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NOTICE OF ANNUAL GENERAL MEETING OF PLEASS GLOBAL LIMITED

Notice is hereby given that the Annual General Meeting of Pleass Global Limited (PBP) will be held at the site of the new factory; Pleass Drive, off Namosi Road, Namosi, Fiji on Thursday May 30, 2019 at 10.00am to transact the following business

ORDINARY BUSINESS:

1. Consideration of Financial Statements:

To receive and consider the audited financial statement of the Company for the financial year ended 31 December 2018 together with the reports of the Board of Directors and Auditors thereon.

2. Confirmation of Declaration of Final Dividend:

To declare a final dividend of FJD 2 cents per equity share for the financial year ended 31 December 2018.

3. Election of Directors

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

(a) Re-appointment of Ms. Latileta Qoro

To appoint Ms. Latileta Qoro, 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 Mr. Ashnil Prasad

To appoint Mr. Ashnil 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.

4. 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, Pricewaterhouse Coopers (PwC) of Suva, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of BDO Chartered Accountants 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:

All other business transacted at an AGM is special business.

5. Initial adoption of Dividend Reinvestment Plan

The Board recommends to offer a Dividend Reinvestment Plan to shareholders with respect to the final dividend determine for FY18 as per the company policy on Dividend Reinvestment. Participation in the plan is optional.

6. Increase in Directors' Fees

The Board recommends an increase in total directors' fees for all directors to a maximum of \$30,000.

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

By order of the Board of Directors.

A handwritten signature in blue ink, appearing to be 'Catherine Pleass', written over a horizontal line.

**Catherine Pleass
Company Secretary
Dated: 09/05/2019**

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 behalf.
2. The proxy need not be a member of the company or The proxy must be a member of the Company [draft in accordance with Articles of Association 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. Confirmation of Interim Dividend or Declaration of Final Dividend:

The Board recommends a final dividend of 2 cents per share amounting to total dividends declared to 4 cents for the year ended 31 December 2018. The Board has reviewed the latest audited financial statements, current and future financial forecasts and the cash flow statements and therefore has reasonable grounds to believe that the Company is solvent.

3. Election of Directors

The Board proposes that Ms. Latileta Qoro be re-appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Ms. Qoro is a Human Capital Management Consultant with Maxumise (Fiji) Limited. Ms. Qoro began her career with PricewaterhouseCoopers (Suva) as an auditor prior to joining the Reserve Bank of Fiji's and South Pacific Stock Exchange. In line with her professional experience she also serves as a committee member of Australian Institute of Directors' Fiji.

Ms. Qoro holds a Master of Commerce Degree majoring in Accounting, and a Bachelor of Economics Degree both from the University of Sydney, Australia. She also serves as a Director on the Board of Free Bird Institute Limited.

The Board proposes that Mr. Ashnil Prasad be re-appointed as director of the Company. The Board considers that the nominated director possesses attributes necessary for the development of the Company.

Mr Prasad is Manager Acquisitions with Fiji National Provident Fund Fiji. Mr Prasad has worked with Chartered Accountants firms and Australia and New Zealand banking group as a Financial Analyst prior to joining FNPF.

Mr Prasad holds a Bachelor of Arts in Finance and Economics from the University of Fiji and is currently pursuing his Master's Degree majoring in Finance from Macquarie University in Sydney, Australia. He also serves as a Director on the Board of Pacific Green Industries (Fiji) Limited.

4. Appointment of Auditors

Auditor's appointment to fill in a vacancy:

The Board informs the shareholders of the Company that BDO Chartered Accountants, cease to be auditors of the Company due to resignation. Pursuant to Section 422(2) & 422(3) of the Companies Act 2015, the casual vacancy requires to be filled up by appointment of auditors. The Board therefore proposes the appointment of Pricewaterhouse Coopers (PwC) of Suva as auditors of the Company effective the forthcoming Annual General Meeting of the Company.

5. Initial adoption of Dividend Reinvestment Plan

The Board recommends to offer a Dividend Reinvestment Plan to shareholders with respect to the final dividend determine for FY18. Participation in the plan is optional and shareholders who do not wish to participate in the Plan will receive a cash dividend.

All Shares purchased under the plan will be newly issued by the company and can be purchased at a 5% discount on one month average market price of the company shares on the South Pacific Stock Exchange ("SPSE").

6. Increase in Directors' Fees

Directors' fees have not been subject to an increase for a number of years. In view of the increased duties and responsibilities of directors under the revised Companies Act and other legislation and having regard to the level of directors fees paid by comparable listed companies it is considered appropriate to increase directors' fees.

Total directors' fees for all directors were previously \$10,000. The Board recommends to shareholders an increase in total directors' fees for all directors to \$30,000.

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 30th May 2019 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.	Confirmation of Declaration of Final Dividend:			
3 (a).	Re-appointment of Ms Latileta Qoro as a Director			
3 (b).	Re-appointment of Mr Ashnil Prasad as a Director			
4.	Appointment of Auditors			
	Special Business			
5.	Adoption of Dividend Reinvestment Plan for the final Dividend of 2018			
6.	Adoption of Increase in Directors Fees			

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, Tuesday 28th May 2019, 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.