



Sworn on behalf of: Applicant
Sworn to by: G Pearce
Affidavit No: 2
Exhibit: GP - 1
Date Sworn: May 19, 2021
Date Filed: May 20, 2021

**AFFIDAVIT OF GARTH PEARCE
IN SUPPORT OF FIXED DATE CLAIM FORM**



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

CLAIM NO. SU 2021 CD 00225

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

I, **GARTH PEARCE**, being duly sworn make oath and say as follows:

1. I am a Director of the Applicant and my address for the purpose of these proceedings is 109 Hope Road, Kingston 6 in the parish of Saint Andrew.
2. In so far as the facts herein are within my knowledge, they are true and in so far as they are not within my personal knowledge, they are true to the best of my knowledge information and belief.
3. I exhibit and mark “**GP-1**” for identity, an indexed bundle of the documents which I make reference in this affidavit.
4. On March 13, 2020, the Prime Minister of Jamaica, the Most Hon. Andrew Holness, by the Disaster Risk Management (Enforcement Measures) Order declared Jamaica a disaster area because of the COVID-19 pandemic. This order which was made pursuant to the

Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.

5. After a series of other orders, on May 5, 2021 the Disaster Risk Management (Enforcement Measures) (No. 6) Order, 2021 (“the Order”) was brought into effect extending the period for which Jamaica is deemed a disaster area to June 30, 2021.
6. The Order prohibits public gatherings exceeding 10 persons. It provides an exception for annual general meetings or extraordinary general meetings of companies which may be held with a maximum of 15 persons present including technical support personnel. Prior to this, the last order prohibited annual meetings or extraordinary meetings unless an order was obtained from the court permitting the holding of an electronic meeting.
7. The Order also maintains the prohibition against persons over the age of sixty years from leaving their places of residence except in specific circumstances.
8. The Prime Minister and the public medical authorities have indicated repeatedly that there is no certainty as to when the pandemic will end or be brought under control, and therefore when these restrictions will end.
9. Based on the information now available, it appears likely that the restrictions on public gatherings and physical distance requirements will continue for several more months extending into the next year and possibly further.
10. Further, out of an abundance of caution, even after the restrictions have been lifted it appears to be prudent to not convene large public gatherings.

11. I am advised by the Applicant's attorneys-at-law and verily believe that the Companies Act requires that the Applicant hold an annual general meeting within 15 months of its last annual general meeting.
12. I am further advised by the Applicant's attorneys-at-law and verily believe that the Companies Act appears to require that annual general meetings and extraordinary general meetings ("the General Meetings") must be held at a physical venue where shareholders attend in person and entitled to vote and to be heard.
13. The Applicant's next annual general meeting is overdue. Furthermore, there are likely to be certain business opportunities which arise during the period of the orders under the Disaster Risk Management Act or for so long as the risks associated with COVID-19 are present in Jamaica which would require or make it advisable for the Applicant to call and hold an extraordinary general meeting.
14. The number of shareholders of the Applicant is more than 5,600.
15. Considering the Order (and any likely extension of it) and the conditions caused by COVID-19 however, it is impracticable for the Applicant to hold its General Meetings in accordance with the Companies Act and its Articles of Incorporation.
16. It is impracticable because of the number of shareholders entitled to attend and the absence of suitable venues which are the appropriate size to accommodate all attendees at the required physical distance.
17. It would also expose the shareholders, the officers of the Applicant and all persons associated with hosting the General Meetings to the increased risk of exposure to COVID-19.
18. In any event, the most recent order made pursuant to the Disaster Risk Management Act continues several restrictions and also prohibits the

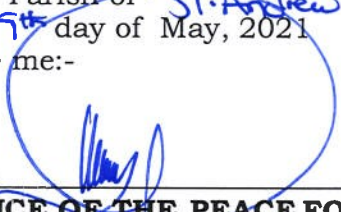
calling or conduct of General Meetings with more than 15 persons present.

