gateway foreshore.

Foreshore reclamation is an ongoing activity, with installation and maintenance of gabion baskets to control erosion and sedimentation and other spectrum of activities as part of Fintel's overall focus on environmental responsibility and resource management.

Outlook

As AI disrupts industries across the globe, connectivity is becoming even more important. Telecommunications companies, or telcos, have opportunities to develop new value streams, though whether they increasingly become value creators or remain value connectors remains to be seen.

One of the most pronounced connectivity trends is the significant growth in data centre connectivity demand driven by AI. Hyperscale's are building or buying significantly more fibre than before, mergers and acquisitions, and new entrants deploying fibre appearing in the market. Private capital interest is also rising.

FINTEL's network development activities continue to focus on the enhancement of its core, Tele-housing, and Co-location services at FINTEL's Vatuwaqa Communications Centre, in providing efficient and effective services to the domestic, regional, and international enterprise clients.

The direct and indirect interconnection with regional and global subsea cable systems, the partnership with global satellite operators and the associated value-added services provides the future delivery of key business objectives.

Space technologies are rapidly reshaping our world, unlocking new levels of connectivity and data-driven insights that are attracting broad interest beyond traditional aerospace. Businesses are also working on end-to-end solutions that integrate space technologies with terrestrial infrastructure to provide seamless services across various sectors.

The latest trends in this technology include constellations of low Earth-orbit (LEO) satellite communications, most notably SpaceX's Starlink, which has more than 7,000 LEO satellites in orbit and OneWeb. Potential competitors such as Project Kuiper by Amazon, which launched 27 LEO satellites in April 2025, have also entered the market.

The proliferation of Low Earth Orbit (LEO) satellites has caused a sea change in a sector which has long been dominated by geostationary orbit (GSO) providers.

Fintel will continue play a key role in attracting global players in both subsea cables and satellite, for the benefit of Fiji and the Pacific Islands.

Acknowledgment is given to the Board, Fintel team, local, regional and international clients, and bilateral partners for their contributions and support throughout the year.





Mr. Joweli Taoi – Chairman (Deceased)
Mr. Attar Singh – Director
Mr. Pradeep Lal – Director
Mr. Ronald Prasad – Director
Mr. Satyen Singh – Chief Executive Officer
Mr. Lasith Bandara – Chief Financial Officer & Company Secretary

Overview

At Digitec ICT and our associated companies, we're deeply committed to putting our customers first. Our passion for customer-centricity drives everything we do. The business aim to support our clients through every step of their digital transformation journey by delivering exceptional value adding services and products.

The Financial Year 2025 marked another year of successful operation and strategic execution for Digitec ICT Group. Despite a dynamic operating environment and notable shifts in the OEM landscape, the Group delivered strong top-line performance across its portfolio, underscoring the strength of its core business, and diversification into new areas.

Key Operational Highlights

We remain steadfast in our commitment to continuous excellence, investing in both human capital and infrastructure. Digitec ICT proudly maintains ISO 9001, ISO 27001, and ISO/IEC 20000-1:2018 certifications benchmarking our operations against global ICT standards.

Premium OEM Partnerships

- Dell: Titanium Partner status reflects unmatched infrastructure expertise and strategic alignment.
- Forcepoint: Sole Titanium Partner in PNG & Pacific Islands, leading in advanced cybersecurity.
- Sophos: Exclusive Platinum Partner, delivering robust endpoint and network protection.

Solution Domains

- Enterprise Infrastructure & Networking: Partnerships with Dell, Cisco, Lenovo, HP, HPE, Aruba, TP-Link and Scale Computing enable resilient, scalable deployments.
- Cybersecurity: Collaborations with Forcepoint, Sophos, ManageEngine, Tenable and others power end to end threat protection, zero-trust frameworks and compliance for our customers.
- Cloud & Data: Digitec's sovereign cloud and data center offerings ensure secure, high-performance hosting with full in-PNG data residency.
- Connectivity & Devices: Engagements with Ubiquiti, Yealink, Apple, and Yeastar support seamless ICT infrastructure.
- Power & Print: Partnerships with PowerShield and Ricoh deliver efficient energy and document management solutions.
- Emerging Tech & AI: Collaborations with Laserfiche, Matrix, Hikvision, BankBuddy, Manifest AI, and other ISVs drive innovation in smart infrastructure, conversational banking, and AI-powered digital experiences including secure private LLM deployments for finance, government, and utilities.
- Core Banking: Strategic relationships with leading core banking providers enable secure, scalable platforms tailored to financial institutions across the Pacific.

Our Datacenter: Powering PNG's Digital Future

Digitec ICT's state of the art data center in Papua New Guinea is built for resilience, with no single point of failure and layers of redundancy, including UPS systems and backup generators.

This year, we've strengthened our capabilities with active monitoring systems that deliver real-time insights, enabling faster response times, predictive maintenance, and maximum uptime.

We offer a full suite of services from in-country cloud hosting and co-location to cybersecurity, networking, and disaster recovery all designed to ensure data sovereignty and seamless continuity for PNG businesses.

Digitec ICT remains committed to ongoing investment and innovation, helping organizations across the country accelerate their digital transformation with confidence.

Service Center: Reliable Support, Always On

At Digitec ICT, service excellence remains our top priority. Our certified Service Center team delivers expert support across leading brands including Dell, PowerShield, Ricoh, Forcepoint, Sophos, Apple Samsung and others. We offer flexible SLAs, break-fix services, and consulting to meet the evolving needs of PNG businesses.

This year, we've strengthened our operations with built-in redundancies, ensuring uninterrupted services. From on-site support and repairs to cybersecurity troubleshooting and data migration, our team keeps your systems running so your staff can focus on strategic goals.

Digitec ICT continues to invest in smarter service packages, giving clients peace of mind while we manage the technology behind the scenes.



Internet Service Provider: Connectivity You Can Count On

At Digitec ICT, our ISP services are designed for reliability, resilience and seamless integration with advanced IT solutions. We prioritize quality over quantity, working closely with our core sales and technical teams to deliver tailored connectivity through a single pane of management. With built-in redundancies, customers stay connected even during core backbone disruptions. Our strong reputation for consistent performance, responsive support and strategic partnerships ensures reliable internet access across Papua New Guinea.

Vodafone Kiosks Expansion

As part of the Vodafone family, Digitec ICT continues to expand the footprint of Vodafone Kiosks across Port Moresby and into regional provinces. These kiosks serve as vital access points for connectivity, devices, and digital services bringing the national digital transformation agenda closer to everyday citizens. Our mission remains clear: connect communities, empower individuals, and bridge the digital divide.

Warehousing & Operational Readiness

All OEM engagements are supported by Digitec's warehousing infrastructure through Digitec ICT PNG multiple locations across the country, and Etech Australia & Singapore, ensuring efficient logistics, inventory management and fulfillment across the region.

ESG Highlights

The shift from paper-based workflows to digital solutions is aimed at significantly reducing paper and print consumption, aligning with broader climate action and sustainability goals. Partnerships are established with OEMs that uphold responsible recycling practices and effective e-waste management.

In addition to environmental efforts, support is extended to initiatives in education, healthcare, and youth empowerment through energy-focused programs and charitable contributions.

Human Capital

At year end, the organization employed 108 team members, comprising both expatriates and national staff. The diverse backgrounds and contributions of all personnel are valued, fostering a culture rooted in inclusion and collaboration. Throughout the year, the workforce was celebrated through sports, cultural events, and team building activities that reinforced a shared sense of purpose. Employee development remains a key focus, with training and certifications tailored to specific roles, supporting continuous growth and operational excellence.

Championing Women in Tech

Diversity and inclusion are core to our culture. Our workforce reflects a 46:54 female-to-male ratio, underscoring our commitment to women empowerment and equal opportunity. We continue to foster a workplace where talent thrives regardless of gender, knowing that inclusive teams drive better outcomes.

Future Outlook

Digitec stands on a strong foundation of resilient performance and strategic execution. The successful diversification marks a pivotal step in our growth journey. Looking ahead, the business is focused on accelerating AI adoption, cloud innovation, and secure digital infrastructure. Strategic alliances with global OEMs and ISVs empower us to deliver intelligent, context-aware solutions across finance, government, utilities and enterprise sectors. With deep capabilities in cybersecurity and cloud services, Digitec is well-positioned to drive sustained growth, unlock new value streams and help our customers embrace the future with confidence.

The financial years marked a period of strategic progress and meaningful growth for Digitec ICT. The organization advanced its long term strategy through successful diversification, reinforcing its commitment to innovation and resilience. Despite external challenges, financial stability was maintained, with continued investment in forward looking initiatives such as AI integration, cloud technologies, and secure digital infrastructure. The business remains focused on sustainable growth and delivering lasting value to all stakeholders.





Mr. Michael Henry – Chairman
Mr. Phillip Henderson - Executive Director /
Chief Executive Officer
Ms. Rebecca Puni – Director
Mr. Pradeep Lal – Director
Mr. Joweli Taoi – Director (Deceased)
Mr. Ivan Fong – Director
Ms. Ana Inamata – Chief Financial Officer
& Company Secretary (Outgoing)
Mr. Atish Lal – Chief Financial Officer

Overview

The Cook Islands economy continues its post-pandemic recovery, though growth is moderating compared to the sharp rebound of prior years. GDP growth for fiscal year 2024 was 16.0%, up from 14.0% in FY2023, largely driven by the strong rebound in the tourism sector and increased government expenditure. Growth is projected to moderate to 6.3% in FY2025 as the economy stabilizes at more sustainable levels, while still performing among the strongest in the Pacific.

Inflationary pressures remain manageable, with inflation projected at 2.1% in 2025, though external risks—including fuel prices, shipping costs, and global uncertainty—pose challenges. The economy is expected to benefit from continued government investment and regional cooperation, though resilience requires diversification and ongoing reform.

Key Operational Highlights

2024 marked a disruptive year for the Cook Islands telecommunications market. Competitor, initially operating without a local license, captured approximately 40% of the fixed broadband market by year-end, largely from high-value residential and SME segments. This has significantly impacted Vodafone's broadband revenues and margins, compounded by contracted international capacity with ACL on the Manatua submarine cable.

Negotiations with ACL successfully addressed the reduced utilization and revenue pressures caused by Competitor's rapid market entry, with a significant reduction in wholesale IP Transit pricing. In parallel, Vodafone has engaged with the Cook Islands Regulator (CRA) to raise concerns regarding Starlink's perceived anti-competitive behaviour and predatory pricing practices. To date, the CRA has been reluctant to initiate formal investigative action, presenting an ongoing regulatory challenge.

At a global level, the telecommunications industry is facing headwinds from rising capital costs, slowing revenue growth, and disruptive entrants. These dynamics are reshaping competitive landscapes and forcing operators worldwide to accelerate innovation and efficiency.

ESG Highlights

Vodafone Cook Islands continues to be a proud and active member of the community, supporting a wide range of events and initiatives that align with our mission to empower people through technology. Giving back through strategic sponsorships and community projects remains a core priority and extends to key pillars of community development, including health, education, culture, youth and sport.

This year, we have enhanced our approach by integrating our mobile wallet service, E-Moni, into key sponsorship agreements. This allows us to leverage our technology to provide greater value and efficiency to our partners and the community.

Throughout the year, we were proud to support significant initiatives such as the Cook Islands Breast Cancer Foundation and Autism Cook Islands fundraising efforts, helping to raise awareness and provide essential support services.

We also collaborated with Korero o te O'Rau youth development to enable their programs, in Rarotonga and the Outer Islands, fostering the next generation of community leaders.

We are dedicated to a sustainable future for the Cook Islands, and we continue to take key steps to reduce our environmental footprint:

- **Going Digital:** We are continuing our push to become a paperless business by digitizing forms, offering digital products (e-Sims) and promoting online self-care.
- **Reduce, Reuse, and Recycle:** We actively practice and promote waste management, contributing to a nationwide effort to protect our paradise.

Human Capital

Vodafone Cook Islands has demonstrated its commitment to the well-being and growth of its people through conducting various development and training programs during the year.

Our team is our greatest asset. We believe that a positive and engaged workplace is built by supporting both internal and external social activities. This year, we continued to embrace a wide range of initiatives that boost employee morale and foster a strong sense of community.

We are especially proud of our team's commitment to health and wellness. We saw an increase in participation in various fitness challenges and sporting events, including:

1. **Social team activities** like Badminton, Business House Golf, Lawn Bowls, Volleyball, Pickleball and Futsal.
2. **Health and Fitness** challenges with Aka'uka Fitness.

Future Outlook

The entry of the Competitor has created an unprecedented level of disruption in the Cook Islands market. However, Vodafone's accelerated fibre strategy, combined with the diversification into Connected Living and IoT solutions, positions the company to retain premium customers, strengthen ties with the hospitality sector, and differentiate on quality and reliability.

While regulatory intervention remains uncertain, the company continues to advocate for a fair and competitive market. Management remains cautiously optimistic that through innovation, strong execution, and continued investment in network leadership, Vodafone Cook Islands will maintain its position as the trusted connectivity and technology partner for the nation.





Vodafone ATH Fiji Foundation

Mr. Lionel D S Yee - Chairman
Mr. Ivan Fong - Trustee
Mr. Adriu Vakarau - Trustee
Mr. Deepak Baran - Trustee
Mr. Rajnesh Prasad - Trustee
Ms. Manarusa Vanabale - Trustee
**Ms. Ambalika Devi - Foundation Executive
& Company Secretary**

Introduction

Incorporated in 2004 as a registered charitable organization, the Vodafone ATH Fiji Foundation was created to champion the social responsibility efforts of Vodafone Fiji and Amalgamated Telecom Holdings. From the outset, the Foundation has been deeply committed to making a meaningful difference in the lives of Fijians by addressing urgent social and humanitarian challenges. Its core mission is to promote philanthropy and respond to vital community issues to address some of Fiji's toughest humanitarian issues. Guided by a vision of a more connected, resilient, and empowered Vanua, the Foundation continues to make a meaningful difference. Its innovative and compassionate approach to social impact is something both stakeholders and shareholders can be proud to support, as it transforms lives across the country.

Key Highlights

The Vodafone ATH Fiji Foundation remains a steadfast champion of sustainable development, social responsibility, and community resilience across Fiji and the Pacific. During the year, the Foundation exemplified its unwavering commitment to fostering inclusive growth through strategic initiatives and impactful partnerships. Notably, programs such as the Sustainable Funding, Mobile for Good, Vodafone World of Difference and the Rebuild Vanuatu Project have played a pivotal role in addressing pressing societal challenges, empowering communities and rebuilding lives.

The Foundation strategically focused on enhancing stakeholder collaboration and networking across various sectors. These efforts aimed to foster partnerships with corporates, healthcare institutions, provincial authorities, and community organizations, ultimately enhancing the foundation's impact on Fiji's social landscape.

The Foundation has consistently demonstrated a commitment to community development and social responsibility. This year marked a significant phase in its operations, characterized by extensive engagement with a diverse array of stakeholders. By leveraging these relationships, the foundation aims to address critical societal issues and promote sustainable development.

Vodafone World of Difference & Mobile For Good (M4G)

In 2025, The Vodafone ATH Fiji Foundation World of Difference and Mobile for Good initiatives, in collaboration with organizations such as the Northern and Western Charity Alliances, Smarter Fiji, Life Line Fiji, Save Fiji/Pacific, RPWFL, and others demonstrated a strong commitment to community driven development, sustainability and social impact across Fiji.

Community efforts in Macuata and Serua highlighted the effectiveness of grassroots conservation, particularly through mangrove restoration that supports both ecosystems and local livelihoods—especially for women and fisherfolk. With a FJD 2.1 million grant from New Zealand's Ministry of Foreign Affairs and Trade, the Fiji Rural WASH Programme was launched to improve water and sanitation in underserved areas, co-funded by VAIWAI Natural Artesian Water. Rotary Pacific Water for Life Foundation also secured support from the EU, Fiji Water Foundation, and the Embassy of Japan to expand rural water access.

Volunteer contributions and leadership training enhanced local capacity, while infrastructure projects such as the Qeleni/Wainikeli Water Project contributed to improved health and resilience. Recognition on the PAN Pacific WONCA website helped promote health, tourism, and culture throughout the region.

Furthermore, Programs addressed domestic violence, child welfare, and elderly care through strategic partnerships. Environmental initiatives aligned with World Forest Day and the Mangrove Plan engaged communities in sustainable practices. The launch of the Pacific Specialist Healthcare Foundation, rooted in faith based collaboration, aims to transform healthcare access for underserved populations. Digital platforms expanded outreach and community engagement, reinforcing a mission centered on inclusive, sustainable development across Fiji and the Pacific.

Stakeholder Collaboration and Networking

During the year the Foundation maintained its leadership in community empowerment, sustainability, and social innovation throughout Fiji and the Pacific. By partnering with corporates, health providers, provincial authorities, and NGOs, the organization expanded its impact supporting grassroots initiatives such as mangrove restoration, inclusive programs for people with disabilities and essential water and sanitation projects.

Collaborations with World of Difference charities including Rotary Pacific Water for Life, WWF Pacific, Fiji Water Foundation, and the Fiji Disabled Program empowered over 35,000 individuals, improved health outcomes, and strengthened climate resilience. The flagship event the 6th Multi Disciplinary Pacific Conference reached more than three million viewers, catalyzing digital advocacy, e-commerce growth, and the adoption of tech driven solutions such as AI and blockchain. Thought leaders like Dr. Jurgen Grotz emphasized the critical role of volunteerism in sustainable development.

A total of FJD 1.5 million in medical supplies was delivered, the Rakiraki Ambulance Project was launched, and maternal and elderly care programs received vital support demonstrating a holistic approach to healthcare. On International Women's Day, women in tech were celebrated, promoting gender equality and inspiring young women to pursue careers in Science, Technology, Engineering and Mathematic. Through these diverse efforts, the Foundation continues to strengthen Fiji's social fabric, enhance economic resilience and drive inclusive, sustainable progress across the region.

Beyond Funder Collaboration and Networking

In 2025, Foundations Beyond Funder program enhanced community impact through strategic partnerships and professional engagement. By involving experts such as accountants, health workers, educators, and engineers and collaborating with universities, the program delivered workshops, mentorships, and real-world projects that built local capacity and inspired future leaders. Partnerships with ministries like i-Taukei Affairs and regional bodies such as Pacific Island Private Sector Organisation and Pacific Islands Association of Non-Governmental Organisations aligned volunteer efforts with national priorities and cultural values. A broad network including corporate trusts, NGOs, and partners like Vodafone and ATH promoted inclusion, resilience and economic growth.

Cross sector proposals spanning healthcare, youth development, and support for displaced farmers unlocked critical funding. Through open digital infrastructure, innovative solutions were co-designed to support sustainable development. A strong focus on Return on People (ROP) underscored a commitment to a resilient, people centered Pacific.

Looking Ahead

As the Foundation moves forward, the focus is directed on reducing healthcare gaps, boosting financial literacy, and empowering youth and women building stronger more inclusive communities. The Foundation is also committed to digital safety, helping vulnerable groups navigate technology confidently and securely. As a driver of change, the Foundation aims to be a leading force in the Pacific, promoting volunteerism, civic engagement and shared responsibility for a fairer future.

