

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 the site of the new factory; Pleass Drive, off Namosi Road, Namosi, Suva, Fiji on Thursday May 17, 2018.

Prior to the AGM, there will be a brief facility tour and refreshments will be available from 10.30am and the meeting will commence promptly at 11am.

Those requiring transport please call Sheenal Chand on 3308803 to make arrangements.

AGENDA

1. Apologies

2. Minutes of the Previous Meeting held on 18 May 2017

To receive, consider and adopt the minutes of the previous Annual General Meeting held on 18 May 2017, as a correct record of the meeting.

3. Chairman's address

4. Adoption of Financial Statements for the year ended 31 December 2017

To receive, consider and if thought fit, adopt the audited financial statements and the reports of the Directors and Auditors for the year ended 31 December 2017.

5. Election of Directors

To consider and if thought fit, pass the following resolutions as ordinary resolutions:

(a) Ms. Catherine Pleass

Ms. Pleass retires by rotation in accordance with Article 107 of the Articles of Association of the Company and being eligible offers herself for re-appointment as a director of the company.

(b) Mr. Bruce Sutton

Mr. Sutton retires by rotation in accordance with Article 107 of the Articles of Association of the Company and being eligible offers himself for re-appointment as a director of the company.

6. Appointment of Auditors

The Board proposes that BDO, Chartered Accountants, be re-appointed as auditors of the company for the year 2018 and that the board be authorised to fix their remuneration.

7. Declaration of Dividends

The Board recommends that a final dividend of 2 cents per share be declared for the year ended 31 December 2017.

8. Other Business

Any other business brought up in conformity with the Articles of Association of the company.

9. Special Business - Adoption of New Company Articles of Association

To receive, consider and if thought fit, adopt the new company articles of association.

By order of the Board of Directors.



Catherine Pleass
Company Secretary

Dated : 20/04/2018

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 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.

Item 4: Adoption of Financial Statements

The audited financial statements and the reports of the Directors and Auditors are included in the 2017 Annual Report and are for the shareholders to read prior to the meeting.

As stipulated in the Articles of Association of the company, it is a requirement that the shareholders present at the AGM receive and adopt the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors of the company.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about or make comments on these reports. Shareholders will be given a reasonable opportunity to ask the company/auditor questions about the conduct of the audit and the content of the Directors'/Auditor's Report.

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

Item 5: Election of Directors

(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.

(b) 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 serves 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.

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 4 May 2018.

Item 6: Appointment of Auditors

The Board proposes that BDO be appointed auditors of the Company for 2018 and that the Board be authorised to fix their remuneration.

Pursuant to Section 422 of the Companies Act, every company shall, at each annual general meeting, appoint auditor or auditors to hold office from the conclusion of that, until the conclusion of the next, annual general meeting.

The section also stipulates that the remuneration of the auditors may be fixed by the directors of the company upon approval from shareholders in a general meeting.

Item 7: Declaration of Dividends

The Board recommends a final dividend of 2 cents per share in respect of the year ended 31 December 2017.

Pursuant to Article 146 of the company's Articles of Association, the company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

The directors may, from time to time, pay to the members such interim dividends as appear to the directors to be justified by the profits of the company.

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

Item 9: Adoption of New Company Articles of Association

The company has made changes to the set of articles previously adopted by the company.

In the new set of articles each and every clause in these articles have been modernised and is in sync with the 2015 Companies Act and SPSE listing rules.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask relevant questions about or make comments on these new articles.

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