19. I am advised by the Applicant's Attorneys-at-law and verily believe that where it is impracticable to hold the General Meetings of a company in the normal course, a director or member of that company may apply to the court pursuant to Section 130(2) of the Companies Act for the court to order the manner in which the meetings may be called and conducted.
20. The Applicant is minded to call, hold and conduct its next General Meetings for the years 2021, 2022 and 2023 or for so long as Jamaica is affected by the COVID 19 pandemic and remains designated a disaster area pursuant to the Disaster Risk Management Act, whichever period is longer, using technology or electronic means that will allow the shareholders to participate in a similar manner to in-person meetings and intend to use such service providers as are necessary and financially prudent in order to achieve this objective.
21. If the Applicant calls and conducts the General Meetings in the manner set out in the orders sought in the Fixed Date Claim Form, I believe its shareholders will have an opportunity to attend, participate and vote at those meetings and that they are unlikely to be prejudiced
22. In the absence of an order of the court allowing for General Meetings by electronic means it would not be possible or feasible for the Applicant to hold General Meetings during the period the Order applies (including any likely extension). In any event while COVID-19 remains prevalent in Jamaica holding General Meetings otherwise than by electronic means as permitted by the court would be at risk to the health of the Applicant's shareholders, officers and all persons associated with hosting and attending General Meetings.
23. The Applicant has registered its Articles of Incorporation with the Office of the Registrar of Companies which maintains a public registry from

which the articles may be accessed. Exhibit "GP-1" includes a copy of the Applicant's Articles of Incorporation.

24. In these circumstances, the Applicant seeks orders in the terms of the Fixed Date Claim Form.

Sworn to by **GARTH PEARCE**
at 11A Swallowfield Ave
in the Parish of St. Andrew
this 17th day of May, 2021
before me:-



**JUSTICE OF THE PEACE FOR THE
PARISH OF**



GARTH PEARCE

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Applicant whose address for service is that of its said Attorneys-at-Law (Attention: Kerri-Anne Mayne 5683). Telephone: 926-1672; Facsimile: 929-7587. Email: kamayne@hyltonpowell.com



Sworn on behalf of: Applicant.
 Sworn to by:
 Affidavit No: 2
 Exhibit:
 Date Sworn: 19, 2021
 Date Filed: 20, 2021

EXHIBIT GP-1

**AFFIDAVIT OF GARTH PEARCE
 IN SUPPORT OF FIXED DATE CLAIM FORM**

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

Copies of the following exhibits are included and referred to in the Affidavit of Garth Pearce sworn to on May 19, 2021:

Document	Page No.
1. Mailpac Group Limited's Articles of Incorporation	1 - 33

DATED THE 19th DAY OF MAY 2021

JUSTICE OF THE PEACE

GARTH PEARCE

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Applicant whose address for service is that of his said Attorneys-at-Law (Attention: Kerri-Anne Mayne 5683). Telephone: 926-1672; Facsimile: 929-7587. Email: kamayne@hyltonpowell.com

- New Incorporation**
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**
(Changing from one type of a company to another)



FORM 1A
READ INSTRUCTIONS BEFORE COMPLETING

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THE COMPANIES ACT
COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25 of the Companies Act)

Stamp Duty Paid
COJI-120019-121879

ARTICLES OF INCORPORATION:

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY

MAILPAC GROUP LIMITED

The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.

1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)

First in the Group of Companies

The use of words such as 'Caribbean', 'Global' and 'International' must be explained. See BRF1 form for full list of words that need justification.

1C. TYPE OF COMPANY

Private Public

1D. VALUE OF ALLOTTED SHARES (For public companies only)

\$ 500,000.00

The value of allotted shares for Public Companies must not be less than \$500,000.00.

1E. CORE BUSINESS OF THE COMPANY

(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F)

The provision of shipping and mailing services both locally and internationally

1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)

NONE

It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.

1G. COMPANY TELEPHONE NUMBER

(876) 927-7225

1H. EMAIL ADDRESS

samantharay@norbrookcapital.com

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

- 3a. Standard Articles (Rules) Articles 1-78, 80-136 with Varied Article 79 and Additional Articles 137-143 SEE SCHEDULE(S) _____
- 3b. Standard Articles (Rules) Articles 1-78, 80-136 with Varied Article 79 only SEE SCHEDULE _____
- 3c. Standard Articles (Rules) Articles 1-136 with Additional Articles 137-143 only SEE SCHEDULE(S) _____
- 3d. Standard Articles (Rules) in their entirety Articles 1-136
- 3e. Other
(If "Other" is checked, please list the numbers of the articles from Table A that are to apply (if any) and/or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)

Table A of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by shares.

in Table A

- Articles 1-78 detail SHARES, share transfers, general meetings votes of members, directors etc.
- Varied Article 79 allows the company to borrow money
- Articles 80-136 detail the duties of directors, the seal, accounts, audit and indemnity etc.
- Articles 137-143 detail that share transfers must be authorised by the directors etc.