Grants Approved and Paid from July 2024 to June 2025

PARTICULARS	FY 24-25
World of Difference, Beyond Funder, Communications and Admin	
World of Difference (20 charities & community based organisations)	166,068
Beyond Funder, Comms and Admin	233,338
Total World of Difference, Beyond Funder, Comms and Admin	399,406
Double Your Dollar - Donations	
Hakwa Foundation	1,000
Philanthropy Pacific	1,000
Lifeline Fiji	4,000
CBST	1,000
Red Cross Society	3,000
Ruve Foundation	1,000
Spinal Injury Association	3,000
Philanthropy Pacific	2,000
Omega Social Services	1,000
Fiji Cancer Society	2,000
Homes of Hope-Wailoku	1,000
Loloma Home Nadi	1,000
Homes of Hope Suva	1,000
Telecom Fiji PTE Limited	1,000
Total Double Your Dollar	23,000
Vodafone Red Alert	
VF Vanuatu Red Alert	20,000
Total Vodafone Red Alert	20,000
Sustainable Funding	
Omega Social Service	5,000
Lifeline Fiji	10,000
Spinal Injury Association	30,000
Rotary Pacific Water For Life Foundation	50,000
Naduru Social Club	5,000
Sangam Fiji Foundation	20,500
Fiji School For the Blind	10,000
Burenitu Youth Club	2,500
Raj Moti Lal Women's Club	3,000
Lions Club of Suva	10,000
Navua Lady Farmers Association	5,000
School Management Association of Fiji	2,000
Savusavu Cemetery Project	5,000
Fitness Inspiration /Fiji Pacific	2,500
Vunimoli Islamia Primary School	2,000
Veitacini Youth Club-Tawake Village Youth Club	2,000
Heart Heroes Fiji	10,000
Smarter Fiji/Save Fiji	13,865
Rakiraki Hospital	25,000
Bishop Kempthorne Kindergarten	2,500
Qere Youth Club	6,000
Wailevu East District School	5,000
Scenic Agro-Digiworks Media Ltd	5,000
Nadi Muslim Primary School	5,000
Total Sustainable Funding	254,865
TOTAL DONATIONS	697,271

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

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AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

DIRECTORS' REPORT

In accordance with a resolution of the board of directors, the directors herewith submit the consolidated statement of financial position of Amalgamated Telecom Holdings Limited ("the Holding Company") and its subsidiary companies ("the Group", individually referred to as "group entities", see note 32 for investments in subsidiaries) as at 30 June 2025, the related consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended and report as follows:

Directors

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

Mr Attar Singh - Chairman- Appointed on 10 July 2024
 Mr Daksesh Patel - Resigned on 29 November 2024
 Mr Joweli Taoi - Demised on 21 February 2025
 Mrs Tanya Waqanika - Appointed on 10 July 2024
 Mr Peter Chan
 Mr Vilash Chand
 Mr Viliame Vodonaivalu
 Mr. Sikeli Tuinamuana - Appointed on 9 June 2025

Principal Activities

The principal activity of the Group during the year were the provision of telecommunications services. The principal activities of the operating subsidiary companies were as follows:

Entity	Principal Activities
Telecom Fiji Pte Limited	Telecommunication, Information and Communications Technology (ICT) and data services, post and pre-paid telephony services, sale of telephone equipment, sale of office and computer equipment, provision of internet related services and selling of prepaid transactions cards.
Vodafone Fiji Pte Limited including its subsidiaries, Datec (Fiji) Pte Limited and its subsidiary, Datec Australia Pty Limited, Datec New Zealand Limited, Digitec ICT Limited (PNG), Etech ICT Pte Limited (Singapore), Etech ICT Pty Limited (Australia) and Digital Financial Services Pte Limited (DFS)	Cellular mobile telecommunication services, cloud services, e-transport, other ancillary services on mobile platform and sale of computer hardware and software, ICT services, M-paisa services, equipment rental, provision of technical support and other related services provided within the technology industry.
Fiji International Telecommunications Pte Limited (FINTEL)	International telecommunications facilities and provision of Internet related services.
Amalgamated Telecom Holdings (Kiribati) Limited	Telecommunications and ICT services in the Republic of Kiribati.
Telecom Vanuatu Limited	Telecommunication services in the Republic of Vanuatu.
Amalgamated Bluesky Telecom Holdings LLC and its subsidiary companies including AST Telecom LLC, American Samoa Entertainment Inc., Bluesky Samoa Limited, Telecom Cook Islands Limited, TCNZ Cook Islands Limited, Teleraro Limited, Bluesky Pacific Holdings Limited, Bluesky Cook Islands Investment Limited, Bluesky Holding New Zealand Limited and Teleraro Management Limited	Equity investments, provision of mobile wireless (GSM) and broadband internet services, provision of telecommunication services which includes local and international telecommunications services, sale of telephone equipment, compilation and publishing of telephone directory, provision of internet connection and internet related services, operation of a mobile and fixed line telecommunications network and provision of cable services and internet.
eLandia Technologies, LLC and its subsidiary companies including American Samoa Hawaii Cable LLC and Samoa American Samoa Cable Limited	Equity investments, operation of an undersea fibre optic cable system and the sale of broadband capacity.
ATH Global Pte Limited ATH and its subsidiary companies including International Venture Pte Limited and Digitec Communications Limited (PNG)	Equity investments and telecommunication services.

There were no significant changes in the nature of principal activities of the Group during the financial year.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

DIRECTORS' REPORT [CONT'D]

Results

The consolidated profit after income tax attributable to the members of the Holding Company for the year ended 30 June 2025 was \$21,301,000 (2024: \$17,097,000).

Dividends

Dividends of \$16,751,000 was proposed by the Holding Company, approved by the board of directors, subject to its ratification by shareholders, for the year ended 30 June 2025 (2024: \$14,358,000).

Basis of Accounting - Going Concern

The financial statements of the Group have been prepared on a going concern basis. The directors consider the application of the going concern principle to be appropriate in the preparation of these consolidated financial statements as the directors believe that the Group has adequate funds to meet its liabilities as and when they fall due over the next twelve months.

Bad Debts and Allowance for Expected Credit Loss

Prior to the completion of the financial statements of the Group, the directors took reasonable steps to ascertain that action had been taken in relation to writing off of bad debts and the making of allowance for expected credit loss. In the opinion of the directors, adequate allowance has been made for expected credit loss.

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

Current and Non-Current Assets

Prior to the completion of the financial statements of the Group, the directors took reasonable steps to ascertain whether any current and non-current assets were unlikely to realise in the ordinary course of business their values as shown in the accounting records of the Group. Where necessary, these assets have been written down or adequate allowance has been made to bring the values of such assets to an amount that they might be expected to realise.

As at the date of this report, the directors are not aware of any circumstances, which would render the values attributed to current and non-current assets in the Group's financial statements misleading.

Unusual Transactions

In the opinion of the directors, the results of the operations of the Group during the financial year were not substantially affected by any item, transaction or event of a material unusual nature, nor has there arisen between the end of the financial year and the date of this report, any item, transaction or event of a material unusual nature, likely in the opinion of the directors, to affect substantially the results of the operations of the Group in the current financial year.

Events Subsequent to Balance Date

- a) Subsequent to year-end, subsidiary entity ICT Holding Limited commenced the process to amalgamate with its subsidiary, Digitec ICT Limited, which is 49% owned by ICT Holding Limited and 51% owned by Vodafone Fiji Pte Limited. The decision to proceed with the amalgamation was approved after the reporting date, with preparatory steps initiated accordingly. In July 2025, the Internal Revenue Commission (IRC) granted clearance for stamp duty exemption in relation to the proposed amalgamation. Lodgements with the relevant regulatory authorities are yet to be submitted, and completion of the amalgamation is expected in the next financial year. This internal restructuring is part of a strategic initiative to simplify the corporate structure and improve operational efficiency.

DIRECTORS' REPORT [CONT'D]

Events Subsequent to Balance Date [Cont'd]

- b) Subsequent to year-end, the Holding Company and Vanuatu National Provident Fund have agreed on the Term Sheet for the conversion of the loan to Telecom Vanuatu Limited by Vanuatu National Provident Fund in prior years to equity via the sale of 14% stake by Holding Company to Vanuatu National Provident Fund in exchange for novation of the VT800 million loan to Holding Company. The parties are finalizing the draft agreement as of the date of this report.

Apart from the above, no other matters or circumstances have arisen since the end of the financial year which would require adjustment to, or disclosure in, the consolidated financial statements of the Group.

Other Circumstances

As at the date of this report:

- (i) no charge on the assets of any company in the Group has been given since the end of the financial year to secure the liabilities of any other person;
- (ii) no contingent liabilities have arisen since the end of the financial year for which any company in the Group could become liable; and
- (iii) no contingent liabilities or other liabilities of any company in the Group have become or are likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may substantially affect the ability of the Group to meet its obligations as and when they fall due.

As at the date of this report, the directors are not aware of any circumstances that have arisen, not otherwise dealt with in this report or the Group's financial statements which would make adherence to the existing method of valuation of assets or liabilities of the Group misleading or inappropriate.

Directors' Benefits

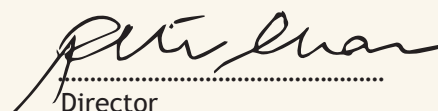
Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits disclosed in the financial statements and / or those included in the aggregate amount of emoluments received or due and receivable by directors shown in the consolidated financial statements or received as the fixed salary of a full-time employee of any company in the Group or of a related corporation) by reason of a contract made by any company in the Group or by a related corporation with the director or with a company of which the director is a member, or with a company in which the director has a substantial financial interest.

For and on behalf of the board and in accordance with a resolution of the board of directors.

Dated this 19 day of September 2025.



.....
Director


.....
Director

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

DIRECTORS' DECLARATION

This declaration by directors is required by the Companies Act, 2015.

The directors of the Holding Company have made a resolution that declares:

- a) In the opinion of the directors, the consolidated financial statements of the Group for the year ended 30 June 2025:
 - i. comply with International Financial Reporting Standards and give a true and fair view of the financial position of the Group as at 30 June 2025 and of the performance and cash flows of the Group for the year ended 30 June 2025;
 - ii. have been prepared in accordance with the Companies Act, 2015;
- b) The directors have received independence declaration by auditors as required by Section 395 of the Companies Act, 2015; and
- c) At the date of this declaration, in the opinion of the directors, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

For and on behalf of the board and in accordance with a resolution of the board of directors.

Dated this 19 day of September 2025.

.....
Director

.....
Director



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AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

AUDITOR'S INDEPENDENCE DECLARATION TO THE DIRECTORS

As Auditor for the audit of Amalgamated Telecom Holdings Limited and subsidiary companies for the financial year ended 30 June 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.

Wathsala Suraweera
Partner
Suva, Fiji

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CHARTERED ACCOUNTANTS

19 September 2025

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Amalgamated Telecom Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Amalgamated Telecom Holdings Limited and subsidiary companies (the Group), which comprise:

- the consolidated statement of financial position as at 30 June 2025;
- the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended; and
- notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 30 June 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

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 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) 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 consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT [CONT'D]

To the Shareholders of Amalgamated Telecom Holdings Limited (Cont'd)

Key Audit Matters (Cont'd)

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE MATTER
<p>1. Impairment Assessments of Non - Financial Assets</p> <p>a) Impairment Assessment of Goodwill</p> <p>The Group's goodwill is recognised in a number of Cash Generating Units (CGUs). We focused on this area due to:</p> <ul style="list-style-type: none"> the size of the goodwill balance (\$136 million as at 30 June 2025); the Group's assessment of the 'Value In Use' of the CGUs involves significant judgements about the future results of the relevant CGU's and the discount rates applied to future cash flow forecasts; and the Group incurs significant capital investments annually and the capital expenditure forecasts also involves significant estimation and judgement process. <p>The Group performed an impairment assessment of the goodwill by:</p> <ul style="list-style-type: none"> calculating the Value In Use for each CGU using a discounted cash flow model. These models used cash flows (revenues, expenses and capital expenditure) for each CGU for five years, with a terminal growth rate applied to the fifth year. These cash flows were then discounted to net present value using each CGU's Weighted Average Cost of Capital (WACC); and comparing the resulting Value In Use of each CGU to their respective book values. <p>Refer to note 15(a) of the financial statements for details of the Group's impairment test and assumptions.</p> <p>Given the complexities involved in Goodwill impairment assessment process, we got our internal valuation experts involved to assist our in assessing this matter.</p>	<p>We performed detailed procedures for all the CGUs which included the following, amongst others:</p> <ul style="list-style-type: none"> Reviewed and assessed the methodology used by the Group and its appropriateness for conducting goodwill impairment tests. Evaluated each CGU's cash flow forecasts, capital expenditure forecasts and the process by which they were developed, including considering the mathematical accuracy of the underlying calculations. Compared them to the latest Board-approved budgets. Compared current year (2025) actual results with the prior year (2024) forecast to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. Evaluated the Group's key assumptions for growth rates in the forecasts by comparing them to historical results and economic and industry forecasts. Involved internal valuation experts to recalculate management's discount rates based on the Group and its industry. <p>Valuation specialists were also involved in assessing the Value In Use model for valuation methodology, including the treatment of assumptions for capital expenditure, working capital, terminal value and the Net Present Value calculations.</p> <ul style="list-style-type: none"> Performed sensitivity analysis on all CGUs in two main areas being the discount rate and terminal growth rate assumptions. <p>For the CGUs with a higher risk of impairment we performed a range of sensitivity analyses including discount rate, terminal growth rate assumptions and revenue growth.</p> <ul style="list-style-type: none"> Reviewed events and transactions occurring after the reporting date that may indicate changes in the recoverable amounts of CGUs. Assessed the Group's disclosures of the quantitative and qualitative considerations in relation to the valuation of goodwill, by comparing these disclosures to our understanding of the matter and against the requirements of the accounting standards.

INDEPENDENT AUDITOR'S REPORT [CONT'D]

To the Shareholders of Amalgamated Telecom Holdings Limited (Cont'd)

Key Audit Matters (Cont'd)

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE MATTER
1. Impairment Assessments of Non - Financial Assets (Cont'd)	
b) Impairment Assessment of Property, Plant and Equipment	
<p>Property, Plant and Equipment (PPE) is considered to be one of the most significant balances in the financial statements of the Group given the size of the balance being \$999 million as at 30 June 2025.</p> <p>Furthermore, complexities are involved in capitalization and impairment assessment process of property, plant and equipment, in particular due to evolving changes in technology in telecommunications industry.</p> <p>Significant investments are also made by the Group annually in enhancing the infrastructure networks in various subsidiary entities.</p> <p>Given the evolving changes in technology in telecommunications industry and significant investments made in capital assets of the Group over time, we have considered assessment of impairment of property, plant and equipment as a key audit aspect for the audit hence, considered it as a key audit matter.</p>	<p>We performed the following procedures in relation to impairment assessment of property, plant and equipment amongst others:</p> <ul style="list-style-type: none">▪ Reviewed the Group's policies and procedures for testing property, plant and equipment for impairment and processes related to the identification and assessment of impaired property, plant and equipment.▪ Ensured that the Group's impairment assessment process complies with relevant accounting standards.▪ Reviewed the criteria used by the Group to identify potential impairment indicators (e.g., significant decline in market value, physical damage, changes in technology, upgrade into new technology or market conditions).▪ Assessed whether the Group's process for identifying impairment indicators is consistent with accounting standards and industry practices.▪ Checked for any signs of impairment based on internal indicators and external indicators affecting the telecommunications industry and assessments carried out by the management evaluating the indicators and conclusions reached.
2. Revenue Recognition	
<p>Revenue recognition of the Group is relatively complex as the Group is predominantly involved in telecommunications industry and its various telecommunication products and revenue streams requires large volume of data processing with the significant volumes of transactions.</p> <p>The audit focused on evaluating the adequacy and appropriateness of the Group's revenue recognition policies, testing the accuracy of revenue calculations, and ensuring compliance with the relevant accounting standards.</p>	<p>Our procedures included amongst others:</p> <ul style="list-style-type: none">▪ With the assistance of our IT specialists, evaluated the design and implementation of internal controls related to revenue recognition and tested the operating effectiveness of these controls. <p>This specifically included the evaluation of general IT Control environment of the Group and its effectiveness for our reliance.</p> <ul style="list-style-type: none">▪ Reviewed the Group's revenue recognition policies and procedures and evaluated whether these policies aligned with the relevant accounting standards.

INDEPENDENT AUDITOR'S REPORT [CONT'D]

To the Shareholders of Amalgamated Telecom Holdings Limited (Cont'd)

Key Audit Matters (Cont'd)

2. Revenue Recognition (Cont'd)

- Assessed the Group's practices for recognizing revenue from various sources (e.g., pre-paid services, post-paid services, subscription fees, equipment sales, and bundled services).
- Obtained and reviewed a sample of customer contracts, in particular for new products and plans introduced during the year including bundled service agreements and long-term contracts etc.
- Identified the performance obligations in different contracts and products and assessed the terms and conditions to determine how they impact revenue recognition.
- Tested the complete reconciliations between the Group's billing systems and the general ledger. This involved analyzing and reconciling journal entries recorded in both the billing system and the general ledger.
- Selected a sample of revenue transactions for detailed testing and verified the accuracy of revenue entries by tracing them to supporting documentation such as contracts, billings, and receipts.

Confirmed that revenue is recognized in accordance with the contract terms and accounting policies.

- Performed analytical procedures on prepaid revenue such as developing an expectation for monthly prepaid revenue during the financial year by applying the ratio of prepaid revenue to cash collected from top-ups in previous comparable periods to the cash collected from top-ups in the current year.
- Performed cut-off testing to verify that revenue is recorded in the correct period. For example, checked transactions occurring near the year-end to ensure deferred revenue are recognized appropriately.
- Reviewed the revenue-related disclosures in the financial statements to ensure they meet the requirements of the applicable accounting standards.

Verified that the disclosures include information on significant judgments, estimates, and changes in revenue recognition practices.

Other Information

The management and directors are responsible for the other information. The other information comprises of the information included in the directors' report but does not include the consolidated financial statements and the auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT [CONT'D]

To the Shareholders of Amalgamated Telecom Holdings Limited (Cont'd)

Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

The management and directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the IASB and the Companies Act, 2015, and for such internal control as the management and directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the management and directors are responsible for assessing 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 management and directors either intend to liquidate the companies in the Group or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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. Misstatements can arise from fraud and error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's and directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT [CONT'D]

To the Shareholders of Amalgamated Telecom Holdings Limited

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Cont'd)

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

Report on Other Legal and Regulatory Requirements

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

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



BDO
CHARTERED ACCOUNTANTS



Wathsala Suraweera
Partner
Suva, Fiji
19 September 2025

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Revenue	6	1,032,378	935,954
Direct costs	7	(378,812)	(361,042)
Gross profit		653,566	574,912
Other income	8	20,632	15,555
Impairment loss on trade receivables and contract assets recognised, net	20(c)	(840)	(2,732)
Marketing and promotion expenses		(21,302)	(20,434)
Other expenses	11	(539,367)	(509,009)
Operating profit		112,689	58,292
Finance income	10	2,983	11,676
Finance costs	10	(88,143)	(66,808)
Net finance costs		(85,160)	(55,132)
Profit before income tax		27,529	3,160
Income tax (expense) / benefit	12(a)	(5,598)	6,042
Profit for the year		21,931	9,202
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
Foreign operations - foreign currency translation differences		(10,129)	(7,824)
Other comprehensive expense, net of tax		(10,129)	(7,824)
Total comprehensive income		11,802	1,378

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025**

	Note	2025 \$'000	2024 \$'000
Profit attributable to:			
Equity holders of the Holding Company		21,301	17,097
Non-controlling interests		630	(7,895)
		<u>21,931</u>	<u>9,202</u>
Total comprehensive income attributable to:			
Equity holders of the Holding Company		11,308	8,643
Non-controlling interests		494	(7,265)
		<u>11,802</u>	<u>1,378</u>
Earnings per share			
- Basic and diluted earnings per share (cents per share)	13	<u>4.45</u>	<u>3.57</u>

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to equity holders of the Holding Company

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY [CONT'D]

FOR THE YEAR ENDED 30 JUNE 2025

	Attributable to equity holders of the Holding Company					
	Share capital \$'000	Foreign currency translation reserve \$'000	Merger reserve \$'000	Other equity reserve \$'000	Retained earnings \$'000	Total equity \$'000
Balance as at 1 July 2024	220,570	(1,942)	(2,390)	(32,767)	257,067	637,055
Total comprehensive income						
Profit for the year	-	-	-	-	21,301	21,301
Transfer from retained earnings	-	21,515	-	-	(21,515)	-
Other comprehensive expense	-	(9,993)	-	-	-	(9,993)
Total comprehensive income / (expense)	-	11,522	-	-	(214)	11,308
Contributions and distributions to owners						
Dividends (Note 27)	-	-	-	-	(16,751)	(16,751)
Total contributions and distributions to owners	-	-	-	-	(16,751)	(16,751)
Balance as at 30 June 2025	220,570	9,580	(2,390)	(32,767)	240,102	605,795

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Assets			
Non-current assets			
Deferred tax assets	12(b)	133,809	111,648
Property, plant and equipment	14	998,997	1,060,265
Intangible assets	15	174,746	180,165
Right of use assets and lease receivables	16(a)	150,553	160,441
Trade and other receivables and contract assets	20	3,155	3,651
Equity investment securities		2,760	2,715
Total non-current assets		1,464,020	1,518,885
Current assets			
Inventories	18	83,690	88,058
Debt investment securities	19	15,667	11,831
Trade and other receivables and contract assets	20	221,809	223,939
M-PAiSA trust account - restricted cash	21	114,239	89,571
Cash and cash equivalents	21	95,740	99,433
Total current assets		531,145	512,832
Total assets		1,995,165	2,031,717
Shareholders' equity and liabilities			
Shareholders' equity			
Share capital	22	220,570	220,570
Foreign currency translation reserve	23	9,580	(1,942)
Merger reserve	32(b)	(2,390)	(2,390)
Other equity reserve	32(c)(d)(e)	(32,767)	(32,767)
Retained earnings		240,102	257,067
Equity attributable to the owners of the Holding Company		435,095	440,538
Equity attributable to non-controlling interests	17	170,700	196,517
Total shareholders' equity		605,795	637,055
Liabilities			
Non-current liabilities			
Deferred tax liabilities	12(b)	19,112	21,963
Lease liabilities	16(b)	83,621	96,931
Borrowings	24	545,031	587,322
Provisions	25	1,920	725
Deferred income - Federal grant	28	36,523	42,364
Trade and other payables	26	6,020	6,770
Total non - current liabilities		692,227	756,075

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION [CONT'D]
AS AT 30 JUNE 2025

	Note	2025 \$'000	2024 \$'000
Current liabilities			
E-value in circulation	3.24	114,239	89,571
Current tax liability	12(c)	19,322	20,712
Lease liabilities	16(b)	23,634	12,772
Borrowings	24	114,540	104,883
Provisions	25	9,396	7,466
Trade and other payables	26	345,335	332,611
Deferred income - Federal grant	28	6,540	6,435
Put liability	32(f)	64,137	64,137
Total current liabilities		697,143	638,587
Total liabilities		1,389,370	1,394,662
Total shareholders' equity and liabilities		1,995,165	2,031,717

For and on behalf of the board and in accordance with a resolution of the board of directors.



