

Notice Of 43RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-third (43rd) Annual General Meeting of the Jamaica Stock Exchange (“the Company”) will be called and held at the Jamaica Stock Exchange, 40 Harbour Street, Kingston on **Thursday, July 30, 2020** commencing at 1:00 p.m., in accordance with the Court Order dated June 24th 2020 in Claim SU 2020 CD 00227 (“the Court Order”) which is attached hereto, to consider and if thought fit, to pass the following ordinary resolutions:

ORDINARY RESOLUTIONS:

- 1. Resolution No. 1 – 2019 Audited Financial Statements**
THAT the Directors’ Report, the Auditors’ Report and the Audited Financial Statements for the Company and its subsidiaries (the Group) for the year ended December 31, 2019, circulated with the Notice convening the Annual General Meeting, be and are hereby adopted.
 - 2. Resolution No. 2 – Re-election of Directors**
THAT Mr. Derrick McKoy, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.
 - 3. Resolution No. 3 – Re-election of Directors**
THAT Mrs. Janet Morrison, a director retiring by rotation and being eligible, has offered herself for re-election, be and is hereby re-elected a Director of the Company.
 - 4. Resolution No. 4 – Re-election of Directors**
THAT Mr. Steven Whittingham, a director retiring by rotation and being eligible, has offered himself for re-election, be and is hereby re-elected a Director of the Company.
 - 5. Resolution No. 5 – Re-election of Directors**
THAT Ms. Dian Black, a director retiring by rotation and being eligible has offered herself for re-election, be and is hereby re-elected a Director of the Company.
 - 6. Resolution No. 6 – Re-election of Directors Pursuant to Article 109**
THAT Mr. Adrian Stokes who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.
 - 7. Resolution No. 7 – Re-election of Directors Pursuant to Article 109**
THAT Mr. Eric Scott who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.
 - 8. Resolution No. 8 – Re-election of Directors Pursuant to Article 109**
THAT Mr. Jason Chambers who was appointed to fill a casual vacancy and being eligible to be re-elected has offered himself for re-election, be and is hereby re-elected a Director of the Company.
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9. Resolution No. 9 – To Ratify Dividends

THAT the interim dividend of \$0.15 per share paid on August 30, 2019 and the final dividend of \$0.37 per share paid on March 31, 2020 be and is hereby declared as final, and that no further dividend be paid in respect of the year ended December 31, 2019.

10. Resolution No. 10 – Appointment of and the Remuneration of the Auditors

THAT Ernst & Young, Chartered Accountants having agreed to continue in office as Auditors, be and are hereby appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.

11. Resolution No. 11 – Remuneration of the Directors

THAT the Directors be and are hereby authorized to fix their fee for the fiscal period 2020/2021.

BY ORDER OF THE BOARD

Roxanne Hutchinson
Company Secretary
Dated: July 2, 2020

IMPORTANT NOTICE TO ALL MEMBERS:

The 43rd Annual General Meeting of the Company (“AGM”) being called and held in accordance with the Court Order, will be a hybrid general meeting. The following shall apply to this AGM:

1. QUORUM AND ATTENDANCE

- a) The Managing Director, The Financial Controller, The Information Technology Manager, The Marketing Manager and the Deputy Group Business Development Manager of the Company being physically present at the AGM shall constitute the quorum; or in the absence of any such person(s), any other staff member of the Company who is a shareholder and who is physically present at the AGM may take the place of such person(s) and shall constitute the quorum.
- b) All other members of the Company and persons entitled to attend the AGM are required to join the AGM by electronic means.

2. ELECTRONIC ACCESS TO AGM

Information on how to access the AGM by electronic means and any updates regarding the AGM will be posted on our website at www.jamstockex.com. We encourage you to visit our website from time to time prior to the AGM, if you plan to attend.



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3. VOTING AND RESOLUTIONS

- a) Voting by shareholders at this AGM will only be facilitated in the following manner:
- 1) Completion of the Proxy Form attached hereto, indicating in advance how the shareholder wishes to vote on each resolution; and
 - 2) Appointment of either the Chairman, the Managing Director or the Company Secretary as the shareholder's proxy. The Proxy Form may also be downloaded from our website www.jamstockex.com; and
 - 3) Mailing or dropping off the completed original Proxy Form at 40 Harbour Street, Kingston no later than forty-eight (48) hours before the date of the AGM.
- b) No new resolutions or amended resolutions will be facilitated at this AGM.