TO COMPLETE THIS SECTION

You may choose from Table A

- Most of the Rules in their entirety with common varied and additional articles
- Most of the Rules in their entirety with a common varied article
- All of the rules in their entirety with common additional articles
- All of the rules in their entirety
- Your custom combination of articles

If you do not choose to accept them at all, you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option. You are also required to attach schedules containing the varied or additional articles which you wish to include.

TABLE A SHALL NOT APPLY. SEE ATTACHED SCHEDULE

NOTES FOR PRIVATE COMPANIES

- The right to transfer shares is restricted;
- Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company);
- Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member; Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited;
- Subject to the exceptions provided for in the Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares.

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4. AUTHORISED NUMBER OF SHARES This is the maximum number of shares that your company is authorised to issue.

ORDINARY - NO MAXIMUM PREFERENCE - NO MAXIMUM	The total number of shares in all classes should not exceed the total number of shares, if any, indicated at item 4.
--	--

4A. CLASSES OF SHARES (Indicate by ticking the class or classes of shares that the company issues on incorporation)	4B. TOTAL NUMBER OF SHARES IN EACH CLASS
<input checked="" type="checkbox"/> ORDINARY	NO MAXIMUM
<input checked="" type="checkbox"/> PREFERENCE	NO MAXIMUM
<input type="checkbox"/> OTHER Specify _____	

Shares may be issued with different rights, privileges, and conditions. Shares with the same rights, privileges and conditions are grouped into the same *class*. All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.

FORM 3: Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.

5. RESTRICTIONS ON SHARE TRANSFER (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")

NONE

All private companies must restrict the right to transfer shares (e.g. shares must be first offered to existing shareholders). A public company may only restrict the right to transfer shares which have not been fully paid up.

6. NON-CASH CONSIDERATION
 Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? (ONLY ONE BOX MUST BE CHECKED)

Yes - Complete item 6A
 No - Continue to item 7

6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW

7. MINIMUM NUMBER OF DIRECTORS 3

AND/OR

7A. MAXIMUM NUMBER OF DIRECTORS No Maximum

A private company must have at least one director; he/she cannot also be the company secretary. A public company must have a minimum of three (3) directors, two of them, however, should not be employed by the company or any of its affiliates.

8. PARTICULARS OF DIRECTORS

DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	GARTH ONEIL PEARCE			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	109 OLD HOPE ROAD		
	TOWN	KINGSTON 6	POST OFFICE/POSTAL CODE	LIGUANEA
	PARISH/COUNTY/STATE/PROVINCE	SAINT ANDREW	COUNTRY	JAMAICA
OCCUPATION	BUSINESSMAN	CONTACT	(876) 469-2616	

DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	KHARY PETER-JOHN ROBINSON			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	109 OLD HOPE ROAD		
	TOWN	KINGSTON 6	POST OFFICE/POSTAL CODE	LIGUANEA
	PARISH/COUNTY/STATE/PROVINCE	SAINT ANDREW	COUNTRY	JAMAICA
OCCUPATION	BUSINESSMAN	CONTACT	(876) 293-9996	

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DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	MARK GONZALES		<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT SUITE #1, 54 OLD HOPE ROAD		
	TOWN	KINGSTON 5	POST OFFICE/POSTAL CODE CROSS ROADS
	PARISH/COUNTY/STATE/PROVINCE	SAINT ANDREW	
OCCUPATION	BUSINESSMAN	CONTACT	(876) 388-5315

DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN		POST OFFICE/POSTAL CODE
	PARISH/COUNTY/STATE/PROVINCE		
OCCUPATION		CONTACT	

DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN		POST OFFICE/POSTAL CODE
	PARISH/COUNTY/STATE/PROVINCE		
OCCUPATION		CONTACT	

Continuation page(s) attached

9. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME	SAMANTHA ANTOINETTE RAY		
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT 109 OLD HOPE ROAD		
	TOWN	KINGSTON 6	POST OFFICE/POSTAL CODE LIGUANEA
	PARISH/COUNTY/STATE/PROVINCE	SAINT ANDREW	
OCCUPATION	BUSINESSWOMAN	CONTACT	(876) 846-2876

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10A. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS AND BENEFICIAL OWNERS
If "No" is selected below then item 10B MUST be completed.

Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, e.g. the rights to dividends.
The subscriber may be the beneficial owner of ALL, SOME or NONE of the shares.