 Director



 Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

	2025 \$'000	2024 \$'000
Cash flows from operating activities		
Receipts from customers and others	1,058,469	983,011
Payments to suppliers and employees	(741,674)	(744,131)
Cash generated from operating activities	316,795	238,880
Interest received	2,983	779
Interest paid	(53,476)	(54,330)
Income taxes paid	(35,515)	(35,727)
Net cash from operating activities	230,787	149,602
Cash flows from investing activities		
Acquisition of property, plant and equipment	(123,155)	(245,551)
Acquisition of intangible assets	(4,677)	(1,144)
Dividends received	-	156
Proceeds from sale of property, plant and equipment	-	2,383
Payment for debt investment securities	(3,836)	(5,254)
Net cash used in investing activities	(131,668)	(249,410)
Cash flows from financing activities		
Dividends paid to equity holders of the Holding Company	(14,164)	(24,766)
Dividends paid to non-controlling interests	(18,336)	(8,324)
Repayment of borrowings	(52,243)	(77,848)
Proceeds from borrowings	-	92,588
Payment of lease liabilities	(24,078)	(14,130)
Net cash used in financing activities	(108,821)	(32,480)
Net change in cash and cash equivalents	(9,702)	(132,288)
Cash and cash equivalents at the beginning of the financial year	66,130	200,651
Effect of movements in exchange rates on cash held	(2,724)	(2,233)
Cash and cash equivalents at the end of the financial year (Note 21)	53,704	66,130

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 1. GENERAL INFORMATION

a) Reporting entity

Amalgamated Telecom Holdings Limited (the Holding Company) is a limited liability company incorporated and domiciled in Fiji. The Holding Company is listed on the South Pacific Stock Exchange. The Holding Company's registered office and principal place of business is at Harbour Front Building, Rodwell Road, Suva.

b) Consolidated financial statements

The consolidated financial statements for the year ended 30 June 2025 comprise the Holding Company and its subsidiaries (together referred to as "the Group", individually referred to as "group entities").

c) Parent company

The Holding Company's parent company is Fiji National Provident Fund (FNPF), a defined contribution superannuation fund domiciled in Fiji.

d) Principal activities

The principal activity of the Group during the year were the provision of telecommunications services. The principal activities of the operating subsidiary companies were as follows:

Entity	Principal Activities
Telecom Fiji Pte Limited	Telecommunication, ICT and data services, post and pre-paid telephony services, sale of telephone equipment, sale of office and computer equipment, provision of internet related services and selling of prepaid transactions cards.
Vodafone Fiji Pte Limited including its subsidiaries, Datec (Fiji) Pte Limited and its subsidiary, Datec Australia Pty Limited, Datec New Zealand Limited, Digitec ICT Limited (PNG), Etech ICT Pte Limited (Singapore), Etech ICT Pty Limited (Australia) and Digital Financial Services Pte Limited (DFS)	Cellular mobile telecommunication services, cloud services, e-transport, other ancillary services on mobile platform and sale of computer hardware and software, ICT services, M-paisa, equipment rental, provision of technical support and other related services provided within the technology industry.
Fiji International Telecommunications Pte Limited (FINTEL)	International telecommunications facilities and provision of Internet related services.
Amalgamated Telecom Holdings (Kiribati) Limited	Telecommunications and ICT services in the Republic of Kiribati.
Telecom Vanuatu Limited	Telecommunication services in the Republic of Vanuatu.
Amalgamated Bluesky Telecom Holdings LLC and its subsidiary companies including AST Telecom LLC, American Samoa Entertainment Inc., Bluesky Samoa Limited, Telecom Cook Islands Limited, TCNZ Cook Islands Limited, Teleraro Limited, Bluesky Pacific Holdings Limited, Bluesky Cook Islands Investment Limited, Bluesky Holding New Zealand Limited and Teleraro Management Limited	Equity investments, provision of mobile wireless (GSM) and broadband internet services, provision of telecommunication services which includes local and international telecommunications services, sale of telephone equipment, compilation and publishing of telephone directory, provision of internet connection and internet related services, operation of a mobile and fixed line telecommunications network and provision of cable services and internet.
eLandia Technologies, LLC and its subsidiary companies including American Samoa Hawaii Cable LLC and Samoa American Samoa Cable Limited	Equity investments, operation of an undersea fibre optic cable system and the sale of broadband capacity.
ATH Global Pte Limited and its subsidiary companies, ATH International Venture Pte Limited and Digitec Communications Limited (PNG)	Equity investments and telecommunication services.

There were no significant changes in the nature of principal activities of the Group during the financial year.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 2. BASIS OF PREPARATION

a) Basis of preparation

The consolidated financial statements of the Group have been prepared on the historical cost basis except for equity investment securities, which are measured on a fair value basis.

Historical cost is based on the fair values of the consideration given in exchange for assets.

In the application of IFRS, management is required to make judgments, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgments. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of IFRS that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the future periods are disclosed, where applicable, in the relevant notes to the financial statements.

Accounting policies are selected and applied in a manner which ensures that the resulting financial information satisfies the concepts of relevance and reliability, thereby ensuring that the substance of the underlying transactions or other events is reported

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are critical to the consolidated financial statements are disclosed in note 5.

b) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board and in compliance with the requirements of the Companies Act, 2015.

c) Changes in Accounting Policies

New Standards, interpretations and amendments effective during the year

The following amendments are effective for the period beginning on or after 1 January 2024:

- (i) *Supplier Finance Arrangements (Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures).*

On 25 May 2023, the IASB issued *Supplier Finance Arrangements*, which amended IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosures*.

The amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The amendments also provide guidance on characteristics of supplier finance arrangements.

- (ii) *Lease Liability in a Sale and Leaseback (Amendment to IFRS 16 Leases);*

On 22 September 2022, the IASB issued amendments to IFRS 16 - *Lease Liability in a Sale and Leaseback* (the Amendments).

Prior to the Amendments, IFRS 16 did not contain specific measurement requirements for lease liabilities that may contain variable lease payments arising in a sale and leaseback transaction. In applying the subsequent measurement requirements of lease liabilities to a sale and leaseback transaction, the Amendments require a seller-lessee to determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

These amendments had no effect on the consolidated financial statements of the Group.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 2. BASIS OF PREPARATION (CONT'D)

c) Changes in Accounting Policies (Cont'd)

New Standards, interpretations and amendments effective during the year (Cont'd)

(iii) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants (Amendments to IAS 1 Presentation of Financial Statements);

The IASB issued amendments to IAS 1 in January 2020 *Classification of Liabilities as Current or Non-current* and subsequently, in October 2022 *Non-current Liabilities with Covenants*.

The amendments clarify the following:

- An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period.
- If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.
- In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no significant effect on the measurement of any items in the consolidated financial statements of the Group.

New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning on or after 1 January 2025:

- Lack of Exchangeability (Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates).

The following standards are effective for the period beginning on or after 1 January 2026:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 Financial Instruments and IFRS 7).

The following standards are effective in Fiji for the period beginning on or after 1 January 2026:

- IFRS S1 - General requirements for disclosure of sustainability-related financial information. This standard includes the core framework for the disclosure of material information about sustainability-related risks and opportunities across an entity's value chain.
- IFRS S2 - Climate-related disclosures. This standard sets out requirements for entities to disclose information about climate-related risks and opportunities.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 2. BASIS OF PREPARATION (CONT'D)

c) Changes in Accounting Policies (Cont'd)

New standards, interpretations and amendments not yet effective (cont'd)

The following standard is effective for the period beginning on or after 1 January 2027:

- IFRS 18 Presentation and Disclosure in Financial Statements.

IFRS 18 *Presentation and Disclosure in Financial Statements*, which was issued by the IASB in April 2024 supersedes IAS 1 and will result in major consequential amendments to IFRS Accounting Standards including IAS 8 *Basis of Preparation of Financial Statements* (renamed from *Accounting Policies, Changes in Accounting Estimates and Errors*). Even though IFRS 18 will not have any effect on the recognition and measurement of items in the financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

The Group is currently assessing the impact of these new accounting standards and amendments and will adopt as applicable.

d) Basis of consolidation

i. Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see 2(d) (ii)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see 3.8). Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

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

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

ii. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

iii. Non-controlling interests (NCI)

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 2. BASIS OF PREPARATION (CONT'D)

d) Basis of consolidation (Cont'd)

iv. Common Control Acquisition

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. A transaction deemed to be a transaction under common control consequently falls outside the scope of IFRS 3 *Business Combinations*. The Groups accounting policy for the acquiring entity is to account for the transaction at book values as reflected in the financial statements of the selling entity. The difference between the fair value of the consideration given and the carrying value of the assets and liabilities acquired is recognised as a merger reserve in the consolidated financial statements

v. Loss of control

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

vi. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

e) Functional and presentation currency

The consolidated financial statements are presented in Fiji dollars, which is the Holding Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

f) Going Concern

The financial statements of the Group have been prepared on a going concern basis. The directors consider the application of the going concern principle to be appropriate in the preparation of these consolidated financial statements as the directors believe that the Group has adequate funds to meet its liabilities as and when they fall due over the next twelve months.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

3.1 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer. The following is a description of principal activities from which the Group generates its revenue.

The Group principally generates revenue from providing mobile telecommunication services, such as access to the network, airtime usage, messaging and internet services, sale of mobile devices, retailing of computer hardware and software, technical support services, equipment rental and other related services provided within the technology industry. Products and services may be sold separately or in bundled packages. The typical length of a contract for bundled packages is 24 months.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.1 Revenue recognition (Cont'd)

Revenue recognition with respect to the Group's specific business activities are as follows:

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Fixed line and mobile telecommunication services	<p>Revenue for voice and video calls, messaging and mobile data provided to customers is recognised as services are performed, with unearned revenue from services to be provided in future periods deferred.</p> <p>Revenue from prepaid products and fixed monthly charges billed in advance is deferred and recognised as revenue once the related service has been provided.</p> <p>Revenue from interconnect fees is recognised at the time the services are performed.</p> <p>This is included within call revenue, data network and internet revenue in note 6(B).</p>
M-PAiSA	<p>M-PAiSA is a service allowing customers to transfer money using a mobile phone. This service was provided by the subsidiary company, Vodafone Fiji Pte Limited until 31 March 2025 and afterwards by the subsidiary company Digital Financial Services Pte Limited. A similar service is provided by the subsidiary company, Bluesky Samoa Limited, that enables customers to send and receive money anywhere in Samoa.</p> <p>E-value in circulation represents the outstanding value of money in the customers M-PAiSA account as at year end. M-PAiSA trust account is the equivalent value of cash held by the subsidiary companies, Digital Financial Services Pte Limited and Bluesky Samoa Limited.</p> <p>Revenue from this service is earned from transfers and withdrawal transactions performed by customers. A fee that is generated depending on the funds being transacted is applied on all transactions which cumulatively are reported as M-PAiSA transaction commission revenue. Commission revenue is recognised at the time the transfer or withdrawal transactions are performed by the customers.</p> <p>M-PAiSA services also allow customers to receive inward remittances on their mobile phones. Revenue from International Money Transfer (IMT) services are earned as a transaction-based commission from IMT partners.</p> <p>M-Paisa customers are also able to perform online transactions via Mastercard, a montly access fee is levied to customers while prescribed transaction processing fee is also charged which forms part of Mastercard revenue.</p> <p>This is included within other sales and services in note 6(B).</p>
Sale of computer hardware, software, mobile devices and terminals	<p>Sales of computer hardware and software which are not part of any bundled package are recognised when a group entity has delivered products to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products.</p> <p>Sales of devices and terminals which are not part of any bundled package are recognised when a group entity sells them to the customer. Revenue is recognised at the point the devices and terminals are dispatched from the warehouse to the customer or sold at a Group's retail outlet.</p> <p>For bundled packages, the Group accounts for individual products and services separately if they are distinct - i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it. The consideration is allocated between separate products and services in a bundle based on relative their stand-alone selling prices. The stand-alone selling prices are determined based on the list prices at which the Group sells the mobile devices, and telecommunication services separately.</p> <p>This is included within 'computer hardware, software and technical support services revenue' and 'equipment and ancillaries revenue' in note 6(B).</p>

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.1 Revenue recognition (Cont'd)

Products and services	Nature, timing of satisfaction of performance obligations and significant payment terms
Sale of technical support services	Revenue from technical support and software development services is generally recognised based on the performance obligations completed to date. The Group measures progress towards complete satisfaction of the performance obligation based on surveys of performance completed to date.
Published and on-line directories	<p>Published directories Revenue is recognised upon dispatch of the directories for distribution. Monies collected in advance are deferred.</p> <p>Online directories Revenue from contracts in relation to online directory is recognised over the term of the contract.</p> <p>This is included within directory revenue in Note 6(B).</p>
Sale of broadband capacity	<p>Revenue from sale of broadband capacity is recognised over time by measuring the progress toward complete satisfaction of performance obligation to deliver the services. The Group measures progress towards complete satisfaction of the performance obligation based on time elapsed.</p> <p>This is included within data network and internet revenue in note 6(B).</p>
Subscription revenue	<p>Revenue from subscription television services is initially deferred and is recognised over time as revenue in the period(s) that the related services is provided to subscribers. The Group measures progress towards complete satisfaction of the performance obligation based on time elapsed.</p> <p>This is included within data network and internet revenue in note 6(B).</p>
E Transport	<p>E transport revenue relates to commission revenue which is based on a percentage of the bus revenue from the bus operators. Revenue is recognised as services are provided to the bus operators.</p> <p>The Group also charges for any telemetry and equipment insurance to the bus operators.</p>

3.2 Borrowing and Borrowing costs

Borrowings

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

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to be made ready for their intended use or sale, are added to the cost of those assets, until such time as those assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.3 Dividend distribution

Dividend distribution to the Holding Company's shareholders is recognised as a liability in the consolidated financial statements in the period in which the dividend is declared by the Holding Company's directors.

Dividend distribution to the non-controlling shareholders of subsidiary companies is recognised as a liability in the consolidated financial statements in the period in which the dividend is declared by the relevant subsidiary companies' directors.

3.4 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in profit or loss. Freehold land is not depreciated.

The annual depreciation rates are as follows:

- Leasehold land	Lease term
- Leasehold buildings and improvements	3% - 20%
- Telecommunications equipment and plant	
o Exchange plant and telecommunications infrastructure	5% - 33%
o Subscriber equipment	5% - 33%
o Trunk network plant	5% - 10%
o Plant and machinery	10% - 25%
o Equipment rental	10% - 25%
- Motor vehicles	20% - 25%
- Furniture, fittings and office equipment	10% - 25%
- Computer equipment	10% - 33%

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

Where estimated useful lives or recoverable values have diminished due to technological change or market conditions, depreciation is accelerated. The asset's 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.

An item of property, plant and equipment is derecognised upon replacement, disposal or when no future economic benefits are expected from its use. Any gains or losses arising on de-recognition of the assets are included in profit or loss in the year the assets are derecognised.

Capital work in progress principally relates to costs and expenses incurred for capital works in the nature of property, plant and equipment. Capital work in progress is stated at historical cost and is not depreciated.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.5 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

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

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

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

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

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

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

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
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NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.5 Leases (Cont'd)

Short-term leases and leases of low-value assets

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

IRU network capacity

The subsidiary company, Telecom Fiji Pte Limited, acquired indefeasible rights to use (IRU) network capacity in Southern Cross Cables. As a result, the subsidiary company entered into an agreement with Optus Networks Pty Limited to lease IRU network capacity for IP Transit and STM-1 and STM-4 via Australia and USA links. The subsidiary company has also been entering into an agreement with Optus Network Pty Limited annually for IP Transit.

The subsidiary company, Fiji International Telecommunications Pte Limited, has acquired Indefeasible Rights of Use (IRU) network capacity in the Southern Cross Cables. As a result, the subsidiary company have entered into multiple agreements with Southern Cross Cables Limited to lease IRU network capacity.

The amount recorded under right of use assets represents consideration prepaid to acquire IRU network capacities. The IRU network capacities are amortised over their estimated economic useful lives, as follows:

- IP Transit	33% -100%
- STM-1	6% - 7%
- STM-4	6% - 7%
- SX NXT	5%

The estimated economic useful lives of the IRU network capacities are reviewed, and adjusted if appropriate, at each balance date.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

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

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

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

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.5 Leases (Cont'd)

As a lessor (cont'd)

If an arrangement contains lease and non-lease components, the Group applies IFRS 15 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'revenue'.

3.6 Intangible assets and goodwill

i. Recognition and measurement

a) Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

b) Other intangible assets

Other intangible assets, including customer relationships and contracts, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Brands that are acquired in a business combination and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Brands that are acquired in a business combination and have indefinite useful lives are measured at cost less accumulated impairment losses.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Spectrum licences are capitalised on the basis of the costs incurred to acquire the licences. The licences are capable of being used as at the date of purchase, but cannot be used until the associated network assets necessary are available for use.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

The estimated useful lives for current and comparative periods are as follows:

- computer software: 2-5 years
- spectrum licences: shorter of remaining licence rights and estimated economic useful lives
- customer relationships and contracts: 5 years
- brand: 15 months

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

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.6 Intangible assets and goodwill (Cont'd)

iv. Impairment of goodwill

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

3.7 Foreign currency

i. Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance costs.

ii. Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Fiji dollar at the exchange rates at the reporting date. The revenue and expenses of foreign operations are translated into Fiji dollar at the average of buying and selling rates ruling during the year.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

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

3.8 Impairment of non-financial assets

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

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

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.8 Impairment of non-financial assets (Cont'd)

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

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

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

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

3.9 Government grants

Government grants are initially recognised in the statement of financial position as deferred income at fair value if there is reasonable assurance that they will be received and the Group will comply with the conditions attached with the grant. Grants that compensate the Group for expenses incurred are recognised in profit or loss on a systematic basis in the periods in which the expenses are recognised. Grants that compensate the Group for the cost of an asset are recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

3.10 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI. The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

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NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.10 Income tax (Cont'd)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if certain criteria are met.

3.11 Value Added Tax (VAT) / Goods Service Tax

Revenues, expenses, assets and liabilities are recognised net of the amount of Value Added Tax (VAT) / Goods Service Tax (GST), except:

- (a) where the amount of VAT / GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (b) for receivables and payables which are recognised inclusive of VAT / GST.

The amount of VAT / GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

The VAT / GST component of cash flows arising from operating and investing activities which is recoverable from or payable to, the taxation authority is classified as part of operating cash flows.

