

NOTICE OF *Annual* *General Meeting*

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of **FONTANA LIMITED** will be held at the Grand-A-View Restaurant and Event Place, 7 The Queens Drive, Montego Bay, St. James on **Thursday 9th January 2020** at **11:00 a.m** for the purpose of transacting the following business:

1. To receive the Audited Accounts for the year ended June 30, 2019 together with the reports of the Directors and Auditors thereon,

The Company is asked to consider, and if thought fit, pass the following resolution:

Resolution No. 1

"THAT the Audited Accounts for the year ended June 30, 2019, together with the reports of the Directors and Auditors thereon, be and are hereby adopted."

2. To elect Directors.

- (i) In accordance with Regulation 97 of the Company's Articles of Incorporation, the Director retiring by rotation is Mr. Kevin O'Brien Chang, who being eligible for re-election, offer himself for re-election.

The Company is being asked to consider, and if thought fit, pass the following resolutions:

Resolution No. 2

"THAT Mr. Kevin O'Brien Chang, who is retiring by rotation in accordance with

Regulation 97 of the Articles of Incorporation be and are hereby re-elected as a Director of the Company."

- (ii) In accordance with Regulation 103 of the Company's Articles of Incorporation, the Directors appointed since the last Annual General Meeting are Mmes. Jacqueline Sharp and Heather Goldson and being eligible offer themselves for re-election.

The Company is being asked to consider, and if thought fit, pass the following resolutions:

Resolution No. 3

"THAT Mrs. Jacqueline Sharp be and is hereby re-elected as a Director of the Company."

Resolution No. 4

"THAT Mrs. Heather Goldson be and is hereby re-elected as a Director of the Company."

3. To approve the Remuneration of the Directors.

The Company is asked to consider, and if thought fit, to pass the following resolution:

Resolution No. 5

"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 are hereby approved."

4. To appoint Auditors and to authorize the Directors to fix the remuneration of the Auditors.

The Company is asked to consider, and if thought fit, pass the following resolution:

Resolution No. 6

"THAT the remuneration of the Auditors, CrichtonMullings & Associates, who have signified their willingness to continue in office, be such as may be agreed between the Directors of the Company and the Auditors."

5. Special Business**Resolution No. 7**

To consider and (if thought fit) pass the following Special Resolutions to amend the amended/adopted Company's Articles of Incorporation to provide for notices and documents to be sent to shareholders electronically with their consent and for the position of Director Emeritus that Article 1, Article 99 under the heading "Rotation of Directors" and Article 145 under the heading "Notices" be amended respectively to read:-

THAT ARTICLE 1: to include the following definitions following the definition of "bankrupt":-

"Electronic Format" means any technology utilized by facsimile machines, scanning devices, mail sent using computers or other similar automated or photographic devices, any other technological form of representation of information having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to compact discs, tapes, soundtracks or other devices in which printed words, writing, sounds or other data are embodied so as to be capable of being reproduced (with or without the aid of some other equipment).

"Electronic Means" means any method of dispatch or communication of sounds, documents, words, writing, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines,

electronic mail sent via computers, mobile or scanning devices, instant messages via mobile devices, short message services or via the internet.

THAT ARTICLE 99: Article 99 under the heading "Rotation of Directors" which presently reads "A retiring director shall be eligible for re-election."

be amended to read as follows:

"A retiring director shall be eligible for re-election. Founding director, Shinque (Bobby) Chang, named as Chairman Emeritus is not subject to retirement by rotation."

THAT ARTICLE 145: Article 145 under the heading "Notices" which presently reads "A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address or (if he has no registered address within the island) to the address if any, within the Island supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four (24) hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post."

be amended to read as follows:-

"Any notice to be given or any document required to be sent by the Company to any member may be:-

1. (a) sent to him personally in writing or by electronic format;
- (b) sent by post to him or to his registered address, or (if he has no registered address within Jamaica) to the address if any, within Jamaica supplied by him to the Company for

the giving of notice to him in writing or electronic format; or

(c) sent to him by electronic means.

PROVIDED HOWEVER that where such notice or document is specifically required by law or these Articles to be sent in writing (otherwise than in electronic format or by electronic means) the Company shall obtain the member's written consent prior to sending same to him in electronic format or by electronic means.

- 2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight (48) hours after the letter containing the same is posted, and in any other case at the time at which the letter would have been delivered in the ordinary course of post.
- 3. Where a notice or document is sent by electronic means service of the notice or document shall be deemed to be effected by properly dispatching the notice or document to the email address, any other electronic address or by facsimile, internet, or by short message service to the number provided by the member, and is deemed to be received by the intended recipient at the expiration of twenty-four (24) hours after the notice or document is so dispatched by the Company."

By Order of the Board

Denise Douglas
Company Secretary
October 22, 2019

Registered Office
Manchester Shopping Centre
Mandeville, Manchester

NOTE:

1. A member entitled to attend and vote at the meeting may appoint a proxy, who need not 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 with the Registrar of the Company, Jamaica Central Securities Depository, 40 Harbour Street, Kingston not less than 48 hours before the time of the meeting.

2. A Corporate shareholder may (instead of appointing a proxy) appoint a representative in accordance with Regulation 70 of the Company's Articles of Incorporation. A copy of Regulation 70 is set out on the enclosed detachable proxy form.

