



MAINEVENT
Entertainment Group Limited.

NOTICE OF ANNUAL GENERAL MEETING

In accordance with the Supreme Court Order dated June 24th 2020 in Claim SU 2020 CD 00227 which is attached

Notice is hereby given that the Annual General Meeting of **Main Event Entertainment Group Limited** (the "Company") will be held at 6 Altamont Crescent • Kingston 5 in a hybrid format on **Monday, November 30th, 2020 at 2:30 p.m.**, to consider, and if thought fit, pass the following resolutions:

1. RECEIPT OF AUDITED ACCOUNTS

To receive the Audited Accounts of the Company for the year ended 31 October 2019, together with the Reports of the Directors and Auditors thereon.

Ordinary Resolution No. 1

'THAT the Audited Accounts of the Company for the year ended 31 October 2019, together with the Reports of the Directors and Auditors thereon be and are hereby adopted'.

2. DIVIDENDS

To declare the interim dividend paid on March 29, 2019 as final for the year under review.

Ordinary Resolution No. 2

"THAT as recommended by the Directors, the interim dividend paid on March 29, 2019, be and they are hereby declared as final in respect of the year under review."

3. RE-APPOINTMENT OF DIRECTORS

In accordance with Article 97 of the Company's Articles of Incorporation, Mr. Hugh Graham and Mrs. Tania Waldron-Gooden, retire from office by rotation and, being eligible, offer themselves for re-election.:

Ordinary Resolution No. 3 (a)

'THAT Mr. Hugh Graham be and is hereby re-elected a Director of the Company'.

Ordinary Resolution No. 3 (b)

'THAT Mrs. Tania Waldron-Gooden be and is hereby re-elected a Director of the Company'.

4. **DIRECTORS' REMUNERATION**

To authorise the Board of Directors to fix the remuneration of Directors.

Ordinary Resolution No. 4 (a)

'THAT the amount shown in the Audited Accounts for the year ended 31 October 2019 as fees to the Directors for services as Directors, be and is hereby approved'.
and

Ordinary Resolution No. 4 (b)

"THAT the Directors be and are hereby authorised to fix their remuneration for the ensuing year".

5. **RE-APPOINTMENT AND REMUNERATION OF AUDITORS**

To appoint the Auditors and authorise the Board of Directors to fix the remuneration of the Auditors.

Ordinary Resolution No. 5

'THAT BDO Chartered Accountants having signified their willingness to serve, continue in office as Auditors of the Company pursuant to Section 154 of the Companies Act to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company'.

6. **SPECIAL RESOLUTION**

To amend the company's Articles of Incorporation

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

Resolution No. 6

"That the Articles of Incorporation of the Company be and are hereby amended by revisions to Schedule 1 as shown below:

Amending Article 1 under the definition of "Electronic Means" to read

"Electronic Means - means any method of dispatch or communication of video and audio including live stream and broadcast, 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 telephonic facilities including facsimile machines, electronic mail sent via computers, mobile or scanning devices, instant messages via mobile devices, short message services or via the internet.

Where in these Articles it is provided that members may attend a meeting of the company by electronic means or by way of live stream or broadcast, the relevant computer programme or software (including webcasting, videoconferencing, teleconferencing, a combination of those and/or other electronic platforms) must allow members access to see and hear the proceedings; ask questions; vote electronically (including before and during the meeting and by proxy); and in all respects fully participate and exercise such rights, subject to the Chairman's directions for the orderly conduct of the meeting.

NOTICE OF GENERAL MEETING

Amend paragraph 55 to read as follows:

An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, **whether physical or virtual (electronically)**, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Company:

PROCEEDINGS AT GENERAL MEETINGS

58. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more members present in person or by proxy shall be a quorum. **Subject to the approval of a simple majority of the Directors and insofar as permitted by law, a general meeting of the shareholders may be held wholly by Electronic Means or partly by Electronic Means and partly at a physical location with Members attending in person. A Member who participates in a general meeting that is held either wholly or**

partly by Electronic Means is deemed to be present at the general meeting and shall count to constitute a quorum. Any general meeting which is held wholly or partly by Electronic Means shall be deemed to have been convened and held in Jamaica and shall be governed by the laws of Jamaica.

VOTES OF MEMBERS

That Articles 65 to 69 under the heading Votes of Members be and are hereby renumbered 69 (a), (b), (c), (d) and (e).

That Article 69 (c) be replaced with the **On a poll votes may be given either personally, by proxy or by the established electronic means (as communicated through the relevant notices, to include e-mail instructions and any other electronic means of instructions for any such meeting) but no member shall be entitled to appoint more than one proxy to attend the same meeting.**

NOTICE

148(A). Notwithstanding any of the above provisions and subject to the Act, any notice (including a notice summoning a general meeting) may be given by advertisement and shall be deemed to have been duly given if the advertisement is published in a newspaper in Jamaica having island-wide circulation or an advertisement is published in such newspaper stating where copies of such notices or documents may be obtained.

7. OTHER ROUTINE BUSINESS

To deal with any other business that is considered routine and appropriate for the Annual General Meeting.

Ordinary Resolution No. 6

“To transact any other ordinary business of the Company that can be transacted at an Annual General Meeting”.

Dated this 6th day of November, 2020

BY ORDER OF THE BOARD



**MARVIA WILLIAMS
COMPANY SECRETARY**

NOTE: A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed and if it is used it should be completed in accordance with the instructions on the form and returned so as to reach the Registrar of the Company, Jamaica Central Securities Depository at 40 Harbour Street, Kingston, not less than forty-eight (48) hours before the time fixed for the meeting.

SPECIAL INFORMATION FOR ALL SHAREHOLDERS:

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 Main Event Entertainment 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 at least three of our five Directors and our Company Secretary 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 will have access to watch the AGM remotely via livestream which can be accessed on our website at <https://www.maineventjamaica.com/>

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) for 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://www.maineventjamaica.com/>
- 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.

3. Asking Questions

Shareholders are encouraged to submit their questions in advance of the AGM by sending an email to information@maineventjamaica.com or by submitting their questions on our website at <https://www.maineventjamaica.com/>

We will endeavour to respond to these questions during the AGM as best as possible and within 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://www.maineventjamaica.com/>

We encourage shareholders to monitor our website for all updates and information regarding the 2020 AGM. You may also view our Annual Report for year ending 2019.

Please contact us at information@maineventjamaica.com if you have any questions.