3.12 Share capital

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with IAS 12 (see Note 3.10).

3.13 Inventories

Inventories comprise of merchandise, computer hardware, spares, accessories and other consumables, and are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of selling.

The cost incurred in acquiring the inventories and bringing them to their existing location and condition are accounted using the following formulae:

- i) Merchandise and other consumables - first-in-first-out basis.
- ii) Computer hardware, spares, accessories and other consumables - weighted average basis.

Inventory obsolescence is considered as part of determining the net realisable value, based on reviews of inventories.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Financial instruments

i) *Recognition and initial measurement*

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

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

ii) *Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI - debt investment; FVOCI - equity investment; or FVTPL. The Group measures term deposits at amortised cost.

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

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

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

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

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

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

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

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NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Financial instruments (Cont'd)

ii) Classification and subsequent measurement (cont'd)

Financial assets: Business model assessment

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

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

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

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

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

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

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

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

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

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Financial instruments (Cont'd)

ii) Classification and subsequent measurement (cont'd)

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost

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

Equity investments at FVOCI

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

Financial assets at FVTPL

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

Debt investments at FVOCI

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

Financial liabilities: Classification, subsequent measurement and gains and losses

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

iii) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.14 Financial instruments (Cont'd)

iii) Derecognition (cont'd)

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

iv) Modifications of financial assets

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

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss. If such a modification is carried out because of financial difficulties of the borrower, then the gain or loss is presented together with impairment losses. In other cases, it is presented as interest income (refer note 3.16).

v) Offsetting

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

3.15 Impairment of non-derivative financial assets

The Group recognises loss allowances for ECLs on financial assets measured at amortised cost and contract assets.

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

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

Loss allowances for trade receivables (including lease receivables) and contract assets are always measured at an amount equal to lifetime ECL.

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

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.15 Impairment of non-derivative financial assets (Cont'd)

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

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

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

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

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

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

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

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

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

Credit-impaired financial assets

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

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

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

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the asset.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.15 Impairment of non-derivative financial assets (Cont'd)

Write-off

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

3.16 Finance income and finance costs

The Group's finance income and finance costs include:

- bank and loan administration charges
- Interest expense on borrowings
- the foreign currency gain or loss on financial assets and financial liabilities
- impairment losses (and reversals) on investments in debt securities carried at amortised cost
- interest expense on lease liabilities

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

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

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

3.17 Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

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

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.17 Fair value measurement (Cont'd)

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

3.18 Cash and cash equivalents

For the purpose of statements of cash flows, cash and cash equivalents include cash on hand, cash at banks; short term deposits with banks and bank overdrafts. M-PAiSA trust account is not part of the cash management and therefore it is excluded. Bank overdrafts are included within borrowings and disclosed as current liabilities in the statement of financial position.

3.19 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that recovery will be received and the amount of the receivable can be measured reliably.

3.20 Employee entitlements

Wages and salaries

Liabilities for wages and salaries expected to be settled within 12 months of the balance date are accrued up to the balance date.

Annual leave and sick leave

Liability for annual leave is recognised in the provision for employee entitlements. Liabilities for annual leave are expected to be settled within 12 months of the balance date and are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates prevailing at that time.

Long service leave and retirement benefits

Liability for long service leave is recognised in the provision for employee entitlements and measured at the present value of expected future payments to be made in respect of services provided by employees up to the balance date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the balance date on government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.20 Employee entitlements (Cont'd)

Long service leave and retirement benefits (cont'd)

Liability for retirement benefits is recognised in the provision for employee entitlements and measured at the present value of expected future payments to be made in respect of services provided by employees up to the balance date. Consideration is given to expected future wage and salary levels, periods of service and probability of pay-out. Expected future payments are discounted using market yields at the balance date on government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Bonus plans

The Group pays bonuses to employees based on the achievement of individual objectives by the employees and performance of the respective subsidiary companies. The Group recognises a provision where contractually obliged or where there is a past practice, subject to performance evaluation.

Termination benefits

The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a formal plan without the possibility of withdrawal or providing termination benefits as a result for an offer made for redundancy. Benefits falling due more than 12 months after the balance date are disclosed at present value.

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

3.21 Segment reporting

Operating Segments

An operating segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other operating segments.

For reporting purposes, the Group considers itself to be operating predominantly in the telecommunications industry and revenue from other sources are not material.

The Group has disclosed three reportable segments as follows:

- Fixed line telecommunications ("Fixed Line Telecom") segment includes all fixed line telecommunication services including the sale or lease of telecommunications related office equipment, accessories and services including prepaid telephony and card services;
- Mobile telecommunications ("Mobile Telecom") segment includes all mobile telecommunication services including the sale of associated equipment, accessories and services;
- Other segment comprises of provisions of international public and dedicated telecommunications, data and internet services, sale of computer hardware and software, provision of technical support services and directory services.

The accounting policies adopted for segment reporting are the same accounting policies adopted for preparing and presenting consolidated financial statements of the Group.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.21 Segment reporting (Cont'd)

Geographical segment

A geographical segment constitutes the provision of products or services within a particular economic environment that are subject to risks and return that are different from those of segments operating in other economic environments.

The Holding Company and five subsidiary companies operate in Fiji while its other subsidiary companies operate in Kiribati, Vanuatu, American Samoa, Samoa, Cook Islands, New Zealand, United States of America (non-operating), Papua New Guinea, Singapore and Australia.

The segment reporting has been disclosed under note 33.

3.22 Expenditure recognition

Expenses are recognised in the profit or loss on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and in maintaining the property, plant and equipment in a state of operational service has been charged to the statement of profit or loss.

For the purpose of presentation of the statement of profit or loss and other comprehensive income, the “function of expenses” method has been adopted, on the basis that it fairly presents the elements of the Group’s performance.

3.23 Contract Assets / Liabilities

The contract assets primarily relate to the Group’s rights to consideration for goods supplied / services rendered but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional.

The contract liabilities primarily relates to unfulfilled performance obligations under a contract for services with customers.

Revenue under mobile contracts is recognised when customers source the hardware from the Group.

3.24 M-Paisa Trust Account and Evalue in circulation

The M-Paisa Trust Account is established to hold funds deposited by M-Paisa users, ensuring that user funds are segregated from the operational funds of the Group.

E-value represents the electronic money held by users, agents, and merchants within the M-Paisa system. It is the digital equivalent of cash, used for mobile money transactions.

3.25 Trade and other payable

Trade and other payable are recognized when the group becomes obliged to make future payments resulting from the receipt of goods and services.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

3.26 Earning per share

Basic earnings per share - is calculated by dividing the profit for the year of the Group by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share - is calculated on the same basis as above as the Group does not have any convertible instruments, options, warrants or ordinary shares that will be issued upon the satisfaction of specified conditions.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONT'D)

3.27 Comparative figures

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year to facilitate comparison and achieve consistency in disclosures.

NOTE 4. FINANCIAL RISK MANAGEMENT

4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by executive management. Executive management identifies, evaluates and monitors financial risks in close co-operation with the operating units.

a) Market risk

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

Unfavourable changes to duty and tax regulations may expose the Group to a decline in revenue. The Group operates in a number of countries and changes to respective government's policies therefore affect the economic situation and ultimately the revenue of the Group. To address this, the Group reviews its pricing and product range regularly and responds appropriately to these changes.

i) Foreign exchange risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group largely procures most of its telecommunication equipment and supplies from overseas and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

Management has set up a policy that requires the Group companies to manage its foreign exchange risk against their functional currency. Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency other than the functional currency of the respective Group companies. For significant settlements, the Group companies seek quotations from recognised banks and use the most favourable exchange rate for settlement purposes.

As at year end, financial liabilities (trade and other payables) denominated in foreign currencies are significant and hence changes in the US dollar by 10% (increase or decrease) are expected to have a significant impact on the net profit currently reflected in the Group's financial statements. The carrying amount of the Group's significant foreign currency denominated monetary liabilities at the end of the reporting period are as follows:

	2025 F\$'000	2024 F\$'000
USD	331,278	277,203

As at year end, there were no material financial assets denominated in foreign currencies. The following significant exchange rate against FJD was applied during the year:

	Reporting date spot rate 2025	2024
USD	0.442	0.448

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.1 Financial risk factors (Cont'd)

a) Market risk (cont'd)

i) Foreign exchange risk (cont'd)

A reasonably possible strengthening (weakening) of the US dollar against the Fiji dollar at 30 June would have affected the measurement of financial instruments denominated in a foreign currency and affected the pre-tax profit or loss and equity balance by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. A sensitivity rate of 10% is used when reporting foreign currency risk internally to key management personnel which also represents management's assessment of the reasonably possible change in foreign exchange rates.

	Profit or (loss) / Equity	
	Strengthen	Weaken
	F\$'000	F\$'000
30 June 2024		
USD	(27,720)	27,720
30 June 2025		
USD	(33,128)	33,128

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Interest rate risks are managed closely by the directors and management within the approved policy parameters. For re-investment and additional borrowings, the Group negotiates an appropriate interest rate with banks and other lenders and invests with or borrows from banks or other financial institutions which offers the best overall commercial terms, including the interest rate.

The Group has interest-bearing assets in the form of debt investment securities and advances to related entities. Generally, these are at fixed interest rates, hence, there are no uncertainties related to interest rate cash flows during the period of investment.

Furthermore, the subsidiary companies, Digitec Communication Limited have significant interest-bearing borrowings from Fiji National Provident Fund. Digitec Communication Limited's loan is at a fixed interest rate and the term of the loan is 6 years. Also, the subsidiary company, Vodafone Fiji Pte Limited have significant interest-bearing borrowings from Fiji National Provident Fund at variable interest rates.

The Holding Company has significant borrowings from Australia and New Zealand Banking Group Limited in respect to acquisition of subsidiary companies, Telecom Vanuatu Limited and the Bluesky Group for which repayments are based on notional term of 13-15 years and are at variable interest rate.

Also, the subsidiary company, Telecom Vanuatu Limited, has significant interest-bearing borrowings from ANZ Bank (Vanuatu) Limited and Vanuatu National Provident Fund at variable interest rates.

The subsidiary companies, Bluesky SamoaTel Investments Limited and Bluesky Samoa Limited, have significant interest-bearing borrowings from ANZ Bank (Samoa) Limited at variable interest rates.

Furthermore, in the prior financial year, the subsidiary company, Digitec Communications Limited consolidated its borrowings and entered into a syndicated loan facility with BSP and Kina Securities Limited. These facilities are at variable interest rates.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.1 Financial risk factors (cont'd)

a) Market risk (cont'd)

ii) Interest rate risk (cont'd)

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

	2025 \$'000	2024 \$'000
Bank overdraft	42,039	33,303
Borrowings	472,037	536,353
	514,076	569,656

Sensitivity analysis

A 100 basis points (bp) increase in interest rates at the reporting date would have decreased the profit or loss by amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2024.

	Profit or loss before tax \$'000 (FJD)
30 June 2025	
Variable rate instruments	5,140
30 June 2024	
Variable rate instruments	5,696

b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group's exposure and the credit ratings of its counterparties, where available, are continuously monitored. Credit exposure is controlled by counterparty limits that are reviewed and approved by management on a regular basis.

Trade receivables consist of a large number of customers, spread across geographical areas. Ongoing credit evaluations are performed on the financial condition of trade receivables.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The carrying amount of financial assets and contract assets represent the maximum credit exposure.

Refer note 20(c) for details of impairment losses on financial assets and contract assets recognised in profit or loss.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the country in which customers operate.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.1 Financial risk factors (cont'd)

b) Credit risk (cont'd)

Trade receivables and contract assets

At 30 June, the exposure to credit risk for gross trade receivables and contract assets by geographic region was as follows:

	2025 \$'000	2024 \$'000
Fiji	88,050	85,223
Samoa	13,392	13,076
Papua New Guinea	35,010	22,427
Vanuatu	9,564	6,499
American Samoa	6,581	6,307
Singapore	41	615
Cook Islands	2,926	3,239
Kiribati	1,800	2,110
Australia	27	12
	157,391	139,508

Expected credit loss assessment

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

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics - geographic region.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and contract assets from individual customers as at 30 June 2025 and 30 June 2024.

	Weighted average loss rate	Gross Carrying amount \$'000	Loss allowance \$'000	Net carrying amount \$'000	Credit Impaired
30 June 2025					
Current (not past due)	0.1%	59,748	71	59,677	No
1- 30 days past due	4.2%	24,026	1,008	23,018	No
31 - 60 days past due	10.4%	8,665	904	7,761	No
61 - 90 days past due	35.8%	10,617	3,805	6,812	No
More than 90 days past due	41.3%	33,345	13,780	19,565	Yes
		136,401	19,568	116,833	
Debtors specifically assessed		20,990	7,329	13,661	Yes
		157,391	26,897	130,494	
30 June 2024					
Current (not past due)	1.3%	60,355	784	59,571	No
1- 30 days past due	4.8%	19,337	928	18,409	No
31 - 60 days past due	11.5%	10,442	1,201	9,241	No
61 - 90 days past due	40.4%	15,241	6,157	9,084	No
More than 90 days past due	43.2%	20,616	8,906	11,710	Yes
		125,991	17,976	108,015	
Debtors specifically assessed		13,517	8,852	4,665	Yes
		139,508	26,828	112,680	

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.1 Financial risk factors (cont'd)

b) Credit risk (cont'd)

Trade receivables and contract assets (cont'd)

Loss rates are based on actual credit loss experience over the past two years.

The Group performs a qualitative assessment to measure the ECLs for other receivables, advances and related party receivables. The factors considered by the Group includes whether there are evidence to support that there has been a significant increase in credit risk, whether there any impact on time value of money, how and when the Group will require repayment from the counter party and whether any indicators of default exist. Movement for allowance of impairment is included in note 20(c).

Cash and cash equivalents

The Group held cash and cash equivalents of \$95,740,000 at 30 June 2025 (30 June 2024: \$99,433,000). The cash and cash equivalents are primarily held with banks, which are rated B to AA- based on Standards and Poor's (S&P) ratings.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group uses a similar approach for assessment of ECLs for cash and cash equivalents to those used for debt securities. The Group did not recognise an impairment allowance against cash and cash equivalents as at 30 June 2025 (30 June 2024: \$nil).

Debt investment securities

The Group held debt investment securities of \$15,667,000 at 30 June 2025 (30 June 2024: \$11,831,000). The debt investment securities are held with banks and credit institutions. Debt investment securities held with banks are primarily rated B to AA-, based on S&P ratings. In relation to debt investment securities held with credit institutions the Group monitors changes in credit risk by reviewing available press and regulatory information.

Impairment on debt investment securities held with banks and credit institutions has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group did not recognise an impairment allowance against debt investment securities as at 30 June 2025 (30 June 2024: \$nil).

c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations for its liabilities. Prudent liquidity risk management requires maintaining sufficient cash and marketable securities to ensure availability of funding. Proper management of the Group's liquidity position is essential in order to ensure that adequate funds are available to meet the Group's ongoing financial obligations.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group monitors liquidity through rolling forecasts of the Group's cash flow position and maintaining adequate funding arrangements. Also, a reasonable portion of revenue is billed and collected in advance or generally within 30 days of invoice. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

4.1 Financial risk factors (cont'd)

c) Liquidity risk (cont'd)

	Contractual Undiscounted Cashflows					
	On demand \$'000	Less than 1 year \$'000	Between 1 and 2 years \$'000	Between 3 and 5 years \$'000	Over 5 years \$'000	Total \$'000
Financial liabilities						
30 June 2025						
Trade and other payables	-	345,335	5,120	-	900	351,355
Put liability	-	64,137	-	-	-	64,137
Lease liabilities	-	24,960	24,960	43,349	77,368	170,637
Borrowings	42,036	83,755	65,078	135,552	434,068	760,489
	<u>42,036</u>	<u>518,187</u>	<u>95,158</u>	<u>178,901</u>	<u>512,336</u>	<u>1,346,618</u>
30 June 2024						
Trade and other payables	-	332,611	5,870	-	900	339,381
Put liability	-	64,137	-	-	-	64,137
Lease liabilities	-	20,782	20,782	42,380	82,937	166,881
Borrowings	33,303	102,010	68,970	143,381	524,595	872,259
	<u>33,303</u>	<u>519,540</u>	<u>95,622</u>	<u>185,761</u>	<u>608,432</u>	<u>1,442,658</u>
Financial assets						
30 June 2025						
Debt investment securities	-	16,533	-	-	-	16,533
Trade and other receivables	-	221,809	3,155	-	-	224,964
Cash and cash equivalents	95,740	-	-	-	-	95,740
	<u>95,740</u>	<u>238,342</u>	<u>3,155</u>	<u>-</u>	<u>-</u>	<u>337,237</u>
30 June 2024						
Debt investment securities	-	11,831	-	-	-	11,831
Trade and other receivables	-	223,939	3,651	-	-	227,590
Cash and cash equivalents	99,433	-	-	-	-	99,433
	<u>99,433</u>	<u>235,770</u>	<u>3,651</u>	<u>-</u>	<u>-</u>	<u>338,854</u>

4.2 Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares and/or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

The gearing ratios at 30 June 2025 and 30 June 2024 were as follows:

	30 June 2025 \$'000	30 June 2024 \$'000
Total borrowings	659,571	692,205
Less: Cash and cash equivalents	(95,740)	(99,433)
Net debt	563,831	592,772
Total equity	605,795	637,055
Total capital (Total equity plus Net debt)	<u>1,169,626</u>	<u>1,229,827</u>
Gearing ratio (Net debt / Total capital x 100)	48%	48%
Debt to equity ratio % (Net debt / Total equity)	93%	93%

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 4. FINANCIAL RISK MANAGEMENT (CONT'D)

Other risks

a) Operational risk

Operational risk is the risk of loss arising from systems failure, human error, and fraud. When controls fail to perform, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial crisis. The Group cannot eliminate all operational risk, but through a control framework and by monitoring and responding to potential risks, the Group is able to manage this risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures, staff education and assessment procedures.

b) Regulatory risk

The Group's profitability can be significantly impacted by regulatory agencies which govern the telecommunication sector. Specifically, retail and wholesale prices are regulated by Fijian Competition and Consumer Commission and the Group's operating environment is regulated by Telecommunications Authority of Fiji, Communications Commission of Kiribati, Telecommunications and Radio Communications Regulator of Vanuatu, National Information and Communications Technology Authority of Papua New Guinea, Office of the Regulator of Samoa, Government of the Cook Islands, Federal Communication Commission (FCC) of USA, the Governor of American Samoa, Infocomm Media Development Authority of Singapore and Australian Communications and Media Authority of Australia. Also, the salaries and wages payable to workers are subject to the Wages Regulations.

The Group actively monitors and engages with regulatory developments in all its operating jurisdictions to ensure compliance and to anticipate changes that may affect its operations and profitability. Key measures undertaken are proactive engagement with regulators, dedicated regulatory compliance teams, pricing and cost management strategies, monitoring labour law changes and internal training and awareness.

NOTE 5. USE OF JUDGEMENTS AND ESTIMATES

In preparing these consolidated financial statements, management has made judgements and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 30 June 2025 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- Note 15(a) - Impairment test of goodwill: key assumptions underlying recoverable amounts.
- Notes 3.15 and 4.1(b) - Measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the roll rate.
- Note 3.10 and 12 - Recognition of deferred tax assets on carry forward tax losses.
- Note 3.8 - Impairment of non-financial assets.
- Note 3.13 - Impairment of inventories.
- Note 3.4 - Useful lives and residual values of property, plant and equipment.
- Note 3.5 - Estimating the incremental borrowing rates for discounting future lease payments.
- Note 3.19 - Provisions

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 5. USE OF JUDGEMENTS AND ESTIMATES (CONT'D)

Assumptions and estimation uncertainties (Cont'd)

i. Measurement of fair values

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting year during which the change has occurred.

NOTE 6. REVENUE	2025 \$'000	2024 \$'000
A. Revenue streams		
Revenue from ordinary activities are as follows:		
Revenue from contracts with customers	1,027,746	931,635
Other revenue		
- Equipment and lease circuit rental	4,632	4,319
Total revenue	1,032,378	935,954

B. Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by major products and service lines.

