

# NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Supreme Court Order dated 24 June 2020 in the matter SU 2020 CD 00227 (attached)

**NOTICE is hereby given that the Annual General Meeting of SUPREME VENTURES LIMITED will be held on Thursday, September 10, 2020 commencing at 10:00 a.m. at the Spanish Court Hotel, 1 St. Lucia Avenue, Kingston 5, in a hybrid format of a physical meeting and live-stream, to transact the following business and to consider and if thought fit, to pass the resolutions set out below:**

## ORDINARY RESOLUTIONS

### 1. To receive the Reports of the Directors and Auditors and Audited Accounts for the year ended December 31, 2019

#### RESOLUTION 1:

"THAT the Audited Accounts for the year ended December 31, 2019 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting, be and are hereby adopted."

### 2. To ratify Interim Dividends and declare as final

#### RESOLUTION 2:

"THAT the interim dividends per stock unit of \$0.21 paid on May 24, 2019, \$0.22 paid on September 6, 2019, \$0.17 paid on December 4, 2019 and \$0.20 paid on April 3, 2020 be and are hereby ratified and declared as final on the recommendation of the Directors and that no further dividend be paid in respect of the year under review."

### 3. To elect Directors

(i) In accordance with Article 103 of the Company's Articles of Incorporation, Mr. Nicholas Mouttet, Mr. Damian Chin-You and Ms. Eroleen Anderson, having been appointed as Directors since the last Annual General Meeting, shall retire, and being eligible, offer themselves for election:

#### RESOLUTION 3(a):

"THAT Mr. Nicholas Mouttet, retiring pursuant to Article 103 of the Company's Articles of Incorporation, be and is hereby elected."

#### RESOLUTION 3(b):

"THAT Mr. Damian Chin-You, retiring pursuant to Article 103 of the Company's Articles of Incorporation, be and is hereby elected."

#### RESOLUTION 3(c):

"THAT Ms. Eroleen Anderson, retiring pursuant to Article

103 of the Company's Articles of Incorporation, be and is hereby elected".

(ii) In accordance with Articles 105 and 106 of the Company's Articles of Incorporation, the Directors retiring from office by rotation are Messrs. Christopher Berry, Peter McConnell, W. David McConnell and Steven Hudson, and being eligible, offer themselves for re-election:

#### RESOLUTION 3(d):

"THAT Mr. Christopher Berry, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

#### RESOLUTION 3(e):

"THAT Mr. Peter McConnell, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

#### RESOLUTION 3(f):

"THAT Mr. W. David McConnell, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

#### RESOLUTION 3(g):

"THAT Mr. Steven Hudson, retiring pursuant to Articles 105 and 106 of the Articles of Incorporation, be and is hereby re-elected."

### 4. To approve Directors' Remuneration

#### RESOLUTION 4(a):

"THAT the Directors be and are hereby empowered to fix the remuneration of the Executive Directors."

#### RESOLUTION 4(b):

"THAT the amount shown in the Audited Accounts of the Company for the year ended December 31, 2019, as remuneration of the Directors for their services, be and is hereby approved."

### 5. To appoint Auditors and authorise the Directors to fix their Remuneration

#### RESOLUTION 5:

"THAT PricewaterhouseCoopers, having signified their willingness to serve, be and are hereby appointed as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Directors."

# NOTICE OF ANNUAL GENERAL MEETING

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## SPECIAL RESOLUTION

### 6. To amend the Company's Articles of Incorporation to allow the Company to be able to communicate with its shareholders electronically

#### RESOLUTION 6:

"THAT the Company's Articles of Incorporation be and are hereby amended by inserting new definitions in Article 1, and by replacing Articles 143, 147 and 148 in their entirety to provide as follows:

'(1) Electronic - relating to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic, or similar capabilities including but not limited to technology utilized by facsimile machines, scanning devices, mail sent using computers or other similar automated or photographic devices

Electronic Format - any disc, tape, sound track or other device in which printed words, sounds or other data are embodied so as to be capable (with or without the aid of some other equipment) of being reproduced therefrom including but not limited to compact discs

Electronic Means - any method of dispatch or communication of sounds, documents, 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, email sent via computers and scanning devices'

'(143) To the extent permitted by applicable law, if and while the shares in the Company are listed on a stock exchange, a copy of the Company's annual report, accompanied by the balance sheet (including every document required by the law to be annexed thereto) and profit and loss account or income and expenditure account, shall at least twenty-one (21) days before the general meeting be either delivered or sent by post to the registered address of every member or sent using electronic means to the electronic address of the shareholder.'

'(147) To the extent permitted by applicable law, any notice (subject to Article 151) or document required to be sent by the Company to any member may be:

- i. Sent to him personally in writing or in electronic format;
- ii. 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
- iii. Sent to him by electronic means.'

'(148) To the extent permitted by applicable law, any notice or other document, if served personally shall be deemed to be effected at the time of personal service and if sent by post, shall be deemed for all purposes to have been served at the expiration of forty-eight hours after the same shall have been posted; and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and put into the Post Office or into any post box subject to the control of the Postmaster General. 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 and any other electronic address provided by the member, and is deemed to have been received by the intended recipient at the expiration of twenty-four hours after the notice or document is dispatched by the Company.'