SUBSCRIBER PARTICULARS	SUBSCRIBER 1 I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	SUBSCRIBER 2 I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	SUBSCRIBER 3 I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No	SUBSCRIBER 4 I AM THE BENEFICIAL OWNER OF ALL THESE SHARES <input type="checkbox"/> Yes <input type="checkbox"/> No
NAME				
ADDRESS				
NATIONALITY				
OCCUPATION				
SHARES TAKEN UP 1. ORDINARY* 2. PREFERENCE* 3. OTHER*	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at item 4.			
CLASS OF SHARES	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____
SIGNATURE				
DATE				
WITNESS PARTICULARS WITNESSED BY (NAME OF WITNESS)	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different countries, while on visit must be selected.

While on Visit

While on Visit

While on Visit

While on Visit

* Where more than one class of shares are issued, at Incorporation, a Form 3 must be completed and attached to this form.

_____ Continuation page(s) attached

F1A FOR OFFICIAL USE ONLY COMPANY #:



10B. PARTICULARS WHERE INDIVIDUAL SUBSCRIBER(S) IS/ARE NOT THE BENEFICIAL OWNER(S) OF ALL THE SHARES HELD

Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, e.g. the rights to dividends. The subscriber may be the beneficial owner of ALL, SOME or NONE of the shares.

- (a) If 'NO' was selected at Item 10A then this section MUST be completed.
- (b) Where a subscriber holds shares on behalf of him/herself AND a different person, the names of ALL the beneficial owners and the number of shares must be represented below.
- (c) The total number of shares held by all beneficial owners must not exceed the number of shares subscribed for by the respective subscriber.

NAME OF SUBSCRIBER (SUBSCRIBER 1)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
NAME OF BENEFICIAL OWNER(S) 1A.					
1B.					

NAME OF SUBSCRIBER (SUBSCRIBER 2)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
NAME OF BENEFICIAL OWNER(S) 2A.					
2B.					


NAME OF SUBSCRIBER (SUBSCRIBER 3)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
NAME OF BENEFICIAL OWNER(S) 3A.					
3B.					

Continuation page(s) attached

F1A FOR OFFICIAL USE ONLY COMPANY #:



11A. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES (Items 11A and 11B are to be completed where there are corporate subscribers)

COMPANY PARTICULARS		OFFICER PARTICULARS	
COMPANY NAME	NORBROOK EQUITY PARTNERS LIMITED	OFFICER 1	OFFICER 2
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS	10 Manoel Street, Castries, St Lucia	OFFICER NAME	KHARY PETER-JOHN ROBINSON SAMANTHA ANTOINETTE RAY
SHARES TAKEN UP	The total of the number of shares issued to all subscribers may not exceed the authorized number of shares stated at item 4.	OFFICE HELD IN COMPANY	DIRECTOR COMPANY SECRETARY
CLASS OF SHARES	AMOUNT OF SHARES	SIGNATURE	
1. ORDINARY SHARES*	1. 10,000,000		
2. PREFERENCE SHARES*	2. NIL	DATE	August 24, 2019 August 24, 2019
3. OTHER*	3.	WITNESS PARTICULARS	
3. Specify		WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
<p>* Where more than one class of shares are issued, or incorporated, a Form 3 must be completed and attached to this form.</p> <p>SEAL</p> 		BY (NAME OF WITNESS)	Carmille M. Garrison Carmille M. Garrison
		WITNESSED AT (LOCATION/ADDRESS)	53 Knutsford Blvd Kingston 5, St. Andrew 53 Knutsford Blvd Kingston 5, St. Andrew
		SIGNATURE	<i>C. Garrison</i> <i>C. Garrison</i>
		DATE	August 26, 2019 August 26, 2019
		<input type="checkbox"/> While on Visit <input type="checkbox"/> While on Visit <input type="checkbox"/> Continuation page(s) attached	

F1A FOR OFFICIAL USE ONLY COMPANY #:

11B. BENEFICIAL OWNER(S) OF THE CORPORATE SUBSCRIBER IDENTIFIED AT ITEM 11A.