Major products/service lines		
Call revenue	237,674	190,218
Computer hardware, software and technical support services revenue	60,720	70,007
Data network and internet revenue	503,489	472,546
Directory revenue	27	506
Equipment and ancillaries revenue	131,549	130,832
Other sales and services	94,287	67,526
Total revenue	1,027,746	931,635

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 6. REVENUE (CONT'D)

C. Contract balances

The following table provides information about gross receivables, contract assets and contract liabilities from contracts with customers.

	2025 \$'000	2024 \$'000
Receivables, included in 'trade and other receivables and contract assets'	154,054	135,295
Contract assets, included in 'trade and other receivables and contract assets'	6,870	7,445
Contract liabilities, included in 'trade and other payables'	33,620	31,594

The contract assets primarily relate to the Group's rights to consideration for mobile handsets provided to customers but not billed at the reporting date and Group's right to consideration for work completed but not yet billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer.

The contract liabilities primarily relate to advance consideration received from customers under the mobile contracts and from prepaid products and fixed monthly charges billed in advance. Revenue under mobile contracts are recognised when customers source the hardware from the Group. Revenue from prepaid products and fixed monthly charges billed in advance is recognised as revenue either once the related service has been provided or when the product date has expired, whichever occurs earlier.

The amount of \$31,594,000 included in contract liabilities at 30 June 2024 has been recognised as revenue for the year ended 30 June 2025 (30 June 2024: \$38,748,000).

No information is provided about remaining performance obligations at 30 June 2025 that have an original expected duration of one year or less or where the Group recognises revenue based on the amount it has a right to invoice, as allowed by IFRS 15.

The Group recognises the incremental costs of obtaining contracts as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is one year or less, as allowed by IFRS 15.

NOTE 7. DIRECT COSTS

Airtime and PSTN charges	92,432	103,275
Computer hardware, software and technical support services	73,466	63,064
Directory production costs	-	40
Equipment and ancillary costs	92,008	108,426
Satellite/Bandwidth charges	120,921	85,759
Stock obsolescence	(15)	478
Total direct costs	378,812	361,042

Direct costs represent the specific costs that the Group considers in pricing its products and services disclosed under note 6(B).

NOTE 8. OTHER INCOME

Amortisation of deferred grant	6,486	2,761
Gain on sale of property, plant and equipment	1,384	1,199
Insurance proceeds	428	-
Universal service fund	2,216	2,189
Other miscellaneous income	10,118	9,406
Total other income	20,632	15,555

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 9. PERSONNEL COSTS	2025 \$'000	2024 \$'000
Wages and salaries, including leave pay and other benefits	95,030	89,554
Superannuation contributions	6,387	6,092
Other personnel costs	12,121	14,897
Total personnel costs	113,538	110,543

NOTE 10. NET FINANCE COSTS

Interest income under the effective interest method on:

- Debt investment securities	866	1,044
Total interest income arising from financial assets measured at amortised cost	866	1,044

Net realised foreign exchange gain	2,117	2,161
Net unrealised foreign exchange gain	-	8,471
Finance income - other	2,117	10,632
Total finance income	2,983	11,676

Financial liabilities measured at amortised cost - interest expense on:

- Lease liabilities	(7,321)	(7,776)
- Borrowings, including bank overdraft	(34,308)	(34,905)
- Advance from related parties	(13,231)	(11,751)
Net unrealised foreign exchange loss	(33,283)	(12,376)
Total finance costs	(88,143)	(66,808)

Net finance costs recognised in profit or loss	(85,160)	(55,132)
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NOTE 11. OTHER EXPENSES

Auditor's remuneration:

• Audit fees - group auditor	873	887
• Audit fees - other auditors	219	196
• Other services - group auditor / other auditors	198	144
Consultancy and contractors fees	1,162	1,376
Directors' remuneration - fees and allowances	902	1,245
Electricity	47,284	36,380
Insurance	15,819	14,872
Legal and professional fees	1,430	1,862
Licence and support service fees	30,914	27,404
Computer software support charges	22,079	24,178
Rent and rates	51,651	52,134
Repairs and maintenance	9,524	15,566
Travelling and transportation	7,773	8,339
Personnel costs (note 9)	113,538	110,543
Depreciation of property, plant and equipment (note 14)	170,776	145,753
Depreciation of right of use assets (note 16)	27,545	18,267
Amortisation of intangible assets (note 15)	9,113	10,983
Other miscellaneous expenses	28,567	38,880

Total other expenses	539,367	509,009
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AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 12. INCOME TAX	2025 \$'000	2024 \$'000
a) Income tax benefit / (expense)		
Profit before income tax	27,529	3,160
Prima facie income tax thereon at domestic rates applicable to profits / (losses) of respective entities in different countries	3,550	(5,136)
Impact of change in tax rates	-	956
Tax effect of:		
Non-deductible expenses	4,260	3,949
Tax concessions and incentives	(2,731)	(5,427)
Deferred tax benefit on tax losses derecognised	614	367
Over provision of income tax in prior year	(95)	(751)
Income tax (expense) / benefit	5,598	(6,042)
Income tax benefit comprises movements in:		
Current tax liability	35,777	37,467
Deferred tax assets/liabilities	(30,084)	(42,758)
Over provision in prior year	(95)	(751)
Income tax (expense) / benefit	5,598	(6,042)
b) Deferred tax assets / deferred tax liabilities		
Further income tax benefit / (expense) at domestic tax rates for respective entities in different countries are as follows:		
Allowance for expected credit loss	9,096	8,389
Employee entitlements	2,255	1,593
Allowance for stock obsolescence	1,545	1,527
Difference in carrying value of right of use assets and lease liabilities for accounting and income tax purpose	5,506	3,208
Carried forward tax losses	112,065	93,077
Others	(1,232)	1,189
Unrealised foreign exchange loss	4,574	2,688
Difference in carrying value of property, plant, equipment, computer software, IRU network capacity, customer relationship and contracts, brand and spectrum licences for accounting and income tax purpose	(19,112)	(21,986)
	114,697	89,685
This is represented by:		
Deferred tax asset	133,809	111,648
Deferred tax liability	(19,112)	(21,963)
	114,697	89,685
c) Current tax liability		
Balance at beginning of year	20,712	21,343
Tax liability for the year	35,777	37,467
Income tax paid	(35,414)	(35,715)
Tax deducted at source - Resident Interest Withholding Tax	(101)	(12)
Effect of movements in exchange rates	(609)	(896)
Others	(566)	462
Over provision in prior year	(477)	(1,937)
Balance at end of year	19,322	20,712

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 12. INCOME TAX (CONT'D)

d) Unrecognised deferred tax assets by Holding Company

In accordance with the provision of the Fiji Income Tax Act, and effective from January 2019, tax losses are allowed to be carried forward for 8 years.

Deferred tax assets amounting to around \$5,976,000 (2024: \$5,116,000) on carried forward tax losses amounting to around \$23,902,000 (2024: \$20,464,000) have not been brought to account as its realisation is not considered to be probable. The deferred tax assets will only be realised if:

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

NOTE 13. EARNINGS PER SHARE

	2025	2024
	\$'000	\$'000
Basic and diluted earnings per share		
The calculation of basic and diluted earnings per share has been based on the following profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding.		
Profit attributable to equity holders of the Holding Company	21,301	17,097
Weighted average number of ordinary shares	478,590	478,590
Basic and diluted earnings per share (cents per share)	4.45	3.57

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land and buildings \$'000	Telecommu- nications equipment and plant \$'000	Computer equipment \$'000	Furniture, fittings and office equipment \$'000	Motor vehicles \$'000	Capital equipment \$'000	Capital work in progress \$'000	Total \$'000
Year ended 30 June 2025								
Opening net book amount	40,993	832,477	14,615	15,377	11,438	10,687	134,678	1,060,265
Additions	283	833	637	613	2,004	(765)	128,545	132,150
Effect of movements in exchange rates	717	(20,350)	(2)	(201)	(163)	-	(1,156)	(21,155)
Disposals	(21)	(493)	(161)	(230)	(60)	-	(412)	(1,377)
Transfers	1,451	152,638	7,830	3,247	6,886	-	(172,162)	(110)
Depreciation	(4,228)	(150,515)	(7,553)	(3,401)	(5,079)	-	-	(170,776)
Closing net book amount	39,195	814,590	15,366	15,405	15,026	9,922	89,493	998,997
At 30 June 2025								
Cost	104,861	2,253,924	104,433	97,817	39,167	10,012	89,493	2,699,707
Accumulated depreciation and impairment allowance	(65,666)	(1,439,334)	(89,067)	(82,412)	(24,141)	(90)	-	(1,700,710)
Net book amount	39,195	814,590	15,366	15,405	15,026	9,922	89,493	998,997

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D] FOR THE YEAR ENDED 30 JUNE 2025

NOTE 14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Leasehold land and buildings \$'000	Telecommu- nications equipment and plant \$'000	Computer equipment \$'000	Furniture, fittings and office equipment \$'000	Motor vehicles \$'000	Capital equipment \$'000	Capital work in progress \$'000	Total \$'000
Year ended 30 June 2024								
Opening net book amount	40,694	627,277	18,692	9,939	10,839	11,156	255,966	974,563
Additions	1,288	1,337	483	915	1,672	(470)	279,174	284,399
Effect of movements in exchange rates	2,798	(23,161)	8	2,169	(1,181)	(2,207)	(22,606)	(44,180)
Disposals	(28)	(305)	(25)	(233)	(11)	-	(2,024)	(2,626)
Transfers	258	353,970	3,017	5,554	4,687	2,208	(375,832)	(6,138)
Depreciation	(4,017)	(126,641)	(7,560)	(2,967)	(4,568)	-	-	(145,753)
Closing net book amount	40,993	832,477	14,615	15,377	11,438	10,687	134,678	1,060,265
At 30 June 2024								
Cost	102,300	2,122,036	101,652	96,113	35,442	10,776	134,678	2,602,997
Accumulated depreciation and impairment allowance	(61,307)	(1,289,559)	(87,037)	(80,736)	(24,004)	(89)	-	(1,542,732)
Net book amount	40,993	832,477	14,615	15,377	11,438	10,687	134,678	1,060,265

- a) Borrowing costs directly attributable to the acquisition and construction of qualifying assets amounting to \$Nil (2024: \$4.11 million (PGK 7.1 million)) has been capitalized during the year.
- b) All properties, plant and equipment of the Holding Company and subsidiary companies, Amalgamated Telecom Holdings (Kiribati) Limited, Telecom Vanuatu Limited and Digitec Communications Limited have been pledged to ANZ Banking Group Limited (Fiji), ANZ Bank (Kiribati) Limited, ANZ Bank (Vanuatu) Limited, BSP Financial Group Limited and Kina Securities Limited, respectively as security in accordance with the security arrangements for term loan facilities. Furthermore, land and buildings located at Bluesky Headquarters at Maluafofou, Samoa are subject to a first charge against Bluesky Samoa Limited's bank loans with ANZ Bank (Samoa) Limited.
- c) Following the earthquake on 17 December 2024, that struck Vanuatu, a detailed engineering assessments were carried out by the building engineers on two of the subsidiary company, Telecom Vanuatu Limited's affected properties. Following detailed engineering assessments, no major structural damage was identified and both buildings have been scoped for precautionary repair works to ensure continued safety and compliance.
- The earthquake also resulted in temporary disruptions to telecommunications services, but the subsidiary company, Telecom Vanuatu Limited's infrastructure remained largely intact. Based on management and directors assessment, as at the date of this financial statements, there is no indication of any material adverse impact on the subsidiary company, Telecom Vanuatu Limited's operations or on the recoverable amount of its assets. Accordingly, no impairment loss has been recognised.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS	2025 \$'000	2024 \$'000
Goodwill (a)	136,121	135,698
Computer software (b)	19,025	18,974
Spectrum licences (c)	11,773	14,315
Brand (d)	7,827	7,827
Customer relationship and contracts (e)	-	3,351
Total intangible assets, net	174,746	180,165
a) Goodwill		
Gross carrying amounts:		
Goodwill on acquisition of :		
Datec (Fiji) Pte Limited and its Subsidiary Companies (i)	3,401	3,401
Telecom Vanuatu Limited (ii)	5,711	5,711
Bluesky Group (iii)	114,055	114,055
Digitec Group (iv)	23,954	23,531
	147,121	146,698
Accumulated impairment:		
Opening balance	11,000	11,000
Impairment loss	-	-
Closing balance	11,000	11,000
Net book amount	136,121	135,698

- i) On 29 May 2015, subsidiary company, Vodafone Fiji Pte Limited acquired 100% shareholding in Datec (Fiji) Pte Limited and its Subsidiary Company. Goodwill of \$3,401,000 was recognised as the excess of the consideration transferred over the fair value of net assets acquired at acquisition-date. The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$50,888,000 (2024: \$45,561,000). The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	12.0%	10.8%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	9.0%	9.0%

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

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

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

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS (CONT'D)

a) Goodwill (cont'd)

- ii) On 27 March 2017, the Holding Company acquired 100% shareholding in Telecom Vanuatu Limited. Goodwill of \$5,711,000 (accumulated impairment losses of \$2,500,000) was recognised as the excess of the consideration transferred over the fair value of net assets acquired at acquisition-date.

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$101,232,000 (2024: \$121,574,000). The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	13.0%	11.5%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	6.0%	8.0%

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

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

Management has identified that a reasonably possible change in the key assumptions could cause the carrying amount to exceed the recoverable amount.

- iii) On 1 January 2019, the Holding Company acquired 100% membership in AST Telecom LLC and 100% shareholding in eLandia Technologies Inc. Goodwill of \$114,055,000 was recognised as the excess of the consideration transferred over the fair value of net assets acquired at acquisition-date. The goodwill was allocated to the operating companies within the Group as follows:

a. American Samoa Telecom LLC - \$31,279,000

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$145,887,000 (2024: \$122,055,000).

The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	11.4%	11.4%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	7.0%	6.0%

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS (CONT'D)

a) Goodwill (Cont'd)

a. American Samoa Telecom LLC - \$31,279,000 (cont'd)

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

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

Management has identified that a reasonably possible change in the key assumptions could cause the carrying amount to exceed the recoverable amount.

b. Bluesky Samoa Limited - \$18,886,000 (accumulated impairment losses of \$8,500,000)

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$96,273,000 (2024: \$107,219,000).

The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	12.0%	11.1%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	4.0%	10.0%

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

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

Management has identified that a reasonably possible change in the key assumptions would cause the carrying amount to exceed the recoverable amount.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS (CONT'D)

a) Goodwill (Cont'd)

c. Telecom Cook Islands Limited - \$23,970,000

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$114,842,000 (2024: \$116,882,000). The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	12.0%	11.2%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	7.0%	13.0%

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

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

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

d. Vodafone Fiji Pte Limited - \$39,920,000

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The carrying amount of the CGU was determined to be lower than its recoverable amount of \$657,209,000 (2024: \$1,151,292,000). The key assumptions used in the estimation of value in use were as follows:

	2025	2024
Discount rate	12.0%	10.8%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	3.0%	3.0%

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS (CONT'D)

a) Goodwill (Cont'd)

d. Vodafone Fiji Pte Limited - \$39,920,000 (cont'd)

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

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

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

- iv) On 1 January 2019, ATH International Venture Pte Limited acquired 70% shareholding in Etech ICT Pty Limited of Australia, Etech ICT Pte Limited of Singapore and Digitec Communication Limited (collectively Digitec group) of Papua New Guinea. Goodwill of \$23,954,000 (2024: \$23,531,000) was recognised as the excess of the consideration transferred over the fair value of net assets acquired at acquisition-date. The entire goodwill was allocated to Digitec Communications Limited.

The recoverable amount of this CGU was based on fair value less costs of disposal, estimated using discounted cash flows. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used (see Note 5(i)). The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the industry and have been based on historical data from both external and internal sources.

	2025	2024
Discount rate	13.0%	15.4%
Terminal value growth rate	2.0%	2.0%
Budgeted EBITDA growth rate (average of next five years)	17.0%	21.0%

The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was determined based on management's estimate of the long-term compound annual EBITDA growth rate, consistent with the assumptions that a market participant would make.

Budgeted EBITDA was based on expectations of future outcomes taking into account past experience and different market analysis, adjusted for the anticipated revenue growth. Revenue growth was projected taking into account the past experience of the Group, the business plan of Digitec Communications Limited, and the estimated subscriber base for the next five years.

The estimated recoverable amount of the CGU exceeded its carrying amount by approximately \$992,072,000 (2024: \$492,485,000).

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

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15. INTANGIBLE ASSETS (CONT'D)	2025 \$'000	2024 \$'000
b) Computer software		
Gross carrying amount:		
Balance at beginning of year	74,824	57,931
Additions	4,677	1,144
Transfer from PPE	79	16,068
Transfer from work in progress	112	1,050
Disposal	-	(540)
Effect of movement in exchange rates	(856)	(829)
Balance at end of year	78,836	74,824
Accumulated amortisation:		
Balance at beginning of year	55,850	42,166
Amortisation	3,111	2,984
Transfer from PPE	-	10,980
Effect of movement in exchange rates	850	(280)
Balance at end of year	59,811	55,850
Net book amount	19,025	18,974
c) Spectrum licences		
Gross carrying amount:		
Balance at beginning of year	29,267	29,110
Effect of movements in exchange rates	197	157
Balance at end of year	29,464	29,267
Accumulated amortisation:		
Balance at beginning of year	14,952	12,093
Effect of movements in exchange rates	87	342
Amortisation	2,652	2,517
Balance at end of year	17,691	14,952
Net book amount	11,773	14,315

Spectrum licences include licenses acquired by the subsidiary companies, Telecom Fiji Pte Limited and Vodafone Fiji Pte Limited on 2 September 2013 from Department of Communications. Spectrum licences also include licence acquired by the subsidiary companies, Amalgamated Telecom Holdings (Kiribati) Limited on 27 May 2016 from Communications Commission of Kiribati and Digitec Communications Limited on 19 December 2018 from National Information and Communications Technology Authority.

The licences of Telecom Fiji Pte Limited and Vodafone Fiji Pte Limited had an initial 5-year term starting from 2 September 2013, then extending to further 10 years' conditional on compliance with implementation requirements. The purchase consideration has been capitalised to intangible assets.

The licence of Amalgamated Telecom Holdings (Kiribati) Limited had an initial 15-year term starting from 27 May 2016, then extending to further 5 years' conditional on compliance with implementation requirements. The purchase consideration has been capitalised to intangible assets.

The licence of Digitec Communications Limited is for a 10-year term starting from 18 December 2018.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 15.	INTANGIBLE ASSETS (CONT'D)	2025 \$'000	2024 \$'000
d)	Brand		
	Gross carrying amount:		
	Balance at beginning of year	15,407	15,407
	Balance at end of year	15,407	15,407
	Accumulated amortisation:		
	Balance at beginning of year	7,580	7,580
	Balance at end of year	7,580	7,580
	Net book amount	7,827	7,827

The carrying amount as at period end relates to the value of the Digitec brand attributable to Digitec ICT Limited of \$1,400,000 and the value of the Bluesky brand attributable to American Samoa Telecom LLC of \$6,427,000. The Group has assessed that these brand values have an indefinite useful life as the brands are mature and contribute significant value to the businesses and its abandonment would represent an unrealistic decision given the market in which the businesses operate, the industry in which the brands are being used and the nature of services that the entities provide. Impairment of brand has been tested together with impairment of goodwill (see Note 15(a)).

e) Customer relationship and contracts

	Gross carrying amount:		
	Balance at beginning of year	35,850	35,849
	Effect of movements in exchange rates	-	1
	Balance at end of year	35,850	35,850
	Accumulated amortisation:		
	Balance at beginning of year	32,499	26,987
	Amortisation	3,350	5,482
	Effect of movements in exchange rates	1	30
	Balance at end of year	35,850	32,499
	Net book amount	-	3,351

NOTE 16. LEASES

Information about leases for which the Group is a lessee is presented below.

