

AMENDED AND RESTATED
NOTICE OF ANNUAL GENERAL MEETING

(To change date and venue of 2019 Annual General Meeting)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Paramount Trading (Jamaica) Limited (the “Company”) will be held on **Saturday November 16th, 2019** at 10:00 a.m. at the **Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5, Saint Andrew**, for shareholders of the Company to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions

1. RECEIPT OF AUDITED ACCOUNTS

To receive the audited accounts of the Company for the year ended 31st May 2019 together with the reports of the auditors and the Board of Directors thereon:

“THAT the audited annual accounts of the Company for the year ended 31st May 2019 along with the reports of the auditors and the Board Directors thereon, be and are hereby adopted.”

2. RETIREMENT OF DIRECTORS BY ROTATION AND RE-APPOINTMENT

(i) That the following Directors of the Board who, being the longest serving, have retired by rotation prior to the reading of this resolution in accordance with Article 97 of the Articles of Incorporation of the Company and, being eligible, have consented to be re-appointed and to act (*each resolution below to be passed separately*):

(a) **“THAT Richard Rogers be and is hereby re-elected a Director of the Company.”**

(b) **“THAT Radcliff Knibbs be and is hereby re-elected as a Director of the Company.”**

(ii) That Metry Seaga being appointed to the Board of Directors of the Company with effect from September 5th, 2019, to fill a casual vacancy, has retired prior to the reading of this resolution in accordance with Article 93 of the Articles of Incorporation of the Company and, being eligible, has consented to be re-appointed and to act:

(a) **“THAT Metry Seaga be and is hereby re-elected a Director of the Company.”**

3. DIRECTORS' REMUNERATION

To authorise the Board to fix the remuneration of the Directors:

“THAT the amount shown in the audited accounts of the Company for the year ended 31st May 2019 as Directors' fees for services rendered by them, be and is hereby approved.”

4. REAPPOINTMENT AND REMUNERATION OF AUDITORS

To reappoint the auditors, and to authorise the Board of Directors to fix their remuneration:

“THAT McKenley & Associates, who have consented to continue in office, be and are hereby appointed as the auditors of the Company, to hold office until the next annual general meeting, and to authorise the Board to fix their remuneration.”

5. OTHER ROUTINE BUSINESS

To deal with any other business that is considered routine and appropriate for the Annual General Meeting:

“To transact any other ordinary business of the Company that may properly be transacted at an annual general meeting.”

Dated this 9th day of October, 2019

BY ORDER OF THE BOARD



**PMH Corporate Services Limited
COMPANY SECRETARY**

IMPORTANT NOTE FOR SHAREHOLDERS:

A shareholder who is entitled to attend and vote at the Annual General Meeting of the Company may appoint one or more proxies to attend and vote in his/her place. A proxy need not be a shareholder of the Company. The instrument appointing a proxy must be in writing and be executed by the shareholder(s) granting it, or by the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy must be made under the seal of the corporate shareholder. A suitable form of proxy accompanies this notice. The proxy form must bear stamp duty of \$100.00, before being executed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the proxy.

All completed and executed original proxy forms must be deposited together with the power of attorney or other document appointing the proxy, at the registered office of the Company at 39 Waltham Park Road, Kingston 13, Saint Andrew at least forty-eight (48) hours before the Annual General Meeting.

A corporate shareholder, instead of appointing a proxy, may by resolution of its Directors or other governing body, authorise and appoint any person it thinks fit to act as its representative at the Annual General Meeting of the Company, in accordance with Article 75 of the Company's Articles of Incorporation. Written evidence duly executed by an authorised official of the corporate shareholder and under seal of the corporate shareholder, of a resolution appointing a corporate representative, must be provided to the Company prior to the commencement of the Annual General Meeting.

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PROXY FORM

(To change date and venue of 2019 Annual General Meeting)

"I/We _____ (insert name)

of _____ (address)

being a shareholder(s) of the above-named Company, hereby appoint:

_____ (proxy name)

of _____ (address)

or failing him, _____ (alternate proxy)

of _____ (address)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **Saturday November 16th, 2019** at 10:00 a.m. at the **Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5, Saint Andrew**, and at any adjournment thereof. I desire this form to be used for/against the resolutions as follows (unless directed, the proxy will vote as he sees fit):

No.	Resolution details	Vote for or against (tick as appropriate)	
Ordinary Resolutions			
1.	To receive the audited accounts of the Company for the year ended 31st May 2019 together with the reports of the auditors and the Board of Directors thereon.	<input type="checkbox"/> For	<input type="checkbox"/> Against
2.(i)	To re-appoint the following Directors of the Board, who have resigned in accordance with Article 97 of the Articles of Incorporation of the Company and, being eligible, have consented to act on re-appointment:		
2.(i)(a)	To re-appoint Richard Rogers as a Director of the Board of the Company.	<input type="checkbox"/> For	<input type="checkbox"/> Against
2.(i)(b)	To re-appoint Radcliff Knibbs as a Director of the Board of the Company.	<input type="checkbox"/> For	<input type="checkbox"/> Against
2.(ii)	To re-appoint the following Director of the Board, who has resigned in accordance with Article 93 of the Articles of Incorporation of the Company and, being eligible, has consented to act on re-appointment:		
2.(ii)(a)	To re-appoint Metry Seaga as a Director of the Board of the Company.	<input type="checkbox"/> For	<input type="checkbox"/> Against