We thank you for your understanding as we navigate these times together to protect against COVID-19 and we encourage you to keep well.

IMPORTANT NOTE FOR MEMBERS WHO ARE NOT ABLE TO ATTEND:

1. *A member entitled to attend and vote at the Annual General Meeting can appoint either the Chairman, the Managing Director or the Company Secretary as his/her proxy to vote on each resolution as the shareholder indicated on the Proxy Form.*
2. *The person so authorized as proxy shall be entitled to exercise the same powers as the member whom he represents.*
3. *Enclosed is a Proxy Form for your convenience, which must be lodged at the Company's Registered Office at least forty-eight hours before the time appointed for holding the Annual General Meeting.*
4. *The Proxy Form shall bear the stamp duty of One Hundred Jamaican Dollars (\$100.00 JMD) before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.*

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FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2020 CD 00227

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

**IN THE MATTER OF AN APPLICATION BY THE JAMAICA
STOCK EXCHANGE FOR DIRECTIONS PURSUANT TO
SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA**

IN CHAMBERS (BY ZOOM)

ON THE 24th DAY OF JUNE 2020

BEFORE THE HONOURABLE MR JUSTICE K. LAING

UPON the Fixed Date Claim Form filed on June 9, 2020 coming on hearing and **AFTER HEARING** Michael Hylton, Q.C., Kevin Powell and Melissa McLeod instructed by Hylton Powell, Attorneys-at-Law for the Applicant, Nerine Small, Catherine Williams and Novia Cotterell instructed by the Director of State Proceedings, Attorney-at-law for the Attorney General, and Marc Morgan, Attorney-at-Law for the Financial Services Commission of Jamaica with Marlene Street Forrest and Lance Hylton, representatives for the Applicant present, all by Zoom

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Notwithstanding the provisions of the Companies Act, the provisions of each of their articles of incorporation regarding the holding of annual general

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meetings and any notice of an annual meeting, information circular or other documents that may be or already have been disseminated by the companies identified in the Appendix to this Order (“the Companies”) may call and conduct their 2020 annual general meetings (“the Annual Meetings”, which term includes Annual Meetings conducted following an adjournment or postponement) in accordance with this Order and any Annual Meeting called or held in accordance with this order shall be valid.

2. Each Company is permitted to conduct its Annual Meeting by either:
 - (a) Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the meeting; or
 - (b) Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. The Companies are permitted to provide their shareholders with notices of the Annual Meeting, resolutions, draft resolutions proposed to be passed,

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circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor’s reports and any other documents necessary or relevant for the conduct of an annual general meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on their respective websites and/or the Jamaica Stock Exchange’s website

4. Any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual Meeting notwithstanding any provision to the contrary in the Companies Act or the Companies’ articles of incorporation.
5. The failure or inability of a shareholder to attend or remain in an Annual Meeting held in accordance with paragraph 2 of this order as a result of mistake or of events beyond the control of a Company shall not constitute a defect in the calling of the Annual Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual Meeting.
6. Liberty to apply.
7. The Applicant’s attorneys-at-law to prepare file and serve this order on the Attorney General, the Financial Services Commission of Jamaica and the Office of the Registrar of Companies.

BY THE COURT

JUDGE

FILED BY Hylton Powell, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew for and on behalf of the Claimant whose address for service is that of its attorneys-at-law (Attention: Melissa S. McLeod, Att. No. 4611). Telephone number: 926-1672 and facsimile number: 929-7587.

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APPENDIX

COMPANY NAME

1. Barita Investments Limited
2. Berger Paints Jamaica Limited
3. Caribbean Cement Limited
4. FosRich Company Limited
5. JMMB Group Limited
6. Lasco Distributors Limited
7. Lasco Financial Services Limited
8. Lasco Manufacturing Limited
9. Main Event Limited
10. Mayberry Investments Limited
11. Sagicor Group Jamaica Limited
12. Supreme Ventures Limited
13. The Jamaica Stock Exchange
14. Trans Jamaica Highway
15. Victoria Mutual Investments Limited
16. Wigton Windfarm Limited