A. Right of use assets

i) Property leases

The Group leases land and building. Information about leases for which the Group is a lessee is presented below:

Balance at beginning of year	89,682	70,017
Additions	22,627	29,300
Effect of movement in exchange rates	(991)	(2,257)
Remeasurement and modifications	(3,233)	4,133
Disposals	(26)	(276)
Depreciation charge for the year	(22,886)	(11,235)
Balance at end of year	85,173	89,682

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

	2025 \$'000	2024 \$'000
NOTE 16. LEASES (CONT'D)		
A. Right of use assets (Cont'd)		
ii) IRU Network Capacity		
Balance at beginning of year	57,406	64,700
Effect of movements in exchange rates	667	(262)
Depreciation charge for the year	(4,659)	(7,032)
Balance at end of year (a)	53,414	57,406
iii) Finance lease receivable (b)	11,966	13,353
Total right of use assets	150,553	160,441
(a) Indefeasible Right of Use ("IRU") capacity relates to the lease of IRU network capacities by subsidiary companies, Telecom Fiji Pte Limited, Fiji International Telecommunications Pte Limited and American Samoa Holdings Limited. The IRU network capacity purchase consideration or lease consideration has been capitalised and is amortised over its estimated economic useful life.		
(b) Finance lease receivable is in respect to sub lease of FNPf land to Oneweb Network Access Holdings Limited.		
B. Lease liabilities		
Lease liabilities included in the statement of financial position		
Current		
IRU network capacity	268	197
Property leases	23,366	12,575
Total current lease liabilities	23,634	12,772
Non-current		
IRU network capacity	6,216	6,388
Property leases	77,405	90,543
Total non-current lease liabilities	83,621	96,931
Total lease liabilities	107,255	109,703
Amounts recognised in profit or loss		
Interest on lease liabilities	7,321	7,776
Expenses relating to short-term leases and variable lease payments	37,994	38,219
	45,315	45,995
Amounts recognised in the statement of cash flows		
Cash outflow for leases, net	24,078	14,130
Maturity analysis - contractual undiscounted cash flows		
Less than one year	24,960	20,782
One to five years	68,309	63,162
More than five years	77,368	82,937
Total undiscounted lease liabilities	170,637	166,881

Real estate leases

The Group leases various premises, base stations, land and buildings for its office premises, tower sites and access roads. These range over periods from one to ninety-nine years. Some leases include an option to renew the lease for an additional period after the end of the contract term. Some leases provide for additional rental payments that are based on changes in local price indices.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 16. LEASES (CONT'D)

Extension options

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

NOTE 17. NON-CONTROLLING INTEREST

The following table summarises the information relating to each of the Group's subsidiaries that has material NCI, before any intra-group eliminations.

30 June 2025	Vodafone Group \$'000	Bluesky Group \$'000	ATH Global Group \$'000	Intra-group eliminations \$'000	Total \$'000
NCI Percentage*	49.0%	*	54.8%		
Non-current assets	326,430	226,299	617,919		
Current assets	310,340	71,580	88,170		
Non-current liabilities	68,343	88,813	391,920		
Current liabilities	399,813	47,727	159,476		
Net assets	168,614	161,339	154,693		
Net assets attributable to NCI	82,621	62,676	84,772	(59,368)	170,700
Revenue	518,680	120,774	253,041		
Profit / (loss)	54,725	12,125	(68,012)		
OCI	(2,210)	(3,145)	(6,252)		
Total comprehensive income	52,515	8,979	(74,264)		
Profit / (loss) allocated to NCI	26,815	2,630	(28,815)		630
OCI allocated to NCI	(1,582)	7,140	(7,002)		(136)
Cash flows from operating activities	114,628	30,527	43,288		
Cash flows from investment activities	(56,243)	(20,807)	(53,395)		
Cash flows from financing activities (dividends to NCI: \$18,336,000)	(71,074)	(10,290)	8,330		
Net increase/(decrease) in cash and cash equivalents	(12,689)	(570)	(1,777)		
30 June 2024	Vodafone Group \$'000	Bluesky Group \$'000	ATH Global Group \$'000	Intra-group eliminations \$'000	Total \$'000
NCI Percentage*	49.0%	*	54.1%		
Non-current assets	340,067	221,760	666,659		
Current assets	263,607	81,264	98,459		
Non-current liabilities	(110,741)	(97,386)	(382,513)		
Current liabilities	(326,834)	(48,932)	(334,118)		
Net assets	166,099	156,706	48,487		
Net assets attributable to NCI	81,389	62,364	26,256	26,508	196,517
Revenue	480,385	123,396	171,799		
Profit / (loss)	50,574	9,695	(92,228)		
OCI	880	6,792	(14,204)		
Total comprehensive income	51,454	16,487	(106,432)		
Profit / (loss) allocated to NCI	24,781	5,862	(38,538)		(7,895)
OCI allocated to NCI	431	6,363	(6,164)		630
Cash flows from operating activities	119,221	57,610	(93,163)		
Cash flows from investment activities	(64,599)	(34,414)	(102,379)		
Cash flows from financing activities (dividends to NCI: \$8,324,000)	(68,161)	(23,370)	93,490		
Net increase/(decrease) in cash and cash equivalents	(13,539)	(174)	(102,052)		

* Refer note 32 for percentage ownership in the Bluesky Group.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 18. INVENTORIES	2025 \$'000	2024 \$'000
Merchandise and consumables	84,393	93,555
Less: allowance for stock obsolescence	(7,093)	(9,613)
	<u>77,300</u>	<u>83,942</u>
Goods in transit	<u>6,390</u>	<u>4,116</u>
Total inventories, net	<u>83,690</u>	<u>88,058</u>

In 2025, inventories of \$92,008,000 (2024: \$108,426,000) were recognised as an expense during the year and included in “direct costs”.

NOTE 19. DEBT INVESTMENT SECURITIES

Current		
Term deposits	<u>15,667</u>	<u>11,831</u>
Total debt investment securities	<u>15,667</u>	<u>11,831</u>

- (a) The carrying amount of debt investment securities are considered to be a reasonable approximation of fair value.
- (b) Term deposits held with financial institutions attract interest rates in the range of 0.05% to 3.00% per annum (2024: 0.10% to 4.95% per annum) and will mature within 12 months from balance date.

NOTE 20. TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS

Non-current		
Advance to Amalgamated Telecom Nominees Limited (Note 31(h))	1,981	2,482
Refundable deposits and others	<u>1,174</u>	<u>1,169</u>
Total non-current trade and other receivables and contract assets	<u>3,155</u>	<u>3,651</u>
Current		
Trade receivables	150,521	132,063
Contract assets	6,870	7,445
Less: allowance for expected credit losses	<u>(26,897)</u>	<u>(26,828)</u>
Trade receivables and contract assets, net	130,494	112,680
Receivable from related parties (Note 31(g))	412	732
Federal grant (b)	9,863	17,988
GST / VAT receivable	40,141	50,168
Other receivables and advances	15,884	18,291
Prepayments	<u>25,015</u>	<u>24,080</u>
Total current trade and other receivables and contract assets	<u>221,809</u>	<u>223,939</u>

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 20. TRADE AND OTHER RECEIVABLES AND CONTRACT ASSETS (CONT'D)

- (a) The carrying amount of trade and other receivables and contract assets are considered to be a reasonable approximation of fair value.

Trade receivables principally comprise amounts outstanding for sale of telephones, office equipment and computer equipment and rendering of telecommunication, data and internet related services. Trade receivables are non-interest bearing and are generally settled on 15 - 60 day terms. The Group applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts. The expected loss rates are based on the Group's historical credit losses experienced over the three year period prior to the period end. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers. The Group has identified the gross domestic product (GDP), unemployment rate and inflation rate as the key macroeconomic factors in the countries where the Group operates.

- (b) Over the course of the year, the subsidiary company, AST Telecom LLC has incurred costs for 2 projects, the RIP & Replacement Project (RIP) and the upgrade to a 5G network (5G), both of which are financed by the US Federal Government. The sanctioned funding for the RIP project stands at US\$19.75 million, with US\$15.40 million already received as at 30 June 2025, and for the 5G project, the allocation is US\$3.35 million as of 30 June 2025, with US\$3.35 million received. The figures disclosed above represent the outstanding balance to be received from the US Federal Government.
- (c) Movements in the allowance for expected credit loss of trade and other receivables and contract assets, including contract assets, are as follows:

	2025 \$'000	2024 \$'000
Balance at beginning of the year	26,828	29,726
Net re-measurement of loss allowance	840	2,732
Effect of movement in exchange rates	(459)	(1,809)
Bad debts written off against provision	(312)	(3,821)
Balance at end of the year	26,897	26,828

The Group generally obtains security deposits for all new land line and internet connections. Apart from these, it does not hold any collateral as security. The lifetime expected loss provision for trade receivables and contract assets, include the provision matrix.

NOTE 21. NOTES TO THE STATEMENT OF CASH FLOWS

Cash and cash equivalents as shown in the consolidated statement of cash flows is reconciled to the related items on the consolidated statement of financial position as follows:

M-PAiSA trust account - restricted cash	114,239	89,571
Cash on hand and at bank	95,740	99,433
Bank overdraft	(42,036)	(33,303)
Cash and cash equivalents in the consolidated statement of financial position	167,943	155,701
Less: Restricted cash	(114,239)	(89,571)
Cash and cash equivalents in the consolidated statement of cash flows	53,704	66,130

Cash and cash equivalents in the consolidated statement of financial position included restricted cash relating to the provision of M-PAiSA services in Fiji and Samoa.

Refer note 32 for details of non-cash investing and financing transactions.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 21. NOTES TO THE STATEMENT OF CASH FLOWS (CONT'D)

Financing facilities

Financing facilities available to the Group includes bank overdrafts. Financing facilities in the form of bank overdrafts of \$53,666,000 were available to the Group as at 30 June 2025 (30 June 2024: \$51,525,000) of which \$42,036,000 (30 June 2024: \$33,303,000) was utilised. See also note 24.

NOTE 22. SHARE CAPITAL	2025 \$'000	2024 \$'000
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Issued and Paid Up Capital

Balance as at 30 June 2025: 478,590,099 (30 June 2024: 478,590,099) ordinary shares	220,570	220,570
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All issued shares are fully paid.

NOTE 23. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve relates to foreign currency translation as at year end on consolidation of subsidiary companies operating in foreign jurisdictions whose financial statements and transactions are denominated in a currency other than the presentation currency of the Group. During the year \$21,515,000 has been transferred from retained earnings to foreign currency translation reserve representing the translation differences upon conversion of debts to equity.

NOTE 24. BORROWINGS

Non-current

Term loan - Fiji National Provident Fund (a)(i)	6,048	20,343
Term loan - Fiji National Provident Fund (a)(ii)	27,421	39,471
Term loan - Fiji National Provident Fund (a)(iii)	145,496	122,549
Term loan - Bank of Cook Islands (e)	781	-
Term loan - ANZ Banking Group Limited - Fiji (c)	103,206	108,311
Term loan - Bank of South Pacific - Samoa (h)(c)	6,981	9,510
Lease facility - Westpac Banking Corporation (g)	140	157
Term loan - Bank of South Pacific (h)(a)	13,877	21,459
Term loan - Bank of South Pacific - Samoa (h)(b)	15,961	13,035
Term loan - Bank of South Pacific (h)(d)	3,611	4,499
Term loan - Bank of South Pacific and Kina bank (i)	197,787	215,192
Term loan - Home Finance Company Limited (j)	23,722	32,796

Total non-current borrowings	545,031	587,322
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Current

Term loan - Fiji National Provident Fund (a)(i)	14,227	13,681
Term loan - Fiji National Provident Fund (a)(ii)	11,937	11,392
Term loan - ANZ Bank (Vanuatu) Limited (b)	-	1,349
Term loan - ANZ Banking Group Limited - Fiji (c)	10,737	10,390
Term loan - Bank of South Pacific - Samoa (h)(c)	1,964	651
Term loan - Vanuatu National Provident Fund (f)	16,035	15,898
Lease facility - Westpac Banking Corporation (g)	106	76
Term loan - Bank of South Pacific (h)(d)	1,779	1,744
Term loan - Bank of South Pacific (h)(a)	6,434	6,830
Term loan - Bank of South Pacific - Samoa (h)(b)	3,366	3,311
Term loan - Bank of Cook Island (e)	222	-
Term loan - Home Finance Company Limited (j)	3,849	3,306
Term loan - Bank of South Pacific and Kina bank (i)	1,849	2,952
Bank overdraft - ANZ Banking Group Limited - Fiji (c)	-	7,026
Bank overdraft - Bank of South Pacific - PNG (i)	16,644	17,710
Bank overdraft - Bank of South Pacific - Samoa (h)(c)	239	285
Bank overdraft - ANZ Bank (Kiribati) Limited (k)	318	-
Bank overdraft - Westpac Banking Corporation (g)	24,834	8,282

Total current borrowings	114,540	104,883
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Total borrowings	659,571	692,205
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AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 24. BORROWINGS (CONT'D)

The Group did not have any defaults of principal or interest or other breaches with respect to its borrowings during the years ended 30 June 2025 and 30 June 2024.

(a) Term loan - Fiji National Provident Fund

- (i) During 2019 financial year, the subsidiary company, Vodafone Fiji Pte Limited entered into a loan agreement with FNPf for \$80m. The loan is at an interest rate of 3.50% (2024: 4.00%) per annum. Total term of the loan is 7 years.
- (ii) During 2022 financial year, the subsidiary company, Vodafone Fiji Pte Limited entered into a loan agreement with FNPf for \$60m. The loan is at an interest rate of 3.80% (2024: 4.30%) per annum. Total term of the loan is 7 years.

A corporate guarantee has been provided by the subsidiary company for the loan.

- (iii) During the last financial year, the subsidiary company, Digitec Communications Limited entered into a loan agreement with FNPf for USD 55m (FJD 145.50 million). The loan is at an interest rate of 7.25% (2024: 7.25%) per annum. Total term of the loan is 6 years.

(b) Term loan - ANZ Bank (Vanuatu) Limited

The term loan from ANZ Bank (Vanuatu) Limited was subject to a variable interest rate, which was 5.25% (2024: 5.25%) per annum. Total term of the loan was for 7 years. This loan was fully paid off during the financial year ended 30 June 2025.

The term loan was secured by registered equitable mortgage debenture over the assets of the subsidiary company, Telecom Vanuatu Limited.

(c) Term loan - ANZ Banking Group Limited - Fiji

In the prior years, the Holding Company obtained loans from ANZ Banking Group Limited (ANZ) to finance acquisition of Telecom Vanuatu Limited and Amper SA interest in certain subsidiaries of Bluesky Group. In addition, the Holding Company had a bank overdraft facility of \$10 million in 2024 financial year.

The loan facilities from ANZ Banking Group Limited (ANZ) are secured and subject to variable interest rates. The bank overdraft and term loans are secured by the following:

- i) First registered mortgage debentures over all assets and undertakings including uncalled capital and unpaid premiums of the Holding Company.
- ii) Authority to appropriate and set off term deposit held with ANZ.
- iii) Deed of priority between ANZ, BSP Financial Group Limited (BSP) and the company giving first priority of FJD 200,000,000 to ANZ and second priority to ANZ.

Details of outstanding term loans are as follows:

Borrowing for acquisition of Amper SA interest in certain subsidiaries of Bluesky Group

The term loans amounting to USD 45 million (FJD 105 million) (2024: USD 46 million (FJD 107 million)) at year-end were obtained for the purpose of funding the transaction to acquire Amper SA's interest in certain subsidiaries of the Bluesky Group.

The loans are payable at yearly repayments of USD 7.38 million (2024: USD 7.29million) based on notional terms of between 13 - 15 years and at variable interest rate, which was 7.31% (2024: 8.51%) per annum.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 24. BORROWINGS (CONT'D)

(c) Term loan - ANZ Banking Group Limited - Fiji (Cont'd)

Borrowing for assisting the refinancing of debt initially granted to AST LLC

The term loan amounting to USD 4 million (FJD 9 million) (2024: USD 5 million (FJD 12 million)) at year-end was obtained for the purpose of funding the refinancing of debt initially granted for AST LLC.

The loans are payable at yearly repayments of USD 1.2 million based on notional terms of 5 years.

(d) Bank overdraft - Bred Bank (Vanuatu) Limited

The subsidiary company, Telecom Vanuatu Limited, has a revolving bank overdraft facility of VUV 270 million (FJD 5.4 million) (2024: VUV 270 million (FJD 5.4 million)) at an interest rate of 6.75% (2024: 6.75%) per annum (available, but not used).

A corporate guarantee has been provided by the Holding Company for the bank overdraft.

(e) Term loan - Bank of Cook Islands

The subsidiary company, Telecom Cook Islands Limited (t/a Vodafone Cook Islands), obtained a loan of NZD 726k (FJD 1.0m) in the current financial year at an interest rate of 6%. The loan is secured by a registered first fixed and floating charge over all the assets of the subsidiary company, Telecom Cook Islands Limited.

(f) Term loan - Vanuatu National Provident Fund

The subsidiary company, Telecom Vanuatu Limited, has an equity convertible loan from Vanuatu National Provident Fund at a variable interest rate, which was 6% (2024: 6%) per annum at balance date. The conversion feature has expired as of 30 June 2024. A corporate guarantee has been provided by the Holding Company for the loan.

(g) Bank overdraft and Finance lease - Westpac Banking Corporation

During the year, the subsidiary company, Vodafone Fiji Pte Limited's bank overdraft facility has increased to \$30 million (2024: \$20 million) at a variable interest rate, which was 3.10% (2024: 4.35%) per annum at balance date, with Westpac Banking Corporation which is secured by a registered first fixed and floating charge over all the assets of the subsidiary company, Vodafone Fiji Pte Limited and subject to maintaining certain financial covenants.

The subsidiary company, Datec (Fiji) Pte Limited, has a standard finance lease facility at an interest rate of 4.5% (2024: 4.5%) per annum.

In addition, Datec (Fiji) Pte Limited has a bank overdraft facility of FJD 1 million with Westpac Banking Corporation which is secured by the following:

- (a) Registered first fixed and floating charge over all the assets of the subsidiary company.
- (b) Undertakings including uncalled and called but unpaid capital of the subsidiary company.
- (c) Letter of support from the subsidiary company, Vodafone Fiji Pte Limited.
- (d) Standard lease schedule over the subsidiary company's motor vehicles.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 24. BORROWINGS (CONT'D)

(h) Term loan - Bank of South Pacific

- (a) During 2023 financial year, the subsidiary company, Digitec ICT Limited, entered into a loan agreement with BSP for \$37.4 million. The loan is at an interest rate of 10.60% per annum minus a margin of 3.6% per annum. Total term of the loan is 5 years.

The loan is secured by:

- a) General security interest agreement dated 9 December 2022 over the whole of the Subsidiary company assets and undertakings of Digitec ICT Limited, Etech ICT Pty Ltd (Australia) and Etech ICT Pte Ltd (Singapore) including called but unpaid and uncalled capital.
 - b) Charge over shares of Digitec ICT Limited.
 - c) Deed of subordination dated 9 December 2022 of loans to Digitec Communications Limited.
 - d) Limited guarantee and indemnity by the subsidiary company Vodafone Fiji Pte Limited.
- (b) The subsidiary company, Bluesky SamoaTel Investments Limited, has a term loan with BSP Bank (Samoa) Limited at a variable interest rate, which was 6% (2024: 7.25%) per annum at balance date. Total term of the loan is 7 years. The term loan is secured by the following:
- (i) First registered mortgage debenture, being a fixed and floating charge, over all present and future assets, undertakings and unpaid or uncalled capital of Bluesky SamoaTel Investments Limited.
- (c) The subsidiary company, Bluesky Samoa Limited, has a bank overdraft facility of WST 1 million (FJD 808k) (2024: WST 1 million (FJD 831k)) at an interest rate of 7% (2024: 7%) per annum and term loan at a variable interest rate, which was 5.6% (2024: 5.6%) per annum at balance date. Total term of the loan is 7 years. The term loan and bank overdraft facility is secured by the following:
- (i) First registered mortgage over leasehold Bluesky Headquarters at Maluafoou.
 - (ii) First registered General Security Interest Agreement over all its current and future assets, including its undertakings and paid and unpaid capital.
 - (iii) Negative Pledge Between company and bank.

(d) *Borrowing for acquisition of Telecom Vanuatu Limited*

The term loan amounting to FJD 5.39 million (30 June 2024: FJD 6.24 million) at year end was obtained for the acquisition of Telecom Vanuatu Ltd t/a Vodafone Vanuatu.

The loan is payable at monthly repayments of FJD 161,279 based on notional term of 7 years and at variable interest rate of 3.50% per annum.