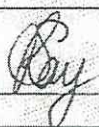
The beneficial owner of a company is the natural individual who meets one or more of the criteria as specified below

BENEFICIAL OWNER(S) OF COMPANY			
NAME OF BENEFICIAL OWNER 1	ADDRESS	NATIONALITY	OCCUPATION
KHARY PETER-JOHN ROBINSON	109 OLD HOPE ROAD, KINGSTON 8, SAINT ANDREW, JAMAICA	JAMAICAN	BUSINESSMAN
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____ % of issued shares <input type="checkbox"/> Has more than 50% of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 2	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____ % of issued shares <input type="checkbox"/> Has more than _____ % of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 3	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____ % of issued shares <input type="checkbox"/> Has more than _____ % of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			
NAME OF BENEFICIAL OWNER 4	ADDRESS	NATIONALITY	OCCUPATION
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____ % of issued shares <input type="checkbox"/> Has more than _____ % of voting rights <input type="checkbox"/> Has ability to appoint or remove majority of the board of directors <input type="checkbox"/> Other _____			

Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT	SAMANTHA ANTOINETTE RAY	CAPACITY	<input type="checkbox"/> Director <input checked="" type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	August 26, 2019

FIA FOR OFFICIAL USE ONLY COMPANY #:

MAILPAC GROUP LIMITED

SCHEDULE

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(With reference to Article 3e of Form 1A)

TABLE A NOT TO APPLY

1. The regulations in Table A in the First Schedule to the Companies Act shall not apply to the Company except in so far as they are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

Words

Meanings

the Act

the Companies Act, 2004 and every other Act or Law from time to time amending it or incorporated therewith or substituting therefor.

the Statutes

the Companies Act and every other Act or Law for the time being in force affecting the Company.

these Articles

these Articles of Incorporation as originally framed or as from time to time altered by special resolution.

month

calendar month

the Office

the Registered Office of the Company.

paid

paid or credited as paid.

the Register

the Register of Members of the Company required to be kept by Section 109 of the Act.



the Seal

the Common Seal of the Company.

the secretary

any person appointed by the directors to perform the duties of the Secretary of the Company and includes any Assistant Secretary who may be appointed by the directors.

dividend

dividend or bonus

In writing

includes electronic communications, written or printed, facsimile or lithographed reproductions or any other mode of representing or reproducing words in visible format.

Save as aforesaid any words or expression defined in the Statutes shall bear the same meaning in these Articles.

The marginal notes are inserted for convenience and shall not affect the construction of these Articles.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

SHARES

**POWER TO ISSUE
SHARES OF
DIFFERENT CLASSES**

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to



dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary Resolution determine.

**REDEEMABLE
PREFERENCE
SHARES**

4. (a) Subject to the provisions of Sections 56 and 57 of the Act and any other relevant provisions, any shares may be issued by the Company, with the sanction of an Ordinary Resolution, on the terms that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

(b) Subject to the provisions of Sections 62 of the Act and any other relevant provisions, the Company may, with the sanction of an Ordinary Resolution, issue preference shares on the terms that they are, or at the option of the Company are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

**MODIFICATION
OF RIGHTS**

5. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a Separate General Meeting of the holders of the shares of the class. To every such Separate General Meeting the provisions of these Articles relating to General Meetings shall apply, but so that the necessary quorum shall be two persons at the least holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holder a quorum as above defined is not present, those members who are present shall be a quorum) and that any

holder of shares of the class present in person or by proxy may demand a poll and, on a poll, shall have one vote for each share of the class of which he is the holder.

RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed not to be varied by the creation or issue of further shares ranking *pari passu* therewith.

ALLOTMENT OF SHARES

7. Subject to the provisions of these Articles relating to new shares, the shares shall be at the disposal of the Directors, and they may (subject to the provisions of the Statutes) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit, but so that no share shall be issued at a discount, except in accordance with the provisions of the Statutes, and so that in the case of shares offered to the public for subscription the amount payable on application on each share shall not be less than 5 per cent of the subscription price of the share.

COMMISSION FOR PLACING SHARES

8. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of the commission shall not exceed the rate of 10 per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares



or partly in one way and partly in the other. The Company may also on any issue of shares to pay such brokerage as may be lawful.

TRUSTS NOT RECOGNISED

9. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided or under an order of a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

REGISTER OF DIRECTORS' SHAREHOLDINGS

10. The directors shall keep a register showing as respects each director the number, description and amount of any shares or debentures in the Company or its subsidiaries or holding company which are held by or in trust for him or of which he has any right to become the holder.

CERTIFICATES

SHARE CERTIFICATES

11. (a) Every member shall be entitled without payment to a certificate issued under the Seal of the Company for all shares registered in his name, or in the case of shares of more than one class being registered in his name, to a separate certificate for each class of shares so registered.

(b) Every certificate shall be issued within ten days after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), shall be under the Seal, shall bear the autographic signatures of one Director and the Secretary and shall specify the



shares to which it relates and the amount paid up thereon,
and the distinguishing numbers (if any).

