



Beverages ◆ Packaging ◆ Tourism ◆ Horticulture

14 May 2020

MARKET ANNOUNCEMENT

SUBJECT: ANNUAL GENERAL MEETING

Pleass Global Limited wishes to advise that the Annual General Meeting will take place on June 5th, 2020 at 10.00 hrs at our company headquarters, Pleass Drive, Namosi Road, Namosi. Provisions have been made for shareholders and stakeholders to attend online and the notes circulated with the Meeting Notice provides information and advice on this attendance option.

As always, we encourage our shareholders and stakeholders to attend and participate in this important meeting.

End of announcement.

A handwritten signature in blue ink, appearing to read "WP".

Warwick Pleass
Managing Director

A handwritten signature in blue ink, appearing to read "CP".

Catherine Pleass
Company Secretary

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P: P. O. Box 502, Pacific Harbour, Fiji D: Pleass Drive, Namosi Rd, Namosi Fiji

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Shareholders of Pleass Global Limited (PBP) will be held at company headquarters; Pleass Drive, off Namosi Road, Namosi, Fiji and access provided on-line through Zoom on Friday June 5, 2020 at 10.00am to transact the following business.

CORONA VIRUS (COVID -19)

The meeting proper will be held at our headquarters in Namosi and attendees may attend in person or on-line. Attendees in person will be accommodated within social distancing guidelines and while there is a maximum number we can accommodate, based on previous AGM's, we anticipate being able to welcome all who wish to attend in person. The below options are available for the shareholders, media, and other stakeholders to participate in the Annual General Meeting.

- a) In person
- b) Attend on-line
- c) Attend online at the offices of the SPX
- d) Proxy

Shareholders who wish to attend the Annual General Meeting on-line through Zoom, must complete and send the Pre-Registration Form attached to this notice.

While shareholders are entitled to attend the Annual General Meeting in person, in the current circumstances we strongly encourage shareholders to consider attending the meeting virtually (through the on-line meeting application 'Zoom'). If you are considering attending the Annual General Meeting in person, please note that the company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site. In order to conform to the social distancing requirements, unfortunately we are not able to provide transport to and from this year's meeting and suggest to those who wish to attend in person, do so in their own vehicle with a maximum of two people per vehicle, including the driver.

Circumstances relating to COVID-19 are changing rapidly; we will update shareholders if any of these changes impact arrangements for the Annual General Meeting.

ORDINARY BUSINESS

1. Consideration of Financial Statements

To receive and consider the audited financial statements of the Company for the financial year ended 31 December 2019 together with the reports of the Board of Directors and Auditors therein.

2. Election of Directors

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

(a) Re-appointment of Ms. Catherine Pleass

To appoint Ms. Catherine Pleass, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

(b) Re-appointment of Ms. Fomiza Bano

To appoint Ms. Fomiza Bano, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

(c) Mrs. Stephanie Jones

A nomination has been received for the appointment of Mrs. Jones as an independent director, pursuant to Article 53 of Articles of Association of the Company to fill the vacancy caused by the resignation of Ms. Latileta Qoro.

3. Appointment of Auditors

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

Re- appointment of retiring Auditors:

Pursuant to the Articles of Association of the Company, M/s. Pricewaterhouse Coopers (PwC) Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.

4. Declaration of Dividends

The Board has approved a final dividend of two (2) cents per share in accordance with the PGL dividend policy, PGL Articles of Association section 99.1 and the companies act, and this has been circulated as a Market Announcement.

SPECIAL BUSINESS

All other business transacted at the AGM is special business.

5. Other Business

Electronic Communications

The Company is committed to reducing its impact on the environment. You can help us to reduce our paper consumption by electing to receive your Annual Report electronically. To do so, please sign and email the attached Electronic Communications Form to cate@pleass.com.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



**Catherine Pleass
Company Secretary
Dated: 14/05/2020**

NOTES:

1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his/her behalf.
2. The proxy need not be a member of the company
3. A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the company not less than 48 hours before the time for holding the meeting.

Explanatory Notes

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

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

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

1. Consideration of Financial Statements

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report, and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Questions that cannot be answered at the AGM needs to be addressed through a market announcement by the company within a reasonable timeframe.

2. Election of Directors

The Board proposes that Ms. Catherine Pleass be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

(a) Ms. Catherine Pleass

Ms. Pleass has over 30 years of management experience across the Pharmaceutical, FMCG, Beverage Equipment, Property management, Aviation sectors in the following roles; Sales Manager, HR Manager, Marketing Manager, Regulatory Affairs Manager, Marketing Manager, General Manager. The Board considers that the nominated director possesses skills, attributes, and experience necessary for the development and continued growth of the Company.

The Board proposes that Ms. Fomiza Bano be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

(b) Ms. Fomiza Bano

Ms. Bano has over 20 years of experience in Senior Management roles. 12 years in Pleass Global as General Manager. Prior to that, various management roles over the years at PGL as Warehouse Manager; Planning & Purchasing Manager. Ms. Bano worked at Resene Paints (Fiji) Limited in Finance & Customer Service Departments in earlier years. The Board considers that the nominated director possesses skills, attributes, and experience necessary for the development and continued growth of the Company.

(c) Mrs. Stephanie Jones

A major shareholder proposes that Mrs. Stephanie Jones be appointed as director of the Company. The Board considers that the nominated director possesses skills, attributes, and experience necessary for the development and growth of the Company.

Mrs. Stephanie Jones is the director, secretary, and financial controller for the Goodman Fielder Group of Companies here in Fiji – roles she has held since June 2014. The Goodman Fielder group consists of five companies here in Fiji and is part of the Wilmar International Group. Previous work experience in Fiji has been with the South Pacific Community (18 months contract work) and with the Pacific Islands Forum Secretariat as Director Corporate Services for seven years. Prior to Fiji she held a number of roles in AgResearch (a life sciences company) and in KPMG both based in Hamilton, New Zealand. Her work life started in the sciences (she has a MSc in Physics from the University of Waikato) before moving into the commercial arena and completing degrees in accounting and management (BMS and MBA at the University of Waikato). She is a member of the Fiji Institute of Accountants and Chartered Accountants Australia and New Zealand and is the Secretary for the Fiji New Zealand Business Council. Mrs. Stephanie is passionate about making a difference for the lives of the people of Fiji and the Pacific and is committed to setting standards and practices in the workplace that everyone can be proud of. She believes strongly in open communication, transparency, and good governance. She has lived in Fiji since 2003 and is a Fijian citizen.

Should any shareholder wish to nominate another person as a director, they are welcome to do so. A nomination signed by a shareholder and seconded by another shareholder can be received at the registered office of the company up until 10am on Friday 22 May 2020.

3. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 96 of Articles of Association of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s. Pricewaterhouse Coopers (PwC), Chartered Accountants, being eligible, offer themselves for appointment.

4. Declaration of Dividends

The Board approved a final dividend of 2 cents per share in respect of the year ended 31 December 2019. This is in accordance with the PGL Dividend Policy, Section 99.1 of the PGL Articles of Association and the Companies Act and has been advised to the market via a Market Announcement.

As a listed company, we are obliged to follow the format and structure entailed in the SPX Listing Rules and guidelines when declaring dividends.

PROXY FORM
[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: _____
Registered Address: _____
SIN: _____

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:

1. Name _____, of _____ or failing that;
2. Name _____, of _____

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting of the Company, to be held on 5th June 2020 at 10.00 am at the site of the new factory; Pleass Drive, off Namosi Road, Namosi, Suva, Fiji and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	Ordinary Business			
1.	Consideration of Financial Statements:			
2(a).	Re-election of Ms Catherine Pleass as a Director			
2(b).	Re-election of Ms Fomiza Bano as a Director			
2(c).	Appointment of Mrs. Stephanie Jones as a Director			
3.	Re-appointment of M/s. Pricewaterhouse Coopers (PwC) Chartered Accountants as auditors of the company for 2020 and that the Board be authorised to fix their remuneration			
	Special Business			
5.	Electronic Communications			
6.	Any other business in conformity with Articles of Association			

Signed this _____ day of _____ 20____.

Signature of Member(s) _____

Notes:

1. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, Annexure K - "Appointment of Corporate Representative" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at Pleass Global Limited, Pleass Drive, Namosi, Fiji or Share Registry at Central Share Registry Pte Limited, Shop1 & 11 Sabrina Building, Victoria Parade, Suva or fax (679) 3308804 or email address cate@pleass.com before 10.00 am, Wednesday 3 June 2020, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

PRE-REGISTRATION FORM FOR ON-LINE ATTENDANCE

I/We named below, being a shareholder of the Company, wish to register my/our attendance for the Annual General Meeting through Zoom.

(Please tick only ONE box. Incomplete or incorrectly completed form will not be processed.)

- I wish to attend the Annual General Meeting via Zoom
 I wish to attend the Annual General Meeting via Zoom from SPX

I/We understand that attendance in person at the AGM of the Company is restricted to 20 persons as per the guidelines issued by the government.

I/We understand that the Company shall be entitled to reject the Pre-registration Form which is incomplete, improperly completed, illegible or where true intentions of the shareholder of the Company are not ascertainable from the instructions specified in the Preregistration Form.

Name(s) of Shareholder(s): _____

Name of attendee* _____

Voter identification card number /Passport Number/Company Registration Number: _____

SIN Number: _____

Email Address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

**Where authorised representative of a company or proxy holder for a shareholder.*

IMPORTANT:

Please note that the step-by-step guidance will be emailed to you before the time fixed for holding the Company's AGM.

1. Full name and voter identification card number/passport number(s)/company registration number is required for purposes of verification.
2. By completing and submitting this form, you agree and acknowledge that the Company and/or our service provider may collect, use and disclose your personal data, as contained in your submitted form for the purpose of processing and effecting your request.
3. Photographic, sound and/or video recordings of the Company's AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Company's AGM. Accordingly, the personal data of a shareholder of the Company (such as his name, his presence at the Company's AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.
4. Shareholders should raise their hand to vote.

NOTE: This duly completed Pre-registration Form must be emailed to cate@pleass.com before 10.00 am, Thursday 28th May 2020.

ELECTRONIC COMMUNICATIONS FORM

Option 1: Email Communication

I wish to receive the Annual Report electronically.

Email Address:

Signature(s):

(All shareholders to sign in the case of joint holders).

OR

Option 2: Hard copy of the Annual Report

No further action required (No need to complete and return this Form).

NOTE:

This duly completed Pre-registration Form must be emailed to cate@pleass.com before 10.00 am, Thursday 28th May 2020.

APPOINTMENT OF CORPORATE REPRESENTATIVE

This form may be used by a company or other body corporate which is a security holder, or which has been appointed as a proxy by a security holder.

Insert the name of the body corporate making the appointment

Hereby appoints

Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.

to act as its representative at all meetings **OR** the meeting to be held on

(Date)

Of

PLEASE GLOBAL LIMITED

Insert the name of the company holding the meeting

Director

Sole director & Sole Secretary

Common Seal

(if applicable)

Director /Company Secretary

Date

/ /

Information

In order to be effective, the form must be received by _____ [Name of the Registry/Company] within the time limit (if any) specified in the relevant company's Articles of Association for receipt of Corporate Representative Appointments. The original of the form will be retained by the company

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors, or debenture holders. The appointment maybe by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment maybe a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.