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04 June 2024

**MARKET ANNOUNCEMENT**

**SUBJECT: UPDATED NOTICE OF ANNUAL GENERAL MEETING**

Pleass Global Limited published the notice for the Annual General Meeting on 27 May 2024. Under Special Business, an additional item related to Directors' Fees has been added, and the updated notice is available in full below.

Pleass Global Limited wishes to advise that the Annual General Meeting will take place on June 18<sup>th</sup>, at 11:00 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 provide 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 blue ink signature of Warwick Pleass, consisting of stylized initials and a long horizontal stroke.

Warwick Pleass  
**Managing Director**

A blue ink signature of Catherine Pleass, featuring a cursive style with a large initial 'C' and a long horizontal stroke.

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 accessible online through Zoom on Tuesday, June 18<sup>th</sup>, 2024, at 11:00 a.m. 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 2023 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 ordinary resolutions:

*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. Ashleen Prasad*

To appoint Ms. Ashleen Prasad, 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) Mr. Roderick Kamleshwaran*

After a thorough interview process, the directors selected Mr. Roderick Kamleshwaran as an independent director to recommend to the members, pursuant to Article 53 of the Articles of Association of the Company, to fill the vacancy caused by Mr. Rupeni Fonmanu's demise. Assessment for his Independence is subject to SPX approval.

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

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

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

Pursuant to the provisions of Section 422(2) & 422(3) of the Companies Act 2015, Ernst & Young of Suva, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by periodic rotation 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.

## **SPECIAL BUSINESS**

### **Increase in total remuneration for Directors**

The Board recommends an increase in the total Directors' remuneration for all directors to a maximum of \$60,000.

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 accompany the Notice of Meeting.

By order of the Board of Directors.



**Catherine Pleass**  
**Company Secretary**  
**Dated: 04/06/2024**

## **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. Cate Pleass and Ms. Ashleen Prasad be reappointed as directors of the Company. The Board considers that the nominated directors possess attributes necessary for the development of the Company.

#### *(a) Ms. Cate Pleass*

Ms. Cate Pleass has been a Director of Pleass Global throughout the company's operations and is also currently appointed Company Secretary. Ms. Pleass has vast experience across a variety of industries in senior management, and her corporate knowledge is extensive.

#### *(b) Ms. Ashleen Prasad*

Ms. Ashleen Prasad 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.

(c) Mr. Roderick Kamleshwaran

Mr Kamleshwaran has extensive Board experience and has the following management experience.

Roderick is known for his strategic leadership and commercial insights and is regularly called upon by developers and owners of convention and exhibition centres, integrated resorts, and hotels. He specialises in mixed-use developments anchored by hospitality assets.

Roderick brings unique global experience with over 25 years of leading projects on 5 continents. He has advised real estate projects with a completion value exceeding US\$ 30 billion.

After senior roles at PwC and IHG, Roderick set up a highly successful advisory practice specialising in venue assets at GainingEdge as a co-owner before AnSeb Consulting.

A background in engineering and finance underpins the technical and commercial expertise that Roderick brings to asset management and real estate developments - assisting with commercial due diligence, funding options, master planning and design reviews and operator procurement.

Roderick has advised governments and institutional and private sector developers and owners in over 25 countries including Australia, NZ, Fiji, Tahiti, Singapore, Hong Kong, Japan, China, India, Thailand, Malaysia, Bhutan, Italy, Cyprus, Norway, Georgia, Serbia, Jordan, Saudi Arabia, South Africa, Kenya, Nigeria, Zimbabwe, Canada and Mexico.

Roderick also serves as an independent director on hotel owning companies.

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

The Board informs the shareholders of the Company that KPMG Chartered Accountants of Suva, cease to be auditors of the Company due to periodic rotation. Pursuant to Section 422(2) & 422(3) of the Companies Act 2015, the casual vacancy is required to be filled up by appointment of auditors. The Board, therefore, proposes the appointment of Ernst & Young of Suva as auditors of the Company effective the forthcoming Annual General Meeting of the Company.

## **SPECIAL BUSINESS**

### **Increase in total remuneration for Directors**

The Directors' fees, in total, are capped at \$30,000; this has not been reviewed for 5 years. In order to attract and retain the quality of Directors our company requires, the Board has proposed an increase in fees be considered by the members. We have conducted informal research on the subject across Fiji companies (including listed and non-listed), and the range of fees is wide; however, the fees currently being provided to Directors are at the very low end of the range. The Board has considered this matter and proposes to the members a suggested change in fees as follows.

Total current remuneration to Directors is \$30,000

Proposed total remuneration to Directors \$60,000

**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 June 18<sup>th</sup> 2024 at 11.00 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 Ms. Cate Pleass as a Director   |                    |         |         |
| 2(b).          | Re-election of Ms. Ashleen Prasad as a Director  |                    |         |         |
| 2(c).          | Appointment of Mr. Roderick Kamleshwaran as an Independent Director  |                    |         |         |
| 3.             | Appointment of M/s. Ernst & Young Chartered Accountants as auditors of the company for 2024 and that the Board be authorised to fix their remuneration |                    |         |         |
| 4.             | Special Business   |                    |         |         |
| 5.             | Increase in total remuneration for Directors   |                    |         |         |
| 6.             | Electronic Communications  |                    |         |         |
| 7.             | Any other business in conformity with the Articles of Association  |                    |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Signature of Member(s) \_\_\_\_\_

**Notes:**

1. \*It is optional to put an '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 11.00 am, Sunday 16<sup>th</sup> June 2024, 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 ONLINE ATTENDANCE**

I/We, named below, as shareholders 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 Pre-registration 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 verification purposes.
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 proposes/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 11.00 am, Tuesday 11<sup>th</sup> June 2024.



**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 11.00 am, Tuesday 11<sup>th</sup> June 2024.

**ANNEXURE K: 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.