Provided that the Company shall not be bound to register more than four persons as the joint holders of any share (except in the case of executors or trustees of a deceased member) and in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

NEW CERTIFICATE
MAY BE ISSUED

12. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of a fee of ten cents or such less sum and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit.

PURCHASE OF
OWN SHARES

13 (a) Subject to the provisions of Sections 58 of the Act, the Company may purchase or acquire or otherwise deal in its own shares issued by it in such manner and on such terms as the Directors may from time to time determine.

(b) Subject to the provisions of Sections 59 of the Act, And any other relevant provisions of the Act, the Company may for any of the purposes specified in that Section, purchase or acquire or otherwise deal in its own shares issued by it in such manner and on such terms as the Directors may from time to time determine.



PROHIBITED
exist
FINANCIAL
ASSISTANCE

13. (c) Where circumstances prejudicial to the Company the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or of any company with which it is affiliated nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of a company with which it is affiliated, but nothing in this regulation shall prohibit transactions mentioned in section 185 of the Act.

LIEN

COMPANY TO
HAVE LIEN
ON SHARES

14. The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of a member (whether solely or jointly with others) for all moneys (whether presently payable or not) due by him or his estate, either alone or jointly with any other person, to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

ENFORCING LIEN
BY SALE

15. The Directors may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after notice in writing, stating and



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demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

EFFECT OF SALE

16. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

APPLICATION OF PROCEEDS

17. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

CALLS ON SHARES

18. The Directors may from time to time make calls upon the members in respect of any monies unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided that no call shall exceed one-fourth of the price of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on



his shares. A call may be revoked or postponed as the Directors may determine.

TIME WHEN CALL MADE

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be required to be paid by instalments.

LIABILITY OF JOINT HOLDERS

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

WHEN INTEREST ON CALL PAYABLE

21. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

SUMS DEEMED TO BE CALLS

22. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

DIFFERENCES IN CALLS

23. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

PAYMENT OF CALLS IN ADVANCE

24. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the



moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) five per cent per annum, as may be agreed upon between the Directors and the member paying such sum in advance. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which sum would, but for such payment, become presently payable.

MEMBERS NOT ENTITLED TO DIVIDEND OR TO VOTE UNTIL CALLS PAID

25. No member shall be entitled to receive any dividend or to be present or to vote on any question either personally or by proxy, at any General Meeting, or upon a poll, or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.

TRANSFER OF SHARES

EXECUTION OF TRANSFER

26. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the transferee is entered in the register in respect thereof.

FORM OF TRANSFER

27. (a) Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve.



WHEN DIRECTORS
MAY DECLINE TO
REGISTER TRANSFERS

(b) The Directors may subject to such proper safeguards as they shall determine authorize the security or transfer agent of the Company to certify any instrument of transfer of shares in or debentures of the Company against certificates lodged.

28. The Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may decline to register the transfer of a share on which the Company has a lien.

29. The Directors may also decline to recognise any instrument of transfer unless:-

- (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and
- (b) the instrument of transfer is in respect of only one class of share.

NOTICE OF REFUSAL

30. If the Directors refuse to register a transfer they shall within three months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

REGISTER MAY
BE CLOSED

31. The registration of transfers may be suspended and the Register closed at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

REGISTRATION
FEES

32. The Company shall charge a fee not exceeding 25 cents on the registration of a transfer or of any probate, letters of administration, certificate of death or marriage, power of attorney,



notice in lieu of distringas, or other instrument affecting the title to any share provided that where any of the shares are listed on a stock exchange there shall be no charge for the registration of any transfer or other document affecting the title to those shares.

TRANSMISSION OF SHARES

TRANSMISSION

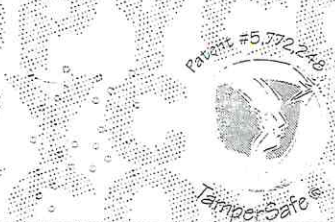
33. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

PERSON ENTITLED ON DEATH OR BANKRUPTCY MAY ELECT TO BE REGISTERED OR TO TRANSFER

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the transferee thereof but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

EFFECT OF ELECTION

35. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a



notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

RIGHTS OF PERSON ENTITLED BY TRANSMISSION

36. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

NOTICE REQUIRING PAYMENT ON CALL

FORFEITURE OF SHARES

37. If a member fails to pay any call or instalment on the day appointed for payment thereof the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses



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that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

38. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

IF NOTICE NOT COMPLIED WITH SHARES MAY BE FORFEITED

39. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares, and not actually paid before the forfeiture.

