

# NOTICE OF 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 28th, 2020 at 10:00 a.m.** at **The Jamaica Pegasus, 81 Knutsford Boulevard, 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 2020 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 2020 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 Hugh Graham be and is hereby re-elected a Director of the Company."**  
(b) **"THAT James Lechler be and is hereby re-elected as a Director of the Company."**

- (ii) That Jacqueline Somers being appointed to the Board of Directors of the Company

with effect from December 17th, 2019, as an addition to the Board, 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:

**"THAT Jacqueline Somers 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 2020 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."**

## SPECIAL RESOLUTION

5. To allow the Company to communicate and to hold meetings of shareholders using electronic means:

**"THAT the Company's Articles of Incorporation be and are hereby amended by inserting new definitions in Article 1 and also new Article 52(a) for meetings of shareholders to be held in physical and/or electronic means in the future:**





(i) To be inserted in Article 1 – being the Definitions:

'electronic – a form of technology with electrical, digital, magnetic, wireless, optical, electromagnetic, video, photographic, or similar capabilities.'

AND

'electronic means - telephone, live stream, video conferencing, or any other facility for dispatch and/or communication of any sound, document, or other data (including but not limited to computers and automated devices).'

(ii) The addition of a new Article 52(a) for the purposes of the form of holding shareholders' meetings and determining the place and quorum:

'Notwithstanding anything contained in these Articles and subject to the Act, the Directors may call a meeting of the shareholders to be held in the following manner:

- (a) as an event at a place specified for shareholders' physical attendance; and/or
- (b) as an event for shareholders' attendance by electronic means.

If a meeting is to be held by electronic means the Directors shall establish all necessary procedures for the conduct thereof including, without limitation, the following:

- (1) notice of meeting and any other documents required by the articles and/or the Act including but not limited to a form of proxy;
- (2) confirmation of attendance either by the shareholder or any proxy thereof and electronic means;
- (3) adequate communication during the meeting; and
- (4) voting by shareholders or their proxies.

Attendance, Quorum

A shareholder who attends a meeting either physically or by electronic means shall be deemed for the purposes of the Articles to be present at the meeting, for the purposes of quorum and otherwise.

Place of Meeting

A meeting shall be deemed to be held at the place where the majority of shareholders are present physically, or in the case of electronic means, where the registered office of the company is located."

ORDINARY RESOLUTION

6. 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 28 day of September, 2020

BY ORDER OF THE BOARD

PMH Corporate Services Limited  
COMPANY SECRETARY