The loan is secured by second Registered general Security Interest Agreement given by the Holding Company over all its rights, property, and undertakings; of whatever kind and wherever situated. Whether present or after acquired. It includes the Holding Company's capital (called or uncalled and paid or unpaid). ANZ to hold first priority limited to FJD 200,000,000 and an amount to cover all accrued interests in BSP.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 24. BORROWINGS (CONT'D)

(i) Term loan - Bank of South Pacific and Kina Securities Limited and FNPF

During the last financial year, the subsidiary company Digitec Communications Limited entered into a syndicated loan facility with BSP Financial Group Limited, Kina Securities Limited and Fiji National Provident Fund. The syndicated loan facility is consisting of a term facility (PGK223 million), a USD term facility (USD55 million), a working capital facility (PGK137 million) and an overdraft facility (PGK30 million). The syndicated loan facility currently attracts interest with principal repayment to commence in November 2025 until maturity date in August 2029.

The syndicated loan facility is secured by a floating charge over all revolving assets and fixed charge over all other secured properties of the subsidiary company.

(j) Term loan - Home Finance Company Limited (HFC)

During the prior financial year, the subsidiary company, FINTEL, obtained a loan for a term of 11 years at 3.25% (2024: 3.25%) interest per annum, for the acquisition of IRU on the new Southern Cross Next Cable. The loan is interest payment only for the first 24 months and principal and interest repayments of FJD 320,754 commences thereafter.

On 2 September 2024, the subsidiary company made a lump sum payment of \$6,000,000 in relation to borrowings with Home Finance company Limited.

The loan is secured by first registered general security agreement over all assets and undertakings (including uncalled and unpaid premiums) of the subsidiary company.

(k) Bank overdraft - ANZ Bank (Kiribati) Limited

The subsidiary company, Amalgamated Telecom Holdings (Kiribati) Limited's has obtained a bank overdraft during the year at a variable interest rate, which is 4.5% per annum at balance date. Furthermore, during the year the subsidiary company obtained bank loan facility which was drawn subsequent to balance date. The bank overdraft and bank loan facilities are secured by the following:

- (i) Registered first fixed and floating charge over all the present and future assets, undertakings (including goodwill) and unpaid or uncalled capital of the security provider of the subsidiary company.
- (ii) Registered second fixed and floating charge over all the present and future assets, undertakings (including goodwill) and unpaid or uncalled capital of the security provider of the subsidiary company.
- (iii) A corporate guarantee and Indemnity limited to the amount of AUD 19.8m has been provided by the Holding Company.
- (iv) Subordination Deed between the Holding Company, subsidiary company and bank.

(l) Other Bank Facilities

- (i) The subsidiary company, Telecom Fiji Pte Limited, has an indemnity guarantee and visa business credit card facilities with ANZ Banking Group Limited - Fiji. These facilities are secured by letter of charge over term deposit funds.
- (ii) The subsidiary company, Vodafone Fiji Pte Limited has a Flexible Options Finance Facility of \$30m with Westpac Banking Corporation. The facility is available by way of Business Overdraft and Documentary of Import Letters of Credit. The interest rate on the facility is variable depending on the facilities being used. The term of the loan is repayable on demand and is subject to review. The Bank Overdraft and Flexible Options Finance Facility is secured by registered first fixed and floating charge over all the subsidiary company's, Vodafone Fiji Pte Limited assets and undertakings including called and uncalled but unpaid capital of the subsidiary company, Vodafone Fiji Pte Limited.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 24. BORROWINGS (CONT'D)

(m) Reconciliation of movement of liabilities to cash flows from financing activities

	Borrowings (\$'000)	Lease liabilities (\$'000)	Total (\$'000)
Balance at 1 July 2024	658,902	109,703	768,605
Changes from financing cash flows			
Proceeds from borrowings	-	-	-
Repayment of borrowings	(52,243)	-	(52,243)
Payment of lease liabilities	-	(24,078)	(24,078)
Total changes from financing cash flows	(52,243)	(24,078)	(76,321)
The effect of changes in foreign exchange rates	(1,808)	2,262	454
Other changes - liability related			
New leases	-	22,627	22,627
Disposal	-	(26)	(26)
Re-measurement and modification	-	(3,233)	(3,233)
Interest expense	46,544	7,321	53,865
Interest paid	(33,859)	(7,321)	(41,180)
Total liability related other changes	12,685	19,368	32,053
Balance at 30 June 2025	617,536	107,255	724,791

	Borrowings (\$'000)	Lease liabilities (\$'000)	Total (\$'000)
Balance at 1 July 2023	649,595	84,012	733,607
Changes from financing cash flows			
Proceeds from borrowings	92,588	-	92,588
Repayment of borrowings	(72,848)	-	(72,848)
Payment of lease liabilities	-	(14,130)	(14,130)
Total changes from financing cash flows	19,740	(14,130)	5,610
The effect of changes in foreign exchange rates	(10,462)	(2,864)	(13,326)
Other changes - liability related			
New leases	-	44,474	44,474
Disposal	-	(5,899)	(5,899)
Re-measurement and modification	-	4,133	4,133
Interest expense	46,560	7,776	54,336
Interest paid	(46,531)	(7,799)	(54,330)
Total liability related other changes	29	42,685	42,714
Balance at 30 June 2024	658,902	109,703	768,605

	2025 \$'000	2024 \$'000
NOTE 25. PROVISIONS		
Non-current		
Retirement benefits	1,017	198
Provision for severance	791	527
Long service leave	112	-
	1,920	725
Current		
Employee entitlements	9,396	7,466

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 26. TRADE AND OTHER PAYABLES	2025	2024
	\$'000	\$'000
Non-current		
Subscriber deposits	5,120	5,870
Rent deposit	900	900
Total non-current trade and other payables	6,020	6,770
Current		
Trade payables and accruals (a)	257,145	256,010
Owing to related parties (Note 31(g))	151	60
Dividend payable	48,802	39,091
	306,098	295,161
Security deposits	5,617	5,856
Contract liabilities	33,620	31,594
Total current trade and other payables	345,335	332,611
Total trade and other payables	351,355	339,381

(a) Trade payables principally comprise amounts outstanding for trade purchases and on-going costs. Trade payables are non-interest bearing and are normally settled on a 30 - 60-day term.

NOTE 27. DIVIDENDS

Ordinary shares

Dividend (\$0.035 per share (2024: \$0.030))	16,751	14,358
Total dividends	16,751	14,358

During the year dividends declared by group entities and payable to non-controlling interests was \$26,311,000 (2024: \$28,407,000).

NOTE 28. DEFERRED INCOME

Federal Grant

Opening balance	48,799	3,736
Grants received during the year	-	29,808
Other additions	-	17,988
Effect of exchange movements	750	28
Amortisation of deferred income for the year	(6,486)	(2,761)
At 30 June	43,063	48,799
Current	6,540	6,435
Non-Current	36,523	42,364
	43,063	48,799

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 29. CONTINGENT LIABILITIES

	2025 \$'000	2024 \$'000
Following is a summary of estimated contingent liabilities:		
Bank and performance guarantees and letter of credit	7,664	6,175

a) Legal claims

Various claims have been brought against certain subsidiary companies. The directors have obtained legal advice on these claims and are confident that no significant liability other than those that have been brought to account or have been disclosed will eventuate.

The subsidiary company, Telecom Cook Islands Limited, has been advised of potential claims from some landowners for overdue rent reviews. The lease is held by the Cook Islands Government Property Corporation and the subsidiary company occupies the land under a joint venture agreement between the shareholders of the subsidiary company. A deed of variation of the lease dated 2 October 2007 was prepared by Cook Islands Investment Corporation which included the settlement for overdue rent reviews. However, the legal counsel for the landowners have claimed that the deed is unlawful. The legitimacy of this claim is still being determined, including if successful, whether the subsidiary company would be liable for any potential liability.

Another landowner is also pursuing compensation for occupation of land from the subsidiary company, Telecom Cook Islands Limited. The details of the claim are not clear. There is no formal lease agreement but rental has been paid in accordance with a written agreement with certain family members.

It is not clear if there will be a further liability resulting from these claims, nor any expected amounts beyond that already paid.

b) Other contingent liabilities

- i) The subsidiary company, Vodafone Fiji Pte Limited, has provided letter of support to its subsidiary company, Datec (Fiji) Pte Limited, for the bank overdraft facility with Westpac Banking Corporation.
- ii) The Holding Company has given a limited guarantee to Bred Bank (Vanuatu) Limited for the bank overdraft and term loan facilities obtained by the subsidiary company, Telecom Vanuatu Limited, to the amount of VUV 659,000,000.
- iii) The Holding Company has given a guarantee to Vanuatu National Provident Fund for the term loan obtained by the subsidiary company, Telecom Vanuatu Limited, to the amount payable pursuant to the Deed of Loan between Vanuatu National Provident Fund and the subsidiary company.
- iv) The Holding Company has given a financial guarantee to BSP Bank (PNG) for the term loan obtained by its subsidiary company, Digitec Communication Limited, to the amount payable pursuant to the Equity Commitment between BSP(PNG) and the subsidiary company.
- v) The subsidiary company, Vodafone Fiji Pte Limited, has provided a limited guarantee and indemnity to its subsidiary company, Digitec ICT Limited, for a business loan facility with Bank of South Pacific Financial Group Limited in PNG.
- vi) The Holding Company has given a guarantee to ZTE Corporation for the vendor finance obtained by its subsidiary company, Vodafone Papua New Guinea, to the amount of USD27,325,000 plus interest and other expenses relating to the facility.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 30. COMMITMENTS	2025 \$'000	2024 \$'000
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a) Capital commitments

Capital expenditure commitments as at balance date are as follows:

Property, plant and equipment	170,667	212,022
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Capital expenditure commitments primarily relate to various capital investment projects, programs and initiatives approved by the board of directors of the Holding Company and the subsidiary companies.

b) Operating expense commitment

The Group has entered into line rental agreements with various line rental service providers. The arrangement includes variable lease payments based on an index or rate. The Group also has a number of short term leases, for which no right of use assets and liabilities have been recognised. Refer note 16(B) for rental payments for the year ended 30 June 2025 in respect to the above.

c) Sponsorship agreement with Fiji Rugby Football Union Trust Board

In 2023 financial year, the subsidiary company, Vodafone Fiji Pte Limited entered into a sponsorship agreement with Fiji Rugby Football Union Trust Board.

As per the terms of the agreement, Fiji Rugby Football Union Trust Board has granted sponsorship rights in respect to certain properties under the control of FRU, including Kaji Rugby Competition, Vanua Championship, Deans Competition and Fijiana Fifteens Team on an exclusive basis to the subsidiary company. The subsidiary company has agreed to the acquisition of such sponsorship rights to be solely for the subsidiary company which include corporate entities for sponsorship in cash of \$1.8 million VIP per year and sponsorship in kind for a period of 5 years.

d) Sponsorship agreement with Fiji National Rugby League Limited

In the current financial year, the subsidiary company, Vodafone Fiji Pte Limited renewed its sponsorship agreement with Fiji National Rugby League Limited which has expired and was initially entered into in 2023.

As per the terms of the agreement, Fiji National Rugby League (FNRL) has granted sponsorship rights in respect to its events, including the Fiji Bati team, Vodafone Cup Tournament, and Fiji Secondary Schools Rugby League Competition rugby events on an exclusive basis to the subsidiary company. The subsidiary company has agreed to the acquisition of such sponsorship rights to be solely for the Holding Company for sponsorship in cash of \$700 thousand VIP per year and sponsorship in kind for a period of 2 years.

e) Licence fees

Certain subsidiaries within the Group are committed to pay licence fees to the Government of Fiji, the Government of Kiribati (for Amalgamated Telecom Holdings (Kiribati) Limited), the Government of Vanuatu (for Telecom Vanuatu Limited), the Government of PNG (Digitec ICT limited) and Office of the Regulator (for Bluesky Samoa Limited) based on the audited annual gross revenue which arises directly from the provision of services under the respective licence.

Certain subsidiaries in Fiji are also required to pay Universal Service Levies to the Government of Fiji based on the audited annual gross revenue which arises directly from the provision of services under the respective licence in the current year and such annual gross revenue are calculated net of settlements charges to other licensees paying Universal Service levies in Fiji.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 30. COMMITMENTS (CONT'D)

f) Operating lease income

The Group earns rental income from colocations and equipment and lease circuit rental. The Group has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets.

Rental income recognised by the Group during the financial year ended 30 June 2025 was \$3,296,000 (June 2024: \$2,426,000). The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date:

	2025 \$'000	2024 \$'000
Less than one year	1,512	1,573

NOTE 31. RELATED PARTIES

a) Parent entity

The ultimate parent company is Fiji National Provident Fund (FNPf), a defined contribution superannuation fund domiciled in Fiji.

b) Directors

The names of persons who were directors of the Holding Company at any time during the financial year are as follows:

Mr Attar Singh - Chairman- Appointed on 10 July 2024
 Mr Daksesh Patel - Resigned on 29 November 2024
 Mr Joweli Taoi - Demised on 21 February 2025
 Mrs Tanya Waqanika - Appointed on 10 July 2024
 Mr Peter Chan
 Mr Vilash Chand
 Mr Viliame Vodonaivalu
 Mr. Sikeli Tuinamuana - Appointed on 9 June 2025

Directors' remuneration is disclosed under Note 11.

c) Government related entity

The Government of Fiji has significant influence over the Group through its shareholding of 15.25% in the Holding Company and also through its influence over the parent company, Fiji National Provident Fund, through the FNPf Act 2011 under which FNPf has been constituted. The Group has transactions with the Government, and other government-related entities, including but not limited to sales and purchases of goods and ancillary materials, rendering and receiving services, lease of assets, and use of public utilities.

d) Sale of goods and services

Interest income (Amalgamated Telecom Nominees Limited)	27	29
Sale of hardware, software and services (FNPf)	1,306	1,270

e) Purchases of goods and services

Interest expenses and fees (FNPf)	13,231	11,751
Operating lease (FNPf)	2,682	2,159

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 31.	RELATED PARTIES (CONT'D)	2025 \$'000	2024 \$'000
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f) Key management personnel compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entities of the Group, directly or indirectly, including any director (whether executive or otherwise) of those entities. The aggregate compensation to key management personnel are as follows:

Salaries and other short-term employee benefits	20,469	21,532
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g) Year-end balances arising from sales/purchases of goods and services

Receivable from related parties (Note 20):

- Ultimate parent entity	412	732
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Payable to related parties (Note 26):

- Ultimate parent entity	151	60
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h) Loans and advances to related parties

Advances to other related entity - Amalgamated Telecom Nominees Limited (Note 20)

1,981	2,482
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i) Borrowings from ultimate parent entity

Term loans (Note 24)	205,129	207,436
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Refer Note 24 for terms underlying the borrowings from ultimate parent entity.

j) Guarantees

Refer Note 29(b) for provision of guarantees to related parties.

k) Commitments

Refer Note 29(b) for provision of letter of support to related parties.

NOTE 32. SUBSIDIARY COMPANIES

- a) The financial statements of the Group incorporate the assets, liabilities and results of the following subsidiary companies. The basis of consolidation is discussed under note 2 (d).

	Principal place of business	Equity holding	
		2025	2024
Telecom Fiji Pte Limited	Fiji	100%	100%
Fiji International Telecommunications Pte Limited	Fiji	100%	100%
Vodafone Fiji Pte Limited	Fiji	51%	51%
Datec (Fiji) Pte Limited	Fiji	51%	51%
Datec Australia Pty Limited	Australia	51%	51%
Datec New Zealand Limited	New Zealand	51%	51%
Digital Financial Services Pte Limited	Fiji	51%	51%
Fiji Directories Pte Limited	Fiji	100%	100%
Amalgamated Telecom Holdings (Kiribati) Limited	Kiribati	100%	100%

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 32. SUBSIDIARY COMPANIES (CONT'D)

- a) The financial statements of the Group incorporate the assets, liabilities and results of the following subsidiary companies. The basis of consolidation is discussed under note 2 (d). (Cont'd)

	Principal place of business	Equity holding	
		2025	2024
Telecom Vanuatu Limited	Vanuatu	100%	100%
ATH Global Pte Limited	Singapore	100%	100%
ATH International Venture Pte Limited	Singapore	45.2%	45.9%
Digitec Communications Limited	PNG	45.2%	45.9%
Digitec ICT Limited	PNG	51%	51%
Etech ICT Pty Limited	Australia	51%	51%
Etech ICT Pte Limited	Singapore	51%	51%
eLandia Technologies, LLC	USA	100%	100%
American Samoa Hawaii Cable LLC	American Samoa	66.7%	66.7%
Samoa American Samoa Cable	American Samoa	66.7%	66.7%
Amalgamated Bluesky Telecom Holdings LLC	USA	100%	100%
AST Telecom LLC	American Samoa	100%	100%
American Samoa Entertainment	American Samoa	100%	100%
Bluesky SamoaTel Investments	Samoa	98.0%	98.0%
Bluesky Samoa Limited	Samoa	73.5%	73.5%
Bluesky Pacific Holdings Limited	Samoa	90.7%	90.7%
Bluesky Holding New Zealand Limited	New Zealand	90.7%	90.7%
Bluesky Cook Islands Investment Limited	Cook Islands	90.7%	90.7%
Teleraro Management Limited	Cook Islands	90.7%	90.7%
Teleraro Limited	Cook Islands	81.7%	81.7%
TCNZ Cook Islands Limited	Cook Islands	81.7%	81.7%
Telecom Cook Islands Limited	Cook Islands	49.0%	49.0%

All the subsidiaries have the same balance date as the parent entity.

Although the Holding Company has less than half of the shareholding in Telecom Cook Islands Limited, ATH International Venture Pte Limited, Digitec Communications Limited, management has determined that the Holding Company controls Telecom Cook Islands Limited, ATH International Venture Pte Limited, Digitec Communications Limited. This is on the basis that the Holding Company appoints the majority of the directors for Telecom Cook Islands Limited, ATH International Venture Pte Limited and Digitec Communications Limited and has the majority voting rights through these director appointments.

- b) On 1 April 2020, Vodafone Fiji Pte Limited acquired 70% shareholding in Digitec ICT Limited, Etech ICT Pte Limited and Etech ICT Pty Limited from Digitec Communication Limited and ATH International Venture Pte Limited. The transaction was accounted for as a common control transaction as at the time of this transaction Vodafone Fiji Pte Limited, Digitec Communication Limited and ATH International Venture Pte Limited were controlled by the same shareholder, the Holding Company. As the Holding Company was not a party to the common control transaction, these consolidated financial statements were not affected by the transaction. However, on the same day (i.e. 1 April 2020), following transfer of control, Vodafone Fiji Pte Limited disposed 19% interest in Digitec ICT Limited, Etech ICT Pte Limited and Etech ICT Pty Limited decreasing the Groups ownership interest from 70% to 26%. This change in ownership interest has been accounted for as an equity transaction, the effects of which are presented in the merger reserve.

During the prior financial period, the subsidiary company, Vodafone Fiji Pte Limited, acquired the remaining 49% shares in Digitec ICT Limited, Etech ICT Pte Limited and Etech ICT Pty Limited, increasing the Groups ownership interest from 26% to 51%. This change in ownership interest has been accounted for as an equity transaction, the effects of which are presented in the merger reserve.

