



VANILLA PLANTATIONS
FIJI PTE LTD

SHORT FORM INFORMATION MEMORANDUM

Vanilla Plantation Fiji Pte Ltd Objectives



1. To create a benchmark single origin vanilla bean plantation in Fiji for the benefit and reward of our shareholders.
2. To provide our international clients with a superior product and a superior service.
3. To conduct our horticultural practices in a sustainable manner.
4. To provide our employees with a rewarding working environment whilst promoting gender equality.
5. To always seek better ways to do things.



Pollinating Vanilla Flower



Harvesting



Conditioning

Three Commercial Imperatives to Invest

1. A consistent high return on investment

Projected Net and Trading Profit up to 62%.

2. Demand exceeds supply

As Symrise, a substantial International Flavour and Fragrance GlobalEntity, notes:

"Demand continues to growthe demand deficit needs cultivation in new regions."

"For the last several years supply of vanilla is down - way down."

3. Big Food and IFF entities seek to diversify vanilla supply sources

Big Food and its international flavouring and fragrance partners are seeking to diversify their sources of supply for Vanilla. There is a supply vulnerability. At the present time, 80% of the Vanilla comes from Madagascar.

Since gaining independence from France in 1960, it has experienced repeated reported bouts of political instability, coups, violent unrest and disputed elections.



Investment Summary

Investment Project Summary & Indicative Returns for Shareholders

SUBSCRIPTION PRICE PER SHARE PROJECTED YIELD DATA	US \$12,400
Harvest Years	Year 3 up to Year 11 annually
Vanilla Planifolia	100%
Cured Beans per vine	3kgs pa
Vines per Plantation	12,500 vines
12,500 vines x 3kg	37,500 kg pa
37,500 kg x US \$200/kg	US \$7,500,000
Acres under cultivation	5 acres
Current World Price at source ¹ .	US \$250/kg
Our Allowed Price at source (a 20% discount)	US \$200/kg
Net Trading Profit Returns Margin	Up to 62%

¹. The Madagascar Government enforces a minimum export price of US \$250/kg regardless of grade or quality.

The disclosures are not definitive statements but they are reasonable ones.

Fiji provides a complete tax exemption for this agricultural project.

Directory

Project Entity

Vanilla Plantations Fiji Pte Ltd
Coy No. RCBS2019L4631
www.vanillaplantationsfiji.com
C/- Cromptons Lawyers, Suva, Fiji Islands

Postal Address

GPO BO 16348 Suva Fiji Islands

Solicitors to the Project

Cromptons Lawyers
Suva, Fiji Islands

Investment Enquiries

Vanilla Plantations Fiji Pte Ltd
investor@vanillaplantationsfiji.com

Directors

Frederick T Gulson
Terry Ryan
Kartika Devi

Share Issue Details

Issuer: Vanilla Plantations Fiji Pte Ltd | **Security:** Redeemable Preference Shares

TOTAL SHARES TO BE ISSUED	400
MAXIMUM SHARES TO BE ISSUED TO EACH APPLICANT	90 or by agreement
ISSUE PRICE PER SHARE	US \$12,400

Some terms concerning the redemption of the redeemable preference shares:

1. The shares may be redeemed by the shareholder at the shareholders purchase price at the time the shares were issued.
2. The redemption of the shares is at the sole discretion of the company and redemption shall occur either at the end of the 10 year period since the plantation commenced or when the cropping of the vanilla beans becomes uncommercial, as certified by an independent horticulturalist.
3. The redeemable preference shareholders have no right to vote or to participate in the company governance.
4. The redeemable preference shares have the right to be paid dividends and other payments in priority to shareholders that hold ordinary shares.
5. By agreement shares may be owned between up to 4 entities. However, only one entity will be recorded in the company's records as the shareholder of those shares. Further, only the registered holder and no other entity can exercise any of the rights that are attached to the share/s.

The Vanilla Project is not a Start-Up

The Project does not have the characteristics or the risks of a start-up. A start-up enterprise is one founded to develop and validate a business model. They create new products and services that did not currently exist e.g. Google or Facebook

There are three characteristics which distinguish our Project from a start-up enterprise:

- * Vanilla has been grown since the days of the Aztecs and was taken to Europe in about 1540.
- * Vanilla has been grown in most neo-tropical regions such as Madagascar and PNG.
- * Madagascar, which produces about 80% of the world production of vanilla, has a floor price of US\$250 per kilo. Our price is based on a conservative US\$200 per kilo.

The company's endeavours and skills have been recognised by the United Nations Food and Agriculture Organisation (FAO).

There is a proven and sustained market for Vanilla which is well established.

Our Directors

Our directors are committed to not only providing a benchmark vanilla product and service but also to be fair and ethical.

Fred Gulson's family has been involved in agriculture since the 1860s. He will be moving to the plantation to oversee its management and operation.

Fred has owned and managed a number of diverse agricultural enterprises employing teams of up to 40 people - one cultivated 149 million trees for essential oil production; another in the Northern Territory produced table grapes which were exported to PRC and Hong Kong. His company's essential oil production facility created just over 500,000 cubic metres of biomass annually which was supplied to the southern Queensland landscaping and nursery markets.

Terry Ryan has had a lifetime involvement with agriculture ranging from advising the Australian Deputy Prime Minister and State and Territory Ministers on a wide range of issues. He is recognised as an expert in sectors of agriculture. He has lectured in Europe and South America as well as undertaking major studies for agricultural and horticultural inputs in Australia.

Terry has a deep passion for horticulture and agriculture.

Kartika (Kitts) Devi has over 13 years' experience in the corporate accounting profession in Fiji in diverse industries such as transport, marketing and printing. Kitts has a strong understanding of Fiji accounting standards as well as attending to a number of matters relating to immigration formalities and foreign investment. These skill sets will be most valuable in working within the Fijian Islands context. Her family cultivated sugar cane and root crops.

Innovation is part of our DNA.

To put it succinctly, we will owe our success to the support of our clients and the dedication of our staff. We have a culture of looking after our investors and clients' interests ably and responsibly.



"The biggest issue will be quantity (of vanilla) that is exerting more upward pressure on prices given large food companies including Nestle and Hershey have said they will use natural flavourings. This has led to a hurried search for new sources of natural vanilla flavourings."

- Sales and Marketing Manager, Euronvanille

"Globally, demand for pure vanilla continues to grow the global vanilla demand deficit needs to be addressed through vanilla cultivation in new regions."

- Symrise Flavours



Vanilla not so boring: it's world's top smell

GLOBAL STUDY

Joe Pinkstone



Vanilla is often unfairly maligned as being a safe and boring choice — but it is in fact the world's favourite scent, a team of international experts has found.

Scientists from the University of Oxford and the Karolinska Institute in Stockholm took 10 scents spanning the entire sphere of worldly odours and presented them to 235 people from nine different cultures.

The cultures included people from urban areas in America, Mexico and Thailand, as well as secluded farmers living in the South American mountains, hunter-gatherers in the South-East Asian rainforest and fishing communities on Central America's Pacific coast.

"Since these groups live in such disparate odoriferous environments, like rainforest, coast, mountain and city, we capture many different types of 'odour experiences'," said Dr Artin Arshamian, study author, from the Karolinska Institute. "We wanted to examine if people around the world have the same smell perception and like the same types of odour, or whether this is something that is culturally learnt."

They discovered that cultural connotations or affiliations had little impact on how much someone liked a smell, with the fragrance's chemical structure eliciting a widely liked, or disliked, response irrespective of where in the world they live, what language they speak and what they eat.

The 10 scents used in the trial were chosen deliberately to be representative of all the odours found in the world, as determined by a previous study that analysed almost 500 smelly molecules. They included chemicals that smelled like sweaty feet, decaying fish, mushrooms, lavender and vanilla. Study participants were asked to smell each chemical and rate how pleasant they found it compared with the others.

Vanilla was the most preferred smell, followed by a chemical that smelled like peaches, and a lavender-like scent. The most unpleasant smells were isovaleric acid, diethyl disulfide and 2-isobutyl-3-methoxypyrazine, which smell like sweaty feet, decaying fish and overly ripe green peppers respectively.

The study is published in the journal *Current Biology*.

Applicant's Acknowledgement and Acceptance

This includes any conditions applying to the issue of Redeemable Preference Shares.

By signing the Application Form, I/we hereby acknowledge and agree:

1. Prior to completing the Application Form, I/we were given access to and have read and understood the Information Memorandum and other documents.
2. Vanilla Plantations Fiji Pte Ltd may, in its sole discretion, accept or reject an Application in whole or in part.
3. The Project, to which this company is pursuing, is intended to be of a medium to long term nature and I/we acknowledge the risks of the Project, as set out in the Information Memorandum.
4. If the Application Form is signed by an Attorney, the Attorney states that he/she has an irrevocable power of attorney given for valuable consideration under authority of which this Application Form and the general Power of Attorney is signed.
5. I/we acknowledge that information contained in my/our application for shares will only be released in accordance with:
 - a) the Vanilla Plantations Fiji Pte Ltd's Privacy Policy; and
 - b) as required or authorized by law.
6. The shareholder by signing the application on page 10 is agreeing that Vanilla Plantations Fiji Pte Ltd or director thereof is to act as its attorney to sign documents and agreements which are not prejudicial to the shareholder interests in the considered opinion of the attorney. A copy of the Power of Attorney is available upon request.
7. I/we am/are at least 18 years of age and do not have any mental illness that impairs my/our judgment or behaviour to a significant extent.
8. The Articles of Association provide that the Courts of Fiji have sole and exclusive jurisdiction to determine any dispute or argument under or in connection with this investment, Vanilla Plantations Fiji Pte Ltd or a related company.
9. The terms of redemption are outlined in the Company's Articles of Association and agreed.



Application Form and Payment Details

1. Name(s) of Applicant(s)

Surname or Company Name

Title

Given Name(s) (no initials)

2. Address

Number & Street or PO Box

Suburb/Town/Country

State/County

Postcode/Zip Code

3. Contact Details for Applicant

Contact Name

Mobile/Cell Phone

Home Phone

Email

4. Payment

Applications for shares must be made in multiples US \$12,400 per share.

Total no. of shares applied for _____ x US \$12,400 per share = US \$_____

International Bank Transfer

Vendor/Seller: Vanilla Plantations Fiji Pty Limited
 Address: Address 5/49 York Street, Sydney NSW 2000
 Account Name: Vanilla Plantations Fiji Pty Limited
 Bank: Westpac Banking Corporation
 Bank Address: 99 Pitt Street, Sydney NSW 2000
 Swift Code: WPACAU2S
 BSB: 034 702
 Account No: 253 366
 Note: Transfer Description Ref: Applicant's name

**Applicants: Please email the completed Application Form
and your bank's payment confirmation advice of the bank transfer to:**

investor@vanillaplantationsfiji.com