

**SCOTIA INVESTMENTS JAMAICA LIMITED**



**NOTICE OF MEETING TO CONSIDER SCHEME OF ARRANGEMENT**

CLAIM NO. 2017CD00350

**IN THE MATTER** of Scotia Investments Jamaica Limited

**AND IN THE MATTER** of the Companies Act, 2004

**SCHEME OF ARRANGEMENT UNDER SECTION 206  
OF THE COMPANIES ACT, 2004**

**BETWEEN: SCOTIA INVESTMENTS JAMAICA LIMITED (“SIJL”) or “the Company”) AND THE HOLDERS OF ITS ORDINARY STOCK UNITS**

NOTICE IS HEREBY GIVEN THAT by an Order of the Supreme Court of Judicature of Jamaica made on the 12<sup>th</sup> day of July, 2017 in the above matter the Court directed that a Meeting be convened of the stockholders of the Company for the purpose of considering and if thought fit approving (with or without modification) a Scheme of Arrangement proposed to be made between the Company and its stockholders and such Court-ordered Meeting will be held at the **Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5 in Parish of Saint Andrew on the 30<sup>th</sup> day of August, 2017 at 2:00 p.m.** at which place and time all such stockholders are requested to attend. At such meeting stockholders will be asked to vote on the following resolution.

Scheme Resolution

To consider and if thought fit, pass the following resolution in accordance with section 206 of the Companies Act, 2004:

*“That pursuant to, and in accordance with, section 206 of the Companies Act, 2004, the proposed scheme of arrangement between Scotia Investments Jamaica Limited and its stockholders, the terms of which are contained, and more particularly described, in the Scheme of Arrangement contained in the Scheme Booklet, be and is hereby approved.”*

A copy of the Scheme of Arrangement and a copy of the Statement required to be furnished pursuant to Section 207(1) of the Companies Act, 2004 are included in a Scheme Booklet sent herewith and which is also available at [www. https://scotiainvestmentsjm.com](https://scotiainvestmentsjm.com)

**A stockholder may vote in person at such meeting or he may appoint another person, whether a stockholder in the Company or not, as his proxy to attend and vote in his stead.**

A form of proxy applicable for the Meeting is enclosed herewith.

In the case of joint stockholders the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint stockholder(s) and for this purpose seniority will be determined by the order in which the names of the joint stockholders stand in the Register of Members of the Company.

It is requested that forms appointing proxies be lodged at the registered office of the Company situated at Scotiabank Centre, corner of Duke & Port Royal Street in the City and Parish of Kingston not less than 48 hours before the time appointed for the said Meeting, but if the forms are not so lodged they may be handed to the Chairman at the Meeting at which they are to be used.


Proxy forms may be returned in the manner set out in the Notes below.

A Chairman will be appointed at the meeting who will report the results of the meeting to the Court.

The said Scheme of Arrangement will be subject to the subsequent approval of the Court.

DATED this 28<sup>th</sup> day of July, 2017

Signed: \_\_\_\_\_

  
Name: Trevor Patterson  
**Patterson Mair Hamilton**  
Temple Court  
85 Hope Road  
Kingston 6  
Saint Andrew  
Attorneys-at-law  
For the above-named Company

### **NOTES TO THE NOTICE OF SCHEME MEETING**

These Notes should be read in conjunction with the Notice of the Scheme Meeting set out above and the Scheme Booklet which contains the actual Scheme of Arrangement and the Explanatory Statement. Scheme Booklets can be obtained from any office of the Company or can be viewed at, and/or downloaded from, the Company's web site which can be found at: <https://scotiainvestmentsjm.com>

The Articles of Incorporation of the Company provide that three (3) stockholders, present in person or by proxy, shall constitute a quorum at a general meeting of the Company.

### Required Majorities

In accordance with section 206(2) of the Companies Act, 2004 the resolution to approve the Scheme must be approved by more than 50% of the members present and voting at the meeting (whether in person or by proxy) and holding at least 75% of the votes cast at the meeting.

### Entitlement to Vote

Any person who is a holder of ordinary stock units in the Company may vote on the Scheme. A stockholder who is unable to attend the Meeting may appoint only one Proxy to attend and vote on his behalf. Forms of proxies have been circulated with the Notice but additional Proxy Forms may also be downloaded from the Company's web site at <https://scotiainvestmentsjm.com>

Proxy Forms may be returned:

if you are in Jamaica or elsewhere and your SIJL stock units are not listed on the Trinidad and Tobago Stock Exchange:

*By post or hand delivery to:*

The Secretary  
Scotia Investments Jamaica Limited  
9<sup>th</sup> Floor  
Duke & Port Royal Streets  
Kingston  
Jamaica

*By facsimile transmission to:*

Fax: 1(876)967- 4107

*By e-mail to:*

[richard.fraser1@scotiabank.com](mailto:richard.fraser1@scotiabank.com)

or

(b) if your SIJL stock units are listed on the Trinidad & Tobago Stock Exchange

*By post or hand deliver to:*

Rachel Laquis  
Scotiabank Trinidad and Tobago Limited  
56-58 Richmond Street  
Port of Spain  
Trinidad

By facsimile transmission to:

Fax: 1(868) 627-5278

By e-mail to:

[rachel.laquis@scotiabank.com](mailto:rachel.laquis@scotiabank.com)

If you are sending a Form of Proxy from outside Jamaica you should do so as soon as possible and, in any event, so as to be received by the deadline set out on the relevant form. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Meeting (or in the case of the Video-linked Meeting in Port of Spain to the Convenor of that meeting) before the start of the Court-Ordered Meeting and will still be valid.

#### Chairman of the Meeting

The Court has ordered that the Meeting be chaired by Jeffery Hall, Chairman of the Company or failing him, by Jacqueline Sharp, a Director of the Company or failing her, by any other Director appoint by the Board of Directors.

#### Registration

Registration for the Meeting will commence at 1.00 p.m. and Members are urged to be on time.