- c) In May 2021 the Holding Company acquired 30.34% minority shareholding in Bluesky Pacific Holding Limited. This acquisition of non-controlling interest has been accounted for as an equity transaction, the effects of which are presented in the other equity reserve.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 32. SUBSIDIARY COMPANIES (CONT'D)

- d) In financial year 2023, the Holding Company acquired 92 shares (0.8% minority shareholding) in Bluesky SamoaTel Investments Limited, which increased Group ownership interest to 98%. This acquisition of non-controlling interest has been accounted for as an equity transaction, the effects of which are presented in the other equity reserve. In financial year 2024, the Holding Company acquired 7,228 shares in Bluesky SamoaTel Investments Limited (72.28% shareholding) from AST Telecom, LLC (subsidiary company). As a result of this, direct ownership interest of Holding Company in Bluesky SamoaTel Investments Limited has increased to 98%.
- e) In August 2022, ATH International Venture Pte Limited issued 214,170,000 additional shares to ATH Global Pte Limited, Fiji National Provident Fund, Vodafone Fiji Pte Limited, Asian Development Bank, Austel, Samoa National Provident Fund and Unit Trust of Samoa for a consideration of USD 200,163,000 (of which USD 78,086,000 and USD 44,084,000 was received from ATH Global Pte Limited and Vodafone Fiji Pte Limited, respectively. In the prior year, a further 5,000,000 shares were issued to Fijian Holding Investment Limited, and in the current year, an additional 3,000,000 shares were issued to the same investor. This resulted in a decrease in the Groups ownership interest from 45.85% to 45.19%. This change in ownership interest has been accounted for as an equity transaction, the effects (difference between share of net assets and consideration paid) of which are presented in the other equity reserve.
- f) ATH International Venture Pte Limited issued a put option to Asian Development Bank which entitles Asian Development Bank to require Vodafone Fiji Pte Limited to purchase its shares in ATH International Venture Pte Ltd on the occurrence of certain events. Asian Development Bank may exercise the put option if a trigger event has occurred any time from the Subscription Completion Date (August 2022) up to and including the expiry of the Put Exercise period and/or in all other cases at any time during the Put Exercise Period. The Group has recognised a liability for the present value of the exercise price of the option as the Group has an obligation to deliver cash or another financial asset if Asian Development Bank exercise the option. To account for the debit side of this transaction, the contract has been accounted for as an anticipated acquisition of the underlying non-controlling interest, i.e., as if the put option has already been exercised by Asian Development Bank. Consequently, the underlying interest legally attributable to Asian Development Bank has been presented as already owned by the Group, both in the statement of financial position and in the statement of profit or loss and other comprehensive income. Subsequent to initial recognition the Group recognises changes in the carrying amount of the put liability within equity, specifically in the other equity reserve.

During the current reporting period, there has not been a significant change in the carrying amount of the put liability. The underlying factors influencing the put liability has not significantly varied, hence the insignificant movement in the carrying amount has not been brought to account.

- g) In August 2022, at the time of issue of additional shares in ATH International Venture Pte Limited (see note 32(e)), ATH International Venture Pte Limited acquired the remaining 30% interest in Digitec Communications Limited from Austel and in exchange offered Austel 10% shareholding in ATH International Venture Pte Limited. This change in ownership interest has been accounted for as an equity transaction, the effects (difference between share of net assets and consideration paid) of which are presented in the other equity reserve.
- h) In prior year, the assets, and operations of the Fiji Directories Pte Limited (FDL) were merged to Datec (Fiji) Pte Limited (subsidiary of Vodafone Pte Limited). The decision to merge the operation of FDL was made as part of the ATH's strategic review of its investment portfolio.
- i) During the financial year, as part of the corporate re-organisation of Mobile Money Wallet business segment, the operations and related assets and liabilities relating to M-PAiSA services were transferred from Vodafone Fiji Pte Limited to Digital Financial Services Pte Limited on a going concern basis. The Digital Financial Services Pte Limited was formally registered on 13th July 2023, however operations commenced on 1st April 2025.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
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NOTE 33. SEGMENT REPORTING

A. Basis for segmentation

The Group has the following three strategic divisions, which are its reportable segments. These divisions offer different products and services and are managed separately because they require different technology and marketing strategies. The following summary describes the operations of each reportable segment:

Reportable segments	Operations
Fixed Line Telecom	Provision of telecommunication services over fixed line telecommunications network and sale of telephone equipment
Mobile Telecom	Provision of telecommunication services over mobile telecommunications network and sale of telephone equipment
ICT	Provision of ICT services, cloud services, sale of computer hardware and software, and provision of technical support and other related services provided within the technology industry.

The Group's Chief Executive Officer reviews the internal management reports of each division at least monthly.

B. Information about reportable segments

Information related to each reportable segment is set out below. Segment profit / (loss) before tax is used to measure performance because management believes that this information is the most relevant in evaluating the results of the respective segments relative to other entities that operate in the same industries.

a) Operating Segments

	Fixed Line Telecom \$'000	Mobile Telecom \$'000	ICT \$'000	Other \$'000	Eliminati on \$'000	Total \$'000
30 June 2025						
External revenues	93,448	769,478	119,862	49,590	-	1,032,378
Inter-segment revenue	26,503	64,198	-	60,160	(150,861)	-
Other income	4,417	11,079	1,661	3,475	-	20,632
Segment revenue & other income	124,368	844,755	121,523	113,225	(150,861)	1,053,010
Segment profit before tax	23,012	8,237	38,282	26,130	(68,132)	27,529
Finance income	762	2,422	50	2,486	(2,737)	2,983
Finance cost	1,367	60,452	1,818	13,836	10,670	88,143
Depreciation and amortisation	23,476	168,753	2,740	8,848	3,617	207,434
Other material non-cash items:						
Reversal of impairment losses on trade receivables and contract assets	264	(594)	544	626	-	840
Segment assets	253,667	1,382,124	83,157	1,038,071	(761,854)	1,995,165
Capital expenditure	21,795	104,241	1,315	4,799	-	132,150
Segment liabilities	86,408	1,005,147	40,298	365,034	(107,517)	1,389,370

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 33. SEGMENT REPORTING (CONT'D)

B. Information about reportable segments (Cont'd)

a) Operating Segments (cont'd)

	Fixed Line Telecom \$'000	Mobile Telecom \$'000	ICT \$'000	Other \$'000	Elimination \$'000	Total \$'000
30 June 2024						
External revenues	99,363	695,031	102,707	38,853	-	935,954
Inter-segment revenue	25,701	36,788	8,611	55,279	(126,379)	-
Other income	3,389	4,936	1,528	5,702	-	15,555
Segment revenue	128,453	736,755	112,846	99,834	(126,379)	951,509
Segment profit (loss) before tax	27,248	(38,038)	56,146	3,503	(45,699)	3,160
Finance income	1,045	1,890	504	2,149	6,088	11,676
Finance cost	1,232	50,256	2,430	15,492	(2,602)	66,808
Depreciation and amortisation	21,364	136,812	3,163	8,370	5,294	175,003
Other material non-cash items:						
Impairment losses on trade receivables and contract assets	242	1,933	132	425	-	2,732
Impairment losses on non-financial assets	-	-	-	2,531	(2,531)	-
Segment assets	248,924	1,526,485	84,291	917,827	(745,810)	2,031,717
Capital expenditure	18,896	254,027	2,255	9,221	-	284,399
Segment liabilities	82,468	1,077,236	42,705	454,228	(261,975)	1,394,662

b) Geographical segments

The geographic information analyses the Group's revenue and non-current assets by the Holding Company's country of domicile and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers and segment assets were based on the geographic location of the assets.

	Fiji \$'000	Outside Fiji \$'000	Elimination \$'000	Total \$'000
30 June 2025				
External revenues	511,665	520,713	-	1,032,378
Inter-segment revenue	105,737	45,124	(150,861)	-
Other income	7,582	13,050	-	20,632
Segment revenue & other income	624,984	578,887	(150,861)	1,053,010
Segment profit (loss) before tax	150,801	(55,140)	(68,132)	27,529
Finance income	4,363	1,357	(2,737)	2,983
Finance cost	19,463	58,010	10,670	88,143
Depreciation and amortisation	86,003	117,814	3,617	207,434
Other material non-cash items:				
Impairment losses / (reversal) of impairment loss on trade receivables and contract assets	(54)	894	-	840
Segment assets	1,576,789	1,180,230	(761,854)	1,995,165
Capital expenditure	83,821	48,329	-	132,150
Segment liabilities	719,732	777,155	(107,517)	1,389,370

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
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NOTE 33. SEGMENT REPORTING (CONT'D)

B. Information about reportable segments (Cont'd)

b) Geographical segments (cont'd)

	Fiji \$'000	Outside Fiji \$'000	Elimination \$'000	Total \$'000
30 June 2024				
External revenues	485,573	450,381	-	935,954
Inter-segment revenue	106,572	19,807	(126,379)	-
Other income	4,024	11,531	-	15,555
Segment revenue	596,169	481,719	(126,379)	951,509
Segment profit (loss) before tax	137,663	(88,804)	(45,699)	3,160
Finance income	3,447	2,141	6,088	11,676
Finance cost	23,136	46,274	(2,602)	66,808
Depreciation and amortisation	79,025	90,684	5,294	175,003
Other material non-cash items:				
Impairment losses on trade receivables and contract assets	2,457	275	-	2,732
Impairment losses on non-financial assets	2,531	-	(2,531)	-
Segment assets	1,523,643	1,253,884	(745,810)	2,031,717
Capital expenditure	84,854	199,545	-	284,399
Segment liabilities	697,373	959,264	(261,975)	1,394,662

c) Geographic information

The geographic information analyses the Group's non-current assets by the Holdings Company's country of domicile and other countries. In presenting the geographic information, segment assets were based on the geographic location of the assets.

	2025 \$'000	2024 \$'000
Non-current assets		
Fiji	457,251	461,249
All foreign countries		
Papua New Guinea	527,166	598,658
American Samoa	78,454	70,406
Samoa	64,926	67,270
Vanuatu	56,371	56,375
Cook Islands	26,062	25,436
Kiribati	22,918	25,418
Others	-	1,561
Elimination	94,303	98,149
	1,327,451	1,404,522

Non-current assets exclude financial investments and deferred tax assets.

NOTE 34. CONTINGENT CONSIDERATION PAYABLE

In 2019, the Holding Company had completed the acquisition of the Digitec group, an ICT provider in PNG, Singapore and Australia. At the same time a Shareholders Deed was entered between the Holding Company, Austel Investment Pty Limited ('Austel') and Digitec Communications Limited.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 34. CONTINGENT CONSIDERATION PAYABLE (CONT'D)

At the commencement of the Shareholders Deed, the Holding Company was the majority shareholder and Austel was the minority shareholder in Digitec Communications Limited. The Shareholders Deed was intended to document the arrangements between the Holding Company and Austel during the initial network roll-out.

Based on the Shareholders Deed, the Holding Company and Austel's share of the equity contribution to the network cost was to be in proportion to its shareholding in Digitec Communications Limited and both parties had acknowledged and agreed that Austel's equity contribution was to be USD 18m consisting of:

- USD 8m being met by application of deferred payment from sale of Digitec Communications Limited by Austel to the Holding Company; and
- the notional value to be ascribed to the licences owned by Digitec Communications Limited and necessary to utilise for the telecommunications business. The licences were provisionally valued at USD 10m but were to be adjusted depending on the actual cost of the network roll out.

The Group determined that the fair value of this arrangement was \$13,770,355 (i.e. USD 7m). The Group has determined that \$13,770,355 represents contingent consideration under IFRS 3 *Business Combination*. Accordingly, an additional goodwill of \$13,770,355 has been recognised and allocated to Digitec Communications Limited. The contra has been recognised as contingent consideration payable as the shareholding in Digitec Communications Limited is yet to be formalised.

In 2022, interest expense of USD220,000 was recognised as a result of unwinding of discount in relation to the contingent consideration payable.

The above transaction was formalised during the fifteen month period ended 30 June 2023 and the contingent payable was converted into equity.

In August 2022, at the time of issue of additional shares in ATH International Venture Pte Limited (see note 32(e)), additional funding was made by all shareholders but one shareholder, Austel, which maintains its proportion of interest.

This transaction between ATH International Venture Pte Limited and its shareholders has been accounted for as an equity transaction, the effects of which are presented in the other equity reserve.

NOTE 35. EVENTS SUBSEQUENT TO BALANCE DATE

- a) Subsequent to year-end, subsidiary entity ICT Holding Limited commenced the process to amalgamate with its subsidiary, Digitec ICT Limited, which is 49% owned by ICT Holding Limited and 51% owned by Vodafone Fiji Pte Limited. The decision to proceed with the amalgamation was approved after the reporting date, with preparatory steps initiated accordingly. In July 2025, the Internal Revenue Commission (IRC) granted clearance for stamp duty exemption in relation to the proposed amalgamation. Lodgements with the relevant regulatory authorities are yet to be submitted, and completion of the amalgamation is expected in the next financial year. This internal restructuring is part of a strategic initiative to simplify the corporate structure and improve operational efficiency.
- b) Subsequent to year-end, the Holding Company and Vanuatu National Provident Fund have agreed on the Term Sheet for the conversion of the loan to Telcom Vanuatu Limited by Vanuatu National Provident Fund in prior years to equity via the sale of 14% stake by Holding Company to Vanuatu National Provident Fund in exchange for novation of the VT800 million loan to Holding Company. The parties are finalizing the draft agreement as of the date of this report.

AMALGAMATED TELECOM HOLDINGS LIMITED AND SUBSIDIARY COMPANIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS [CONT'D]
FOR THE YEAR ENDED 30 JUNE 2025

NOTE 35. EVENTS SUBSEQUENT TO BALANCE DATE (CONT'D)

Apart from the above, no other matters or circumstances have arisen since the end of the financial year which would require adjustment to, or disclose in, the consolidated financial statements of the Group.

NOTE 36. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved by the board of directors and authorised for issue on 19 September 2025.

1. Top 20 shareholders report under Section 51.2 (v):

Shareholders	No. Of Shares
THE FIJI NATIONAL PROVIDENT FUND BOARD	347,964,953
REPUBLIC OF FIJI ISLANDS	72,966,105
UNIT TRUST OF FIJI (TRUSTEE COMPANY) LTD	22,886,428
ITAUKEI TRUST FUND BOARD	6,584,144
AMALGAMATED TELECOM NOMINEES LIMITED	4,700,193
RETIREMENT FUND BOARD (TONGA)	4,000,000
UNIT TRUST OF SAMOA (TRUST)	3,464,355
FHL TRUSTEES LIMITED ATF FIJIAN HOLDINGS UNIT TRUST	3,448,936
BSP LIFE (FIJI) LIMITED	2,229,786
FHL MEDIA LIMITED	2,095,793
SAMOA NATIONAL PROVIDENT FUND (SNPF)	1,666,666
CARLISLE (FIJI) LIMITED	488,565
FIJICARE INSURANCE LIMITED	176,396
SHIU RAJ	137,603
NAITASIRI PROVINCIAL COUNCIL	119,980
JACKS EQUITY INVESTMENT LIMITED	114,013
KIRAN LATA KUMAR	100,000
KIRITBHAI PATEL F/N PRABHUDAS PATEL	100,000
NAKURUVAKARUA COMPANY LIMITED	100,000
RFMF ARMY MEDICAL SCHEME	100,000
SAVENDRA PRABHU DAYAL	99,000
LOMAIVITI PROVINCIAL COUNCIL	94,340
REWA PROVINCIAL COUNCIL	94,300

2. Distribution of shareholding under Section 51.2 (vi):

No. of Shareholders	Shareholding	Total Percentage Holding
334	0 - 500	0.03%
874	501 -5,000 shares	0.35%
106	5001 -10,000 shares	0.18%
39	10,001 -20,000 shares	0.13%
16	20,001 -30,000 shares	0.09%
5	30,001 -40,000 shares	0.04%
10	40,001 -50,000 shares	0.10%
15	50,001 -100,000 shares	0.26%
5	100,001 -1,000,000 shares	0.22%
11	over 1,000,000 shares	98.62%
1,415		100%

3. Disclosure on the trading results of each subsidiary under Section 51.2 (x):

(Amount in \$'000)	Telecom Fiji Pte Limited	Vodafone Fiji Pte Limited & Subsidiary Companies	FINTEL	Fiji Directories Pte Limited	ATH Kiribati Limited	Telecom Vanuatu Limited	Bluesky Group	ATHIV Group
Sales revenue	65,222	518,680	16,307	-	30,310	82,787	120,774	253,041
Other Operating revenue (excluding dividends)	27,725	17,980	417	-	112	521	10,144	305
	92,947	536,660	16,724	-	30,422	83,308	130,918	253,346
Depreciation and amortisation	17,558	66,850	3,755	-	4,538	12,927	23,252	73,376
Impairment loss on trade and other receivable	386	(274)	(71)	-	(78)	97	(2,710)	(414)
Cost of Sales	11,377	238,851	2,863	-	16,606	28,148	43,526	96,302
Other expenses	44,434	134,608	4,477	-	7,757	29,447	48,415	125,484
Finance cost/(income) net	(175)	4,575	870	-	59	1,177	3,241	52,226
Income tax expense/(benefit)	4,676	22,293	981	-	532	-	3,069	(25,616)
Share of Profit from Associates	-	15,032	-	-	-	-	-	-
	78,256	481,935	12,875	-	29,414	71,796	118,793	321,358
Net profit after income tax (excluding dividends)	14,691	54,725	3,849	-	1,008	11,512	12,125	(68,012)
Operating assets	182,176	634,356	75,588	233	27,958	87,635	297,879	706,089
Operating liabilities	53,638	465,743	51,828	106	12,092	46,107	136,540	551,396
Shareholders' equity	128,538	168,613	23,760	127	15,866	41,528	161,339	154,693

4. Group Consolidated Ten Years Financial Performance under section 51.2 (xiv) (xv):

	For the 12 months ended 30 June 2025 (\$'000)	For the 12 months ended 30 June 2024 (\$'000)	For the 15 months ended 30 June 2023 (\$'000)	For the 12 months ended 31 March 2022 (\$'000)	For the 12 months ended 31 March 2021 (\$'000)	For the 12 months ended 31 March 2020 (\$'000)	For the 12 months ended 31 March 2019 (\$'000)	For the 12 months ended 31 March 2018 (\$'000)	For the 12 months ended 31 March 2017 (\$'000)	For the 12 months ended 31 March 2016 (\$'000)
Operating Revenue	1,032,378	935,954	960,392	640,654	579,765	675,947	523,679	460,416	394,702	356,211
EBIT	112,689	58,292	30,872	75,382	59,638	102,973	119,485	118,803	108,411	90,878
EBITDA	292,578	215,028	200,815	191,189	169,913	214,720	189,335	173,384	153,611	134,468
Net Earnings	21,931	9,202	4,837	55,854	41,374	43,354	75,024	58,065	54,222	56,725
Earnings per share	4.45 cents	3.57 cents	2.44 cents	7.38 cents	3.26 cents	3.38 cents	10.05 cents	13.8 cents	12.8 cents	13.4 cents
Return on equity	3.62%	1.44%	0.71%	8.97%	7.53%	9.30%	16.33%	20.56%	22.3%	26.5%
Total Assets	1,995,165	2,031,717	1,894,248	1,469,887	1,281,171	1,206,430	1,133,284	682,586	635,313	466,882
Return on assets	3.3%	2.3%	2.0%	3.9%	3.4%	3.8%	6.4%	11.5%	19.2%	23.0%
Current Ratio	0.76 times	0.80 times	0.96 times	0.81 times	0.75 times	1.01 times	0.98 times	0.85 times	0.61 times	0.76 times
Net Debt	563,831	592,772	448,945	233,412	206,239	280,150	258,018	99,723	118,233	12,139
Gearing	48%	48%	40%	27%	27%	38%	36%	23%	29%	5.0%
Interest cover	3.32 times	3.2 times	3.8 times	9.15 times	8.81 times	4.74 times	10.53 times	13.82 times	34.9 times	41.5 times
Net cash flow from operating activities	230,787	149,602	133,162	139,297	161,371	148,024	140,350	129,828	132,590	105,006
Capital expenditure	132,150	284,399	355,693	159,832	181,069	155,043	184,093	84,306	43,412	71,932
Dividend per share	\$0.035	\$0.030	\$0.045	\$0.020	\$0.000	\$0.000	\$0.025	\$0.045	\$0.06	\$0.08
Net Tangible Asset per share	0.54	0.54	0.55	0.86	0.50	0.33	0.26	\$0.60	\$0.50	\$0.44
Market price per share	\$1.84	\$2.20	\$1.97	\$1.79	\$1.82	\$2.58	\$3.28	\$2.28	\$1.32	\$1.20
Maximum market price per share	\$2.20	\$2.20	\$2.18	\$1.84	\$2.43	\$3.34	\$3.28	\$2.30	\$1.32	\$1.25
Minimum market price per share	\$1.72	\$1.83	\$1.75	\$1.60	\$1.80	\$2.58	\$2.28	\$1.32	\$1.08	\$1.00
Price Earnings ratio	41.34 times	61.58 times	80.71 times	24.25 times	55.83 times	76.33 times	32.64 times	16.52 times	10.3 times	8.9 times
Dividend Yield	1.90%	1.36%	2.28%	1.12%	0.00%	0.00%	0.76%	1.9%	4.5%	6.7%



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