

## **Cable & Wireless Jamaica Limited 1999**

(formerly Telecommunications of Jamaica Limited)

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### **Notice of Annual General Meeting**

Notice is hereby given that the 12th Annual General Meeting of Cable & Wireless Jamaica Limited will be held at the Le Meridien Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, on the 4th day of November, 1999, commencing at 10:00 a.m. for the following purposes:

#### **Ordinary Business**

1. To receive the Audited Accounts for the year ended March 31, 1999, and the Reports of the Directors and Auditors thereon and to consider and (if thought fit) pass the following Resolution:

"That the Accounts for the year ended March 31, 1999, together with the Reports of the Directors and Auditors thereon be and are hereby adopted."

2. To consider and (if thought fit) pass the following Resolutions:
  - i) "That an interim dividend of four cents per stock unit paid on May 28, 1999 be and is hereby approved."
  - ii) "That, upon the recommendation of the Directors, a final dividend of eleven cents per stock unit in respect of the year ended March 31, 1999 (which together with the interim dividend of four cents per stock unit paid on May 28, 1999, making a total dividend for the year of fifteen cents per stock unit upon the stock units in issue as at May 28, 1999) be declared payable on January 28, 2000 to shareholders registered at close of business on December 15, 1999."

3. To elect Directors.

Directors retiring by rotation and eligible for re-election are: Mr. Errald Miller and Mr. Milton Weise. In accordance with Article 97 of the company's Articles of Association, Messrs. Donald Reed, Colin Little and Odie Donald and Miss Lisa Agard, having been appointed during the year to fill casual vacancies, shall cease to hold office and, being eligible, offer themselves for election to the Board.

To consider and (if thought fit) pass the following Resolutions:

- (a) "That retiring Director Errald Miller be and is hereby re-elected a Director of the company."
- (b) "That retiring Director Milton Weise be and is hereby re-elected a Director of the company."
- (c) "That Director Donald Reed be and is hereby elected a Director of the company."
- (d) "That Director Colin Little be and is hereby elected a Director of the company."
- (e) "That Director Lisa Agard be and is hereby elected a Director of the company."
- (f) "That Director Odie Donald be and is hereby elected a Director of the company."

To consider and (if thought fit) elect such other Directors as may be nominated pursuant to Article 95.

4. To appoint Auditors and fix the remuneration therefor.

TO consider and (if thought fit) pass the following Resolution:

"That Messrs. KPMG Peat Marwick, having agreed to continue in office as Auditors, be and are hereby appointed Auditors of the company and that the Directors be authorized to agree to their remuneration in respect of the period ending with the conclusion of the next Annual General Meeting."

**Special Business**

5. To increase share capital.

To consider and (if thought fit) pass the following Resolution:

"That upon the recommendation of the Directors the authorised share capital of the company be and is hereby increased from \$9,600,000,000 to \$11,300,000,000 by the creation of 1,700,000,000 ordinary shares of \$1.00 each, such shares to rank pari passu with the existing ordinary stock units of the company."

6. To make Bonus Issue.

To consider and (if thought fit) pass the following Resolution:

"That upon the recommendation of the Directors, it is desirable to capitalize the sum of \$1,685,557,527 fully out of the profits of the company for the year ended March 31, 1999 and that, accordingly, the said sum be capitalized and applied in making payment in full at par for 1,685,557,527 ordinary shares of \$1.00 each in the capital of the company, such shares to be distributed as fully paid among the persons who are registered as holders of the ordinary stock units in the capital of the company at the close of the books of the company on November 22, 1999 at the rate of two (2) fully paid shares for every eleven (11) stock units of \$1.00 held by such holders respectively, such fully paid shares to rank for all purposes immediately upon their issue pari passu with the existing ordinary stock units of the company."

7. To convert shares to stock units.

To consider and (if thought fit) pass the following Resolution:

"That the Directors be and are hereby authorized to convert the said ordinary shares as soon as they are fully paid up into ordinary stock units of the company."

8. Amendment to Articles.

To consider and (if thought fit) pass the following Resolutions:

(a) Proposed Article 109A

That the Articles of Association of the Company be altered by adding the following Article:

"Meetings of directors or of a committee of directors may be held wholly or partially by telephone conferencing and/or video conferencing system by virtue of which all participants are able to hear and speak to each other at the same time. Any meeting of directors or of

a committee of directors may, at the request of any director made not less than forty eight (48) hours prior to the scheduled time of the meeting, be held in that manner. A director who participates in a meeting in that manner, shall (notwithstanding being absent from the Island or otherwise remote from the venue of a meeting) be deemed present in person at the meeting and shall be counted in the quorum for and be entitled to vote at the meeting."

(b) Amendment to Article 22

"That the Articles of Association of the Company be altered by amending Article 22 by deleting the words "and transferee" in the second line of that article."

Dated the 8th day of September 1999  
By Order of the Board

Clover L. Chung (Mrs.)  
Secretary

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