



TAKEOVER NOTICE



Fijian Holdings Limited through its wholly-owned subsidiary FHL Retailing Limited hereby gives notice of its intention to make a partial takeover offer (**Offer**) for 50.2% (**Specified Percentage**) or 15,060,000 of the fully paid ordinary shares (**RBG Shares**) in RB Patel Group Limited (**RBG**) not already held or controlled by the Offeror or persons acting in concert with the Offeror (**Outstanding RBG Shares**).

Fijian Holdings Limited (**FHL**) is the Ultimate Offeror and stands to guarantee the performances of its subsidiary FHL Retailing Limited (the **Offeror**) in fulfilling its obligations under this proposed takeover. In that respect, FHL will make an investment of up to FJ\$21,500,000 (including brokerage fees) into FHL Retailing Limited for the Offeror to fulfill the purchase of at least 50.2% of the Outstanding RBG Shares.

This offer is conditional on the Offeror acquiring a minimum of 15,046,450 RBG Shares at the close of the transaction for a fixed price of \$1.40 per share.

Neither FHL nor the Offeror holds any shares in RBG currently, although a related company of the Offeror currently holds 500,000 RBG Shares, representing 1.67% of the issued and paid up capital of RBG. If the Offer is fully successful, the Offeror's shareholding in RBG will be 50.2% of the issued and paid up capital of RBG.

FHL has been discussing the proposed offer with the three largest shareholders of RBG (being SRP (Hong Kong) Limited, JRP (Hong Kong) Limited and ARP (Hong Kong) Limited). Following these discussions, there is an agreement in place between the parties under which the three largest shareholders have agreed to accept this Offer in respect of all their shares (being 15,046,450 RBG shares) on the terms and conditions outlined in the Offer Document. These shareholders are entities that are associated with the Patel family, who currently manage RBG under an exclusive Management Agreement.

The Offeror intends to maintain the Management Agreement between RBG and its current manager. It is also the intention of the Offeror to maintain RBG as a listed entity on the South Pacific Stock Exchange.

Attached is the form of offer document proposed to be sent to RBG shareholders. It includes the information specified under Capital Market Development Authority Act and its Takeover Requirements which is required to be contained in, or to accompany, this notice. The form of offer document includes the signed certificate.

The offer to RBG shareholders will be made in the form of the attached offer document, with any modifications and additional information permitted or required by the CMDA and SPSE.

Prior approval has been sought and obtained from CMDA and SPSE to the Offer being made.

A handwritten signature in black ink, appearing to read "Jaoji Koroi", written over a horizontal line.

Jaoji Koroi (Chief Executive Officer)
Signed on Behalf of Fijian Holdings Limited and FHL Retailing Limited

PARTIES INVOLVED IN THIS PARTIAL OFFER FOR RB PATEL GROUP LIMITED

FHL RETAILING LIMITED is the Offeror. This entity was specifically set up by Fijian Holdings Limited as its 100% owned Fiji registered entity to pursue this proposed takeover. The proceeds from the issue of new shares of FHL Retailing Limited to Fijian Holdings Limited will be used to acquire the RBG Shares that are the subject of this Offer.

FIJIAN HOLDINGS LIMITED is a listed investment company on the South Pacific Stock Exchange and is the "Ultimate Offeror". It also acts as the guarantor that the Offeror will fulfill its obligations under this Offer.

FHL SECURITIES LIMITED is a licensed stockbroker and investment adviser and has been appointed the **Exclusive Broker** by the Offeror to provide all the brokerage services in relation with the proposed takeover.

NALIN PATEL is a licensed investment advisor who has been appointed to be the Financial Advisor to the Offeror for the proposed takeover.

RB PATEL GROUP LIMITED is the target company. It is listed on the South Pacific Stock Exchange and its main business is retailing and wholesaling of general merchandise, owners and administrators of properties and equity investments.

Dated 27th March 2008

IMPORTANT

1. If you are in doubt as to any aspect of this offer, you should consult your financial or legal adviser.
2. If you have sold all your shares in RB Patel Group Limited to which this offer applies, you should immediately hand this offer document and the accompanying acceptance form to the purchaser or the agent (e.g. the broker) through whom the sale was made, to be passed to the purchaser.