



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of Jamaican Teas Limited (the “Company”) will be held virtually pursuant to, among other things, the Order made on 18th June 2021 by the Supreme Court of Judicature of Jamaica in Claim No. SU 2021 CD 00162 (the “Court Order”), at 10:00am on the 27th day of October 2021 for the purpose of transacting the following business:

1. Adoption of Amended Articles of Incorporation

WHEREAS:

- (a) Government protocols and measures to control the spread of COVID-19, including various restrictions on public gatherings including the holding of in-person general meetings of companies, have underscored the desirability of the Company being able to hold general meetings of members electronically; and
- (b) The provisions of the Company’s present Articles of Incorporation do not permit or facilitate the Company holding general meetings of members electronically; and
- (c) It is therefore proposed that the Company adopt new Articles of Incorporation that, among other things, permit and facilitate the Company holding general meetings of members electronically.

To consider and, if thought fit, pass the following as a Special Resolution:

Be it resolved that:

“The new Articles of Incorporation a copy of which is appended to this Notice and marked “A”, and available for inspection at the Company’s office at 2 Bell Road, Kingston 11, and at the Company’s website www.jamaicanteas.com, be approved and

adopted by the Company in the place of the Company’s present Articles of Incorporation, and the Directors be and are authorised and directed to register such Articles of Incorporation with the Office of the Registrar of Companies with or without such amendments as the board of directors of the Company may deem appropriate after receiving any requisitions from the Registrar of Company.”

2. Spin off of Manufacturing Business

WHEREAS:

- (a) The Company owns and carries on a tea manufacturing business at 2 Bell Road, Kingston 11, Jamaica, West Indies, under its own brand “Caribbean Dreams” and by licence under the brand “Tetley” (“Manufacturing Business”); and
- (b) The board of directors of the Company has over time considered the various benefits of transferring the Manufacturing Business to a subsidiary of the Company so as to, among other things, provide investors with the possibility of participating directly in the ownership of the Manufacturing Business in the future by means of an Initial Public Offering of shares in the new subsidiary; and
- (c) On the 14th day of September 2021, the board of directors of the Company passed a resolution, subject to the approval of the shareholders of the Company and any regulatory approval that