

**DERRIMON TRADING COMPANY LIMITED**

**NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

Notice is hereby given that an Extraordinary General Meeting of Derrimon Trading Company Limited (the "Company") will be held on the 6<sup>th</sup> day of March 2018 at Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5 at 9:30A.M. in order to consider and (if thought fit) pass the following resolutions:

**ORDINARY RESOLUTION No.1 - Increase of Authorised Share Capital**

*"THAT the Authorised Share Capital of the Company be increased from 400,400,000 shares to 800,400,000 shares by the creation of an additional 400,000,000 shares."*

**ORDINARY RESOLUTION No.2 – Designation of Redeemable Preference Shares**

*"THAT, 400,000,000 shares in the capital of the Company be designated as Redeemable Preference Shares conferring upon the holders thereof such powers, rights, preferences, restrictions whether in regard to dividend, voting, return of capital or otherwise as may be fixed by the Board of Directors of the Company from time to time."*

**SPECIAL RESOLUTION No.1 – Amendment to Articles to Provide for Redeemable Preference Shares**

THAT the Articles of Incorporation of the Company be amended by inserting after Article 4 the following new Articles to be numbered 4A., 4B. and 4C. as follows:

*"4A. The Authorised Share Capital of the Company as at the date of adoption of this Article is 800,400,000 shares divided into:*

*(a) 275,400,000 Ordinary Shares; and*

*(b) 625,000,000 Redeemable Preference Shares.*

*4B. The Company shall be authorised to issue Redeemable Preference Shares from time to time conferring upon the holders thereof such powers, rights, preferences, restrictions whether in regard to dividend, voting, return of capital or otherwise as may be fixed by the Board of Directors of the Company.*

*4C. With respect to the redemption of any Redeemable Preference Shares issued by the Company the following rules shall apply unless the terms of the issue of the said Redeemable Preference Shares shall expressly provide otherwise:*

- (a) *The Company shall give notice to the registered holder of Redeemable Preference Shares of its intention to redeem his shares. Such notice shall be in writing and shall state the price, time and place for such redemption;*
- (b) *At the time and place fixed for redemption the registered holder of a Redeemable Preference Share shall be bound to deliver up to the Company the certificate thereof for cancellation, and thereupon the Company shall pay to him the redemption monies payable in respect of such share;*
- (c) *If at the date fixed for redemption a registered holder of Redeemable Preference Shares fails to deliver up to the Company his certificate for cancellation, the Company may nonetheless cancel his Redeemable Preference Shares and pay into a separate bank account the redemption monies owing to that registered holder of Redeemable Preference Shares. Redemption monies owing to a former registered holder of Redeemable Preference Shares (hereinafter the "Recipient") that have been cancelled will be an unsecured debt of the Company to such Recipient and shall not accrue interest against the Company and may be invested or otherwise made use of by the directors for the benefit of the Company until claimed by the Recipient. If (i) twelve years have passed from the date fixed for redemption and (ii) the redemption monies have not been claimed by the Recipient, then the Recipient is no longer entitled to that sum and it ceases to remain owing by the Company."*

Dated the 7<sup>th</sup> day of February 2018

By Order of the Board



Secretary



Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Such proxy need not be a member of the Company.
- (2) A member must lodge his Form of Proxy with the Secretary at 235 Marcus Garvey Drive, Kingston 11, **not less than 48 hours before the Meeting**, but if not so lodged it may be handed to the Chairman of the Meeting. (2) Any alteration made in this Form of Proxy should be initialed by the person who signs it.