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26 April 2023

**MARKET ANNOUNCEMENT**

**SUBJECT: ANNUAL GENERAL MEETING**

Pleass Global Limited wishes to advise that the Annual General Meeting will take place on May 18<sup>th</sup>, 2023, 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 "W Pleass", with a long horizontal stroke extending to the right.

Warwick Pleass  
**Managing Director**

A handwritten signature in blue ink, appearing to read "C 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 held at company headquarters; Pleass Drive, off Namosi Road, Namosi, Fiji and access provided on-line through Zoom on Thursday May 18<sup>th</sup>, 2023, at 10.00am to transact the following business.

### **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 2022 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 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.

*(b) Re-appointment of Mrs. Stephanie Jones*

Mrs. Stephanie Jones, director of the Company, who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, offers herself for re-appointment.

*(c) Mr. Rupeni Fonmanu*

A nomination has been received for the appointment of Mr. Rupeni Fonmanu as an independent director, pursuant to Article 53 of Articles of Association of the Company to fill the vacancy caused by the resignation of Mr. Ram Bajekal. Assessment for his Independence is subject to SPX approval.

*(d) Ms Ashleen Prasad*

Ms. Ashleen Prasad was appointed as a director, pursuant to Article 53 of Articles of Association of the Company to fill the vacancy caused by the resignation of Mr. Ashnil Prasad.

#### **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. KPMG, 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.

## **SPECIAL BUSINESS**

All other business transacted at the AGM is special business.

### **4. 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 following resolutions accompanies the Notice of Meeting.

By order of the Board of Directors.



**Catherine Pleass**  
**Company Secretary**  
**Dated: 26/04/2023**

## **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.

The Board proposes that Mrs. Stephanie Jones be appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

*(b) Mrs. Stephanie Jones*

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.

*(c) Mr. Rupeni Fonmanu*

A major shareholder has nominated Mr. Rupeni Fonmanu as a suitable independent director to fill a vacancy.

Mr Fonmanu has extensive Board experience, has undergone Director Training and has the following Board and Management experience.

**Board Experience**

Currently the Chairperson of the Denarau Residential Estates Ltd Board of Directors, a Director of Denarau Corporation Ltd the body corporate of Denarau Island Resort among other Directorships. Board experience has been the Company and Board Secretary to the Board of Denarau Corporation Ltd and the Board of Denarau Residential Estates from 2012 to date and recently the Board of Denarau Corporation Ltd. He has also been a member of the Australia of Institute of Company Directors since 2017.

**Executive Management**

Mr Fonmanu possesses over 23 years hands-on working experience, 14 of which in the capacity of Executive Management holding Chief Executive Officer, General Manager positions since 2004. He has worked in the private, corporate, government, statutory and body corporate institutions, within the aviation (airports), banking, tourism, real estate, land management and development, integrated resort development, security, architecture, and information technology industries to name a few. His career has involved roles in New Zealand, Australia, Tonga, Tuvalu, and Western Samoa and attended training in Australia, NZ, Europe, and Singapore. Mr. Fonmanu has been vetted by the Nominations Committee and is presented to the members at the AGM as a nominee. Assessment for his Independence is subject to SPX approval.

d) Ms Ashleen Prasad

Ashleen has a strong finance background having served as a Principal Investment Officer and New Acquisitions Officer at Fiji National Provident Fund. Ashleen joined the Fund in 2018 and had been employed in various roles in the banking sector of Fiji from 2013-2018. Ashleen holds a Master of Commerce in Professional Accounting and is a Chartered Accountant with Fiji Institute of Accountants.

### **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. KPMG Chartered Accountants, being eligible, offer themselves for appointment.

**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 May 18<sup>th</sup> 2023 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
	<b>Ordinary Business</b>			
1.	Consideration of Financial Statements:			
2(a).	Re-election of Mr. Bruce Sutton as a Director			
2(b).	Re-election of Mrs. Stephanie Jones as a Director			
2(c).	Appointment of Mr. Rupeni Fonmanu as a Director			
2(d).	Appointment of Ms. Ashleen Prasad as a Director			
3.	Re-appointment of M/s. KPMG Chartered Accountants as auditors of the company for 2023 and that the Board be authorised to fix their remuneration			
4.	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, "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](mailto:cate@pleass.com) before 10.00 am, Tuesday 16 May 2023, 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.

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 11<sup>th</sup> May 2023.

## **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 11<sup>th</sup> May 2023.

## 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.