



**Date: 16 June 2021**

Dear Shareholders,

On behalf of the Directors of PNG Air Limited (PNG Air), I am pleased to invite you to participate at the PNG Air Annual General Meeting (**AGM** or **Meeting**) to be held on Wednesday 16 July 2021 at 1.30pm at the online platform <https://agmlive.link/PNGAIR0221>

With the status of the COVID-19 pandemic, the Board is very focus on the well-being and safety of our staff, our Share Registrar, Link Market Services Limited (Link), your directors, and our shareholders. Accordingly, the Board has elected to use technology for the online delivery of our 2021 Annual General Meeting.

The Company is delighted to use technology to enable all shareholders to participate at the AGM online through Link's online platform at <https://agmlive.link/PNGAIR0221>. If you participate in the meeting online, you will be able to view the AGM live, participate in polling and submit written online questions.

The Online Platform Guide will provide details on how to ensure your browser is compatible with the online platform, and a systematic guide to successfully log in and navigate the site.

The technology of the online platform enables shareholder participation irrespective of geographical locations.

If you are unable to participate in the Meeting via the online platform, you are encouraged to complete and return the enclosed Proxy Form no later than 1:30 pm (Port Moresby time) on Monday, 14 July 2021 to PNG Registries Limited via email/fax/post or hand delivery as specified in the Notice of Meeting and the Proxy Form.

You are encouraged to read the enclosed Notice of Meeting and the explanatory Memorandum in full before a decision is reached on each resolution. The enclosed Proxy Form is to be used to direct your proxy votes for each resolution by marking either the "For" box, the "Against" box or the "Abstain" box

Thank you for your continued support of PNG Air Limited and I look forward to your participation and the opportunity to engage with you on the online platform

By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'Nisaal Chandra Jar', written over a horizontal line.

Nisaal Chandra Jar  
Company Secretary  
16 June 2021



## PNG AIR LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

PNG AIR Limited (the “Company”) gives notice that the Annual General Meeting of Shareholders will be held on Friday 16 July 2021 at 1:30pm (Port Moresby time) and shall be conducted by way of online platform.

#### ITEMS OF BUSINESS

##### GENERAL BUSINESS:

##### **Minutes of the previous Meeting of shareholders held on 16 July 2021**

To accept in principle the Minutes of the Annual General Meeting held on 16 July 2021 at 10:30 am (Port Moresby time) to be correct record of that meeting subject to ratification in the next scheduled Annual General Meeting.

##### ORDINARY BUSINESS:

#### **1. Financial Statements and Reports**

To note the financial statements, Directors report and the auditor for the Company for the year ended 31 December 2018, and to receive and address any queries by the shareholders thereof.

#### **ITEMS FOR APPROVAL**

#### **2. Appointment of Auditors**

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

*“That Deloitte Touche Tohmatsu be appointed as the Company’s auditor from the conclusion of this meeting until the conclusion of the Company’s next annual meeting and to audit the 2019 financial statements of the Company and the group financial statements during that period.”*

#### **3. Any Other Business**

To consider any other business of the day.

Dated: 16 June 2021

By order of the Board of Directors



Nisaal Jai  
Company Secretary



## EXPLANATORY NOTES

These Explanatory Notes accompany the Notice of Annual General Meeting of PNG Air Limited to be held on Friday 16 July 2021 at 1:30pm (Port Moresby time) and shall be conducted by way of online platform.

Information relevant to the business to be considered at the Annual General Meeting is provided in these Explanatory Notes and Shareholders should read this document in full before making any decision in relation to the resolutions.

### 1. Financial Statements and Reports

The Company's financial statements and the reports of the Directors and the auditor for the Company for the year ended 31 December 2018 is available on our website [www.pngair.com.pg](http://www.pngair.com.pg) for the shareholders to read prior to the meeting.

There is no requirement for the Shareholders to approve these reports. However, Shareholders will be afforded a reasonable opportunity to ask questions or make comments about those reports and the management of the Company. Shareholders will also be able to ask the auditor about the conduct of the audit and the preparation and content of the independent audit report.

### 2. Re-appointment of Auditor

The resolution to re-appoint the Company's auditor, Deloitte Touche Tohmatsu, to hold office from the conclusion of this meeting until the conclusion of the Company's next annual meeting is formally put to shareholders in accordance with section 190(1) of the Companies Act 1997.

The Directors recommend that you vote in favour of this resolution.

Attached are:

- i) Proxy form as required under Chapter 14 of the POMX Listing Rules.