Dated the 30th day of July 2020

BY ORDER OF THE BOARD



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NYSSA-KAYE DARBY  
COMPANY SECRETARY

# SPECIAL INFORMATION FOR ALL SHAREHOLDERS

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**The 2020 Annual General Meeting will be held pursuant to Supreme Court Order dated 24 June 2020 in the matter SU 2020 CD 00227 in the format of a physical meeting and a live-stream. We ask that you take careful note of the information provided below on how you can vote and participate in the meeting:**

## 1) Physical Attendance & Live stream

- Physical attendance at the meeting will be limited to selected shareholders who are also members of SVL Group staff in at least the amount required to establish a quorum. The Company Secretary and other staff support personnel will also be in physical attendance.
- It is intended that the Chairman, Lorna Gooden and Xesus Johnston will be physically present at the AGM and shall constitute the quorum. In the absence of any of these persons, any other staff member who is a shareholder and physically present at the AGM shall constitute the quorum.
- **All other Shareholders of the Company who wish to observe the proceedings are required to watch the AGM remotely via live-stream which can be accessed on our website at <https://supremeventures.com/agm/>**

## 2) Voting on Resolutions

Voting at the AGM will only be facilitated by proxy. To vote, shareholders are required to do the following:

- Appoint either the Chairman or the Company Secretary as the shareholder's proxy
- Complete the Proxy Form by indicating how the shareholder wishes its proxy to vote (for or against) in relation to each resolution
- Submit the completed and stamped original Proxy Form to the Registrar of the Company, Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston no later than 48 hours before the date of the meeting
- The Proxy Form can be downloaded on our website at <https://supremeventures.com/agm/>

## 3) Asking Questions

Shareholders are encouraged to submit their questions in advance of the AGM by sending an email to [agm@svlgrp.com](mailto:agm@svlgrp.com) or by submitting their questions on our website at <https://supremeventures.com/agm/> These questions will be responded to during the AGM to the extent reasonably practicable in the Chairman's discretion.

## 4) Additional Information

- Information on how to access the AGM via live-stream and all other updates will be provided on our website at <https://supremeventures.com/agm/>
- We encourage shareholders to monitor our website for all updates and information regarding the 2020 AGM
- You may view our Annual Report (which includes Audited Accounts for the year ended December 31, 2019, the Reports of the Directors and Auditors and other meeting material) on our website <https://www.supremeventures.com/reports/annual/> A hard copy of the Annual Report can be collected from our office at 9A Retirement Crescent, Kingston 5
- Please contact us at [agm@svlgrp.com](mailto:agm@svlgrp.com) or (876)-754-6526 if you have any questions

## Voting by Proxy

A member of the Company generally entitled to attend and vote at the AGM can appoint either the Chairman or Company Secretary as his/her Proxy to vote on each Resolution in the manner indicated on the Proxy Form.

A Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Registrar of the Company at 40 Harbour Street, Kingston, Jamaica not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of J\$100.00 or its equivalent, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy.

# PROFILES OF DIRECTORS TO BE ELECTED PURSUANT TO ARTICLE 103

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## **DAMIAN CHIN-YOU**

Damian Chin-You is the Chairman of PostToPost Betting Limited, Supreme Route Limited, and Chairman and Co-Founder of Champion Gaming Company Limited. He has over 20 years' experience in the betting & gaming sector. In 2013, he was at the helm of PosttoPost during the merger of three other betting companies which saw the company becoming the largest bookmaker in Jamaica.

**Non-Executive Director | Appointment: June 13, 2019**



## **NICHOLAS MOUTTET**

A previous Director of the Supreme Ventures Board, Nicholas brings to the Board a wealth of knowledge and experience in business management and strategy.

He is the Chairman and primary shareholder of Agri-Link Ltd which is a major supplier in the poultry and swine industries in Trinidad and Tobago and the wider Caribbean. Nicholas is the owner of Tropical Self Storage and serves as a Director of Zodiac International Investments & Holdings Limited.

He is also a Director and Shareholder of Green Clean Caribbean Limited, a supplier of green cleaning chemicals, and Glass Unlimited, a supplier of high-end glass fixtures and enclosures.

**Non-Executive Director | Appointment: November 1, 2019**



## **EROLEEN ANDERSON**

Eroleen Anderson is the Chief Executive Officer of Interiors by Eroleen Limited, a business that encompasses manufacturing of PPE garments and products for the fight against COVID, Interior design, construction, property maintenance/management overseeing a varsity, buildings and real estate assets across various countries.

She brings to the Board over thirty years' experience in numerous areas including business development, project management, property management, human resources and strategic planning.

**Non-Executive Director | Appointment: February 28, 2020**

CONTENTS NOT CHECKED

Signature

Date

9/7/2020 12:38 p.m.

**FORMAL ORDER**



**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO.**

SU 2020 CD 00227

**FINANCIAL SERVICES COMMISSION**

**IN THE MATTER OF THE COMPANIES ACT OF JAMAICA**

39-43 Barbados Avenue  
Kingston 5, Jamaica, W.I.  
Tel: (876) 906-3010-2/906-7264-6  
Facsimile: (876) 906-3018/754-9584

**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**

12:38 p.m. 9/7/2020

**IN CHAMBERS (BY ZOOM)**

**ON THE 24<sup>th</sup> DAY OF JUNE 2020**

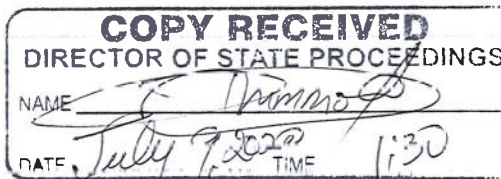
**BEFORE THE HONOURABLE MR JUSTICE K. LAING**



**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





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,

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**

*LS*  
*fd*  
C. Bennett  
JUDGE Registrar



*FILED*  
*LS*  
**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.**

## **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