NOTICE OF FORFEITURE

40. When any share shall have been so forfeited, notice of the forfeiture shall be given to the holder of the share, or the person entitled to the share by transmission, and an entry of the forfeiture, with the date hereof, shall forthwith be made in the Register, but no forfeiture shall be invalidated by any failure to give such notice or make such entry as aforesaid.

SALE OF FORFEITED SHARE

41. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.

POSITION AFTER FORFEITURE

42. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of

forfeiture, were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate not exceeding ten per cent per annum, as the Directors shall think fit, from the date of forfeiture until payment but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

EVIDENCE OF FORFEITURE AND VALIDITY OF SALE

43. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale re-allotment or other disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold re-allotted or otherwise disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK

CONVERSION OF SHARES IN STOCK

44. The Company may by Ordinary Resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination.

TRANSFER OF STOCK

45. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to



conversion have been transferred, or as near thereto as circumstances admit; and the Directors may from time to time fix the minimum amount of stock transferable, provided that such minimum shall not exceed the subscription price of the shares from which the stock arose.

RIGHTS OF STOCKHOLDERS

46. The stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock, as would not, if existing in shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the shares so converted. Save as aforesaid, all provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to shares.

47. Such of these Articles of the Company as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INCREASE OF CAPITAL

POWER TO INCREASE CAPITAL

48. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

DISPOSAL OF NEW SHARES

49. Subject to the other provisions of these Articles the



shares shall be at the disposal of the Board, which may allot or otherwise dispose of them to such persons (including any Directors), at such times and for such consideration and upon such terms and conditions as the Directors may determine.

**HOW FAR NEW SHARES
TO RANK WITH SHARES
IN ORIGINAL CAPITAL**

50. Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise. Unless otherwise provided in accordance with these Articles the new shares shall be Ordinary Shares.

ALTERATION OF CAPITAL

**CONSOLIDATION
AND SUBDIVISION**

51. The Company may from time to time by Ordinary Resolutions:-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, or
- (b) subdivide its shares, or any of them, into shares of smaller amount than is fixed by these Articles subject, nevertheless to the provisions of Section 65(1)(d) of the Act and so that the resolution whereby any shares are subdivided may determine that as between the resulting shares one or more of such shares may be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares, or
- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any

person, and diminish the amount of its share capital by the amount of the shares so cancelled. TouchSafe®

REDUCTION OF

52. Subject to Section 70, the Company may by Special Resolution reduce its stated capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized, and consent required, by law.

GENERAL MEETINGS

ANNUAL GENERAL MEETING

53. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

OTHER MEETINGS

54. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

EXTRAORDINARY GENERAL MEETINGS

55. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, an Extraordinary General Meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 128 of the Act. If at any time there are not in Jamaica sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene



an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

NOTICE OF MEETINGS

56. 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, the day and the hour of the 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 regulations of the Company, entitled to receive such notices from the Company and to the Auditors. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

OMISSION TO GIVE NOTICE

57. The accidental omission to give notice of a meeting to,



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or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting,

PROCEEDINGS AT GENERAL MEETINGS

SPECIAL BUSINESS

58. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of declaring a dividend, in consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

QUORUM

59. 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, three members present in person shall be a quorum.

WHEN, IF QUORUM NOT PRESENT, MEETING TO BE DISSOLVED AND WHEN TO BE ADJOURNED

60. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

CHAIRMAN OF MEETING

61. The Chairman, if any, of the Board of Director shall preside as Chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act



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the Directors present shall elect one of their number to be chairman of the meeting.

62. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed or holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

ADJOURNMENTS

63. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, seven clear days' notice at the least of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

HOW QUESTIONS TO BE DECIDED

64. At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the show of hands) demanded –

- (a) by the chairman of the meeting; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

POLL WHEN TAKEN

65. Except as provided in Article 67, if a poll is duly demanded it shall be taken in such manner and at such time (within fourteen days) and place as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.

CASTING VOTE

66. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

WHEN POLL TAKEN

67. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The demand for a poll may be withdrawn.

VOTES OF MEMBERS

RIGHT TO VOTE

68. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

VOTING SHARES IN DIFFERENT WAYS

69. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

JOINT HOLDERS.

70. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register.

MEMBER OF UNSOUND MIND

71. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy.

