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**1st June 2021**

**MARKET ANNOUNCEMENT**

**SUBJECT: ANNUAL GENERAL MEETING**

Pleass Global Limited wishes to advise that the Annual General Meeting will take place on June 24<sup>th</sup>, 2021 at 10.00 hrs. Due to the current COVID-19 restrictions in place, provision has been made for shareholders and stakeholders to attend online and the notes circulated with the Meeting Notice provides information and advice on this.

As always, we encourage our shareholders and stakeholders to attend and participate in this important meeting. Of course, we always enjoy having our shareholders and stakeholders visit the site however on this occasion the compliance with restrictions and health and safety of all is our first consideration.

End of announcement.

A handwritten signature in blue ink, appearing to read "W Pleass", with a long horizontal stroke extending to the right.

Warwick Pleass  
**Managing Director**

A handwritten signature in blue ink, appearing to read "Catherine Pleass", with a long horizontal stroke extending to the right.

Catherine Pleass  
**Company Secretary**

T: (+679) 330 8803 F: (+679) 330 8804 M: (+679) 999 0883 W: [www.pleass.com](http://www.pleass.com) E: [cate@pleass.com](mailto:cate@pleass.com)

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 hosted at company headquarters; Pleass Drive, off Namosi Road, Namosi, Fiji and access provided on-line through Zoom on Thursday June 24, 2021 at 10.00am to transact the following business.

### **CORONA VIRUS (COVID -19)**

Due to the current restrictions in place and in compliance with all government advisories we will conduct the meeting online and no other options for attendance will be provided regrettably.

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; by June 17<sup>th</sup> 2021. The situation relating to COVID-19 impact in Fiji is changing rapidly and we shall advise immediately should there be any affect upon the proposed AGM date and arrangements.

## **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 2020 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 resolutions as an ordinary resolutions:

#### *(a) Re-appointment of Mr. Bruce Sutton*

Mr. Bruce Sutton, director of the Company ,who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, offers himself for re-appointment. Further he will resign from his position as the Chairman of the Audit Committee and if appointed continue to serve the Board as a non-executive director however as a non-independent Director.

#### *(b) Retirement of Ms. Fomiza Bano*

Ms. Fomiza Bano, director of the Company, has chosen to retire and does not offer herself for reappointment as a director of the company.

#### *(c) Mr. Ram Bajekal*

A nomination has been received for the appointment of Mr. Bajekal 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. Fomiza Bano.

### **3. Auditors Appointment to Fill a Vacancy.**

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

Pursuant to the provisions of Section 422(2)(a) of the Companies Act 2015, KPMG be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of Pricewaterhouse Coopers (PwC), at a remuneration fixed by the Board of Directors of the Company.

The Board of Directors of the Company be and is hereby authorised to take all necessary action to implement the resolution.

#### **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](mailto:cate@pleass.com).

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

By order of the Board of Directors.



**Catherine Pleass**  
**Company Secretary**  
**Dated: 01/06/2021**

## **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 Mr. Bruce Sutton be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

#### *(a) Mr. Bruce Sutton*

Mr. Sutton is a Chartered Accountant with over 30 years of professional experience and is currently Director of South Pac Advisory Pty Limited, an Australian based advisory firm. He was previously a Partner of KPMG Fiji for over 16 years.

Bruce has been a director of Pleass Global Limited since 2012 and served as Chair of the Audit Committee. Bruce holds a B Com (UNSW) and is a Chartered Accountant member of the Fiji Institute of Accountants, a Fellow of the Institute of Chartered Accountants in Australia, a Fellow of the Financial Services Institute of Australasia and a Graduate of the Australian Institute of Company Directors.

*(b) Mr. Ram Bajekal*

A major shareholder has nominated Mr Ram Bajekal as a suitable independent director to fill a vacancy.

Ram Bajekal is a Chartered Accountant and a Fulbright scholar, having been only the third Indian to receive the prestigious Fulbright-CII Fellowship for undertaking management studies in the USA.

He has over thirty-five years' experience in the field of corporate management and has worked with leading companies including PricewaterhouseCoopers, Unilever Group and Murugappa Group in India while in Fiji he has worked with the Carpenters Group and the FMF Group. His work has been in areas of accounting, auditing, consulting, agriculture, nutraceuticals, retail, and manufacture. He also has experience in the development sector, having worked three years with a UK based NGO, Traidcraft Exchange. He has served on the boards of many listed and unlisted companies and currently chairs the board of FMF Foods Ltd. He is well travelled, has lived and worked in four countries and transacted business in over twenty. He can converse in eight languages.

### **3. Appointment of Auditors**

#### **Auditor's appointment to fill in a vacancy:**

The Board informs the shareholders of the Company that Pricewaterhouse Coopers (PwC) of Suva, cease to be auditors of the Company due to resignation. Pursuant to Section 422(2) (a) of the Companies Act 2015, the casual vacancy is required to be filled by appointment of auditors. The Board therefore proposes the appointment of KPMG of Suva as auditors of the Company effective from the forthcoming Annual General Meeting of the Company. The audit committee has conducted a thorough assessment of proposals from 5 audit firms and selected KPMG as the preferred provider.

### **4. Declaration of Dividends**

The Board approved a final dividend of 2 cents per share in respect of the year ended 31 December 2020. 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 24<sup>th</sup> June 2021 at 10.00 am online 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
	<b>Ordinary Business</b>			
1.	Consideration of Financial Statements			
2(a).	Re-election of Mr. Bruce Sutton as a Director			
2(b)	Appointment of Mr. Ram Bajekal as a Director			
3.	Appointment of KPMG Suva Chartered Accountants as auditors of the company for 2021 and that the Board be authorised to fix their remuneration			
	<b>Special Business</b>			
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, "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 or fax (679) 3308804 or email address [cate@pleass.com](mailto:cate@pleass.com) or Central Share Registry, email [registry@spx.com.fj](mailto:registry@spx.com.fj) before 10.00 am, Tuesday 22 June 2021, 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/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](mailto:cate@pleass.com) before 10.00 am, Thursday 17<sup>th</sup> June 2021.



**ELECTRONIC COMMUNICATIONS FORM**

Option 1: Email Communication

I wish to receive the Annual Report electronically.

Email Address:

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Signature(s):

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(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](mailto:cate@pleass.com) before 10.00 am, Thursday 17<sup>th</sup> June 2021.

## 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

PLEASS 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 may be 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 may be 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.