



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the FIFTH ANNUAL GENERAL MEETING of JMMB Group Limited (the Company) will be held at the Jamaica Pegasus Hotel, Grand Jamaican Suite, 81 Knutsford Boulevard, Kingston 5, Jamaica on Wednesday, September 19, 2018 at 10:30 A.M. to consider, and if thought fit, to pass the following resolutions:

## **AS ORDINARY RESOLUTIONS:**

### **1. TO RECEIVE THE REPORTS OF THE DIRECTORS AND AUDITORS AND THE AUDITED ACCOUNTS FOR THE TWELVE (12) MONTHS ENDED MARCH 31, 2018.**

"THAT the Reports of the Directors and Auditors and the Audited Accounts for the year ended March 31, 2018 circulated with the notice convening the meeting be adopted".

### **2. TO RATIFY INTERIM DIVIDEND PAYMENTS AND DECLARE THEM FINAL.**

"THAT the interim dividends of Twenty Two Cents (22¢) paid on December 19, 2017 and Twenty Seven Cents (27¢) paid on June 29, 2018, making a total of Forty Nine Cents (49¢) for the year, be and are hereby ratified and declared as final and that no further dividend be paid in respect of the year under review."

### **3. TO RE-APPOINT DIRECTORS**

The directors retiring from office by rotation pursuant to Article 102 of the Company's Articles of Incorporation are Mrs Donna Duncan-Scott, Mr Hugh Duncan, Mr Dennis Harris and Mr Reece Kong who being eligible offer themselves for re-election.

(a) "THAT Director Donna Duncan-Scott who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company";

(b) "THAT Director Hugh Duncan who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company".

(c) "THAT Director Dennis Harris who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company".

(d) "THAT Director Reece Kong who retires by rotation and being eligible for re-election be and is hereby re-elected a Director of the Company".

### **4. ELECTION OF DIRECTORS**

In accordance with Article 108 of the Company's Articles of Incorporation, the following director, having been appointed during the year, retires and is eligible for re-election;

"That Director Patria-Kaye Aarons having been appointed during the year, retires and being eligible offers herself for re-election."

**5. TO APPOINT AUDITORS AND AUTHORISE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.**

"THAT KPMG, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company".

**6. TO APPROVE DIRECTORS' REMUNERATION**

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

"That the amount included in the Audited Accounts of the Company for the year ended March 31, 2018, as remuneration for their services as Directors be and is hereby approved."

**AS SPECIAL RESOLUTIONS:**

**1. TO AUTHORISE THE ISSUE OF FURTHER PREFERENCE SHARES**

"BE IT RESOLVED AS A SPECIAL RESOLUTION that the Company be and is hereby authorised to issue and allot to successful applicants up to 4,000,000,000 new Cumulative Redeemable Preference Shares, with such rights/ restrictions and terms and manner of redemption as shall be determined on behalf of the Company by the Directors of the Company or a Committee of Directors of the Company appointed by the Directors for such purpose."

**2. TO AUTHORISE THE DELISTING OF THE COMPANY'S ORDINARY SHARES FROM THE BARBADOS STOCK EXCHANGE INC.**

"BE IT RESOLVED AS A SPECIAL RESOLUTION that all of the Company's issued and outstanding Ordinary Shares be delisted from the Barbados Stock Exchange in accordance with the Rules of the Barbados Stock Exchange Inc. dated October 12, 2015, the Securities Act, Cap. 318B of the laws of Barbados and any other applicable laws of Barbados and that the directors of the Company be and are hereby authorised and directed to do all things necessary or desirable to give effect to the delisting."

Dated this 1st day of July 2018

By Order of the Board



Carolyn DaCosta  
Corporate Secretary

REGISTERED OFFICE  
6 Houghton Terrace,  
Kingston 10

NB: A member entitled to vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company. Enclosed is a Form of Proxy for your convenience, which must be lodged at the Company's Registered Office at least forty-eight (48) hours before the time appointed for holding the meeting. The Form of Proxy shall bear the stamp duty of \$100.00. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.