CALLS IN ARREAR

72. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

OBJECTIONS TO VOTES

73. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such



meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

VOTES BY PROXY

74. On a poll votes may be given either personally or by proxy.

PROXY TO BE IN WRITING

75. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company. Every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

INSTRUMENT APPOINTING PROXY TO BE DEPOSITED

76. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within Jamaica as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

FORM OF PROXY

77. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-



"I/We, _____ of _____, in the parish of _____, being a member/members of the above named company, hereby appoint _____ of _____ or failing him

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as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

78. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We, _____ of _____, in the parish of _____, being a member/members of the above named company, hereby appoint _____ of _____ or failing him of _____

as my/our proxy to vote for me/us on my/our behalf at the _____ (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

This form is to be used *in favour of the resolution. _____ against _____

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

PROXY MAY
DEMAND POLL

79. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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REVOCATION
OF AUTHORITY

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATION ACTING BY REPRESENTATIVES AT

MEETINGS

81. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

NUMBER OF
DIRECTORS

82. Until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than THREE. There shall be no maximum.

REMUNERATION
OF DIRECTORS

83. The remuneration of the Directors shall from time to

may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

OFFICIAL SEAL
USE ABROAD

92. The Company may exercise the powers conferred by FOR Section 32 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

BRANCH REGISTER

93. The Company may exercise the powers conferred upon the Company by Sections 87, 118 and 119 of the Act with regard to the keeping of a branch register, and the Directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

DIRECTORS MAY
CONTRACT WITH
THE COMPANY

94. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature and extent of his interest at a meeting of the Directors or disclose in writing to the Company or request to have entered in the minutes of the meeting of the Directors the nature and extent of his interest in accordance with Section 193 of the Act.

(2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he should do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or
- (b) to any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation



- of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract by a Director to subscribe for or underwrite shares or debentures of the Company; or
- (d) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities;
- (e) any act or thing done under Article 97,

and these prohibitions may at any time be suspended or released to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in General Meeting.

(3) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contracts or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.



(4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(5) Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, providing that nothing herein contained shall authorize a Director or his firm to act as auditor of the Company.

SIGNING OF
CHEQUE, ETC.

95. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, indorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

MINUTES

96. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointment of officers made by the Directors;
- (b) of the names of the Director present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose and any



time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company,

**SPECIAL
REMUNERATION**

84. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

**QUALIFICATION
OF DIRECTORS**

85. The share qualification for a Director may be fixed by the Company in General Meeting, and unless and until so fixed no qualification shall be required.

**DIRECTOR HOLDING
director
OFFICE WITH
COMPANIES IN
WHICH THE
COMPANY IS
INTERESTED**

86. A Director of the Company may be or become a or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. The Directors may exercise the voting power conferred by the shares in any such other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including the exercise thereof in favour of any

resolution appointing themselves or any of then directors or other officers of such company), and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or about to be, appointed a director or other officer of such company, and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

BORROWING POWERS

POWER TO BORROW

87. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

POWERS AND DUTIES OF DIRECTORS

88. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

LOCAL MANAGEMENT

89. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad, in such manner as they think fit, and the



LOCAL BOARD DELEGATION

provisions contained in the three next following Articles shall be without prejudice to the general powers conferred by this Article.

90. The Directors from time to time, and at any time may establish any local boards or agencies for managing any of the affairs of the Company in any such specified locality, and may appoint any person to be members of such local board, or any managers or agents, and may fix their remuneration. And the Directors from time to time, and at any time, may delegate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Directors, other than the power of making calls with power to sub-delegate, and may authorize the members for the time being of any such local board, or any of them, to fill up any vacancies therein, and to act notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

POWERS OF ATTORNEY

91. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and

such minute of such a meeting if purporting to be signed by the chairman thereof, or by the chairman of the next succeeding meeting of the same body, shall be sufficient evidence without any further proof of the facts therein stated.

**PAYMENT OF
PENSIONS, ETC.
TO DIRECTORS**

97. The Directors may establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity pension or emolument to any person who is or has been employed by or in the service of the Company, or any subsidiary of the Company, or to any person who is, or has been, a Director or other officer of the Company or any such subsidiary, and the widow, family or dependants of any such person. The Directors may also subscribe to any Association or Fund which they consider to be for the benefit of the Company or any such subsidiary or any such person as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance of any such person. Provided that any Director shall be entitled to retain any benefit received by him hereunder, subject only, where the Act requires, to proper disclosure to the members and the approval of the Company in General Meeting.

DISQUALIFICATION OF DIRECTORS

98. The office of Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of section 177 of the Act, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or