

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the SECOND ANNUAL GENERAL MEETING of Wisynco Group Limited (the Company) will be held at the AC Hotel, 38-42 Lady Musgrave Road, Kingston 5, Jamaica on **Wednesday December 4, 2019** at **10:00 A.M.** to consider, and if thought fit, to pass the following resolutions:

1. To receive the Audited Financial Statements for the year ended June 30, 2019 and the Reports of the Auditors and Directors thereon.

To consider, and if thought fit, pass the following Resolution:

"THAT the Audited Financial Statements for the year ended June 30, 2019 and the Reports of the Auditors and Directors thereon, be and are hereby adopted."

2. To re-appoint Auditors and authorize the Directors to fix the remuneration of the Auditor.

To consider, and if thought fit, pass the following Resolution:

"THAT PricewaterhouseCoopers (PwC), Chartered Accountants, having agreed to continue in office as Auditors, be and are hereby re-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."

3. To elect Directors:

a) In accordance with section 112 of the Company's Articles, the following Directors, appointed by the Board of Directors during the financial year, shall retire from office and, being eligible, offer themselves for re-election:

- i) Mr. Joseph Mahfood; and
- ii) Mrs. Odetta Rockhead-Kerr.

To consider, and if thought fit, pass the following Resolution:

"THAT the retiring Directors, Joseph Mahfood and Odetta Rockhead-Kerr be and are hereby re-elected Directors of the Company".

b) In accordance with section 114 of the Company's Articles of Incorporation, the following Directors retire by rotation and, being eligible, offer themselves for re-election:

- i) Mr. William Mahfood;
- ii) Mr. Andrew Mahfood; and
- iii) Mr. Devon Reynolds.

To consider, and if thought fit, pass the following Resolution:

"THAT the retiring Directors, William Mahfood, Andrew Mahfood and Devon Reynolds be and are hereby re-elected Directors of the Company."

4. To approve the remuneration of the Directors.

To consider, and if thought fit, pass the following Resolution:

"THAT the amount shown in the Audited Accounts of the Company for the year ended June 30, 2019 as fees of the Directors for their services as Directors, be and is hereby approved."

5. To approve and ratify the final dividend of the Financial Year:

To consider, and if thought fit, pass the following Resolution:

"THAT the dividend of 7 cents per share paid on February 26th 2019 be and is hereby ratified and declared the final in the financial year ended 30 June 2019."

6. To consider any other business which may properly be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD



Andrew Fowles
Company Secretary

Registered Office: Lakes Pen Road, St Catherine

September 30, 2019

NOTE:

A member entitled to attend and vote at the meeting may appoint a proxy, who need not also be a member, to attend and so on a poll, vote on his/her behalf. A suitable form of proxy is enclosed.

Forms of Proxy must be lodged either at the Company's Registered Office located at Lakes Pen Road, St. Catherine, or with the Registrar of the Company, the JCSD located at 40 Harbour Street, Kingston, not less than 48 hours before the time of the meeting. The Form of Proxy should bear stamp duty of \$100.00 which may be paid by adhesive stamps which are to be cancelled by the person signing the Proxy.