



19th November 2020

MARKET ANNOUNCEMENT - PGI AGM NOTICE

Pacific Green Industries (Fiji) Limited Annual General Meeting was supposed to be held on 12th June 2020. However, due to the pandemic and restrictions on movement and lockdowns the Annual General Meeting had been postponed to a later date.

The AGM has now being re-scheduled to be held on **4th December 2020** commencing at 1:00pm at the Pacific Green Showroom, Queen Road, Malaqereqere, Sigatoka.

Attached please find Notice of Annual General Meeting with necessary details.

Yours Faithfully,

A large, stylized handwritten signature in black ink, appearing to be the name of the Director.

Director

A smaller, stylized handwritten signature in black ink, appearing to be the name of the Secretary.

Secretary

Save the Forest – Use Palmwood

Pacific Green Industries (Fiji) Ltd – TIN: 50-12137-0-7 – P.O. Box 832, Sigatoka, Fiji Island
Tel: (679) 6500055 / (679) 6500453 - Email: pgfiji@connect.com.fj / pacificgreen@connect.com.fj

NOTICE OF ANNUAL GENERAL MEETING OF PACIFIC GREEN INDUSTRIES (FIJI) LIMITED

Notice is hereby given that the Annual General Meeting of Pacific Green Industries (Fiji) Limited will be held at the Pacific Green Showroom, Queen Road, Malaqereqere, Sigatoka on 4th December 2020 at 1:00pm to transact the following business.

Due to the COVID-19 restrictions, attendees may attend in-person or on-line. The following options are available for the shareholders, media and other stakeholders to participate in the AGM:

1. Attend in Person
2. Attend on-line through Zoom
3. Attend via Proxy

Shareholders who wish to attend the AGM on-line through Zoom, must fill the Pre-Registration Form attached to this notice and email the duly completed form to pacificgreen@connect.com.fj or pgfiji@connect.com.fj by Tuesday 1st December, 2020.

If you are considering attending the AGM in-person, please note that the Company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site.

Circumstances relating to COVID-19 are changing rapidly and we will update shareholders if any of these changes impact arrangements for the AGM.

Agenda

Ordinary Business:

1. Consideration of Financial Statements

To receive and consider the Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended 31 December 2019.

2. Election of Directors

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

(a) *Mr Samuel Ram*

To appoint Mr Samuel Ram director of the company who retires by rotation pursuant to Clause 107 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

(b) *Mr Ashnil Prasad*

To appoint Mr Ashnil Prasad director of the company who retires by rotation pursuant to Clause 107 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.

3. Appointment of Auditors

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

Pursuant to the Articles of Association of the Company, M/s PricewaterhouseCoopers, 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 declared by the Board with the mutual consent of the auditors.

4. Confirmation of Dividend

No dividends were recorded or declared during the year ended 31 December 2019.

Special Business:

All other business transacted at an AGM is a special business.

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

By order of the Board of Directors



Shabnam Prasad
Company Secretary
19.11.20



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.
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 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 1. Consideration of Financial Statements:

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors' Report and the Auditors 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.

Item 2. Election of Directors

The Board proposes that Mr. Samuel Ram and Mr. Ashnil Prasad be re-appointed as directors of the Company. The Board considers that each nominee possesses attributes necessary for the development of the Company.

(a) Mr. Samuel Ram

Mr. Samuel Ram is a lawyer by profession. He has been serving on PGI Board as the Chairman since June 2013.

(b) Mr. Ashnil Prasad

Mr. Ashnil Prasad is a representative of Fiji National Provident Fund. He has been serving on PGI board since November 2016.

Item 3. Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 143 of Article 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 Auditors. The retiring Auditors M/s PricewaterhouseCoopers, Chartered Accountants, being eligible, offer themselves for appointment.

Item 4. Confirmation of Dividends

The Board resolved that no dividends shall be declared or paid by the company for the financial year ended 31 December 2019.

PROXY FORM

[Pursuant to Section 157 and 158 of Companies Act 2015]

PACIFIC GREEN INDUSTRIES (FIJI) LIMITED

Name of the Member: _____

Registered Address: _____

SIN: _____

I /We, being the member (s) of _____ shares of Pacific Green Industries (Fiji) Limited 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 Pacific Green Industries (Fiji) Limited, to be held on **4th December 2020 at 1:00pm** at Pacific Green Showroom, Queens **Highway, Malaqereqere, Sigatoka** 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 Audited Financial Position and Comprehensive Income Statement and the reports of the Directors and Auditors, for the year ended 31 December 2019			
2 (a)	Re-election of Director: Mr. Samuel Ram			
2 (b)	Re-election of Director: Mr. Ashnil Prasad			
3	Appointment of Auditors - Messrs. PricewaterhouseCoopers			
4	Confirmation on Dividend: No Dividend paid/declared for year 2019			

Signed this _____ day of _____ 20_____

Signature of Member (s) _____

Notes:

- * It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box.
If you leave the 'For'/'Against'/'Abstain' coloum blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
- 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 filed in.
- This Proxy Form must be received by the Company on the following address: PO Box 832, Sigatoka or at Share Registry at Queens Highway, Malaqereqere, Sigatoka or email on: pacificgreen@connect.com.fj / pgfiji@connect.com.fj by 2nd December 2020 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.

Appointment of Corporate Representative

[Pursuant to Section 160 of Companies Act 2015]

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 **4th December 2020**

Of

PACIFIC GREEN INDUSTRIES (FIJI) LIMITED

SIGNATURES - THIS MUST BE COMPLETED

Common Seal (if applicable)	Director	Sole director & Sole secretary
	Director /Company secretary	Date

Information:

In order to be effective, the form must be received by Pacific Green Industries (Fiji) Limited on the following address: PO Box 832, Sigatoka or at Share Registry at Queens Highway, Malaqereqere, Sigatoka or email on: pacificgreen@connect.com.fj / pgfiji@connect.com.fj by 2nd December 2020 being not later than 48 hours before the commencement of the meeting. 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 maybe 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.



PRE-REGISTRATION FORM FOR ONLINE 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: _____

Shareholder Identification Number: _____

Email Address: _____

Contact Number(s): _____

Signature(s): _____

Date: _____

** Where authorized representative of a company or proxy holder for a shareholder. (Also attach proxy)*

IMPORTANT:

Please note the following:

1. Full name and voter identification card number/passport number(s)/ company registration number is required for the 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 **pacifcgreen@connect.com.fj** or **pgfiji@connect.com.fj** by Tuesday 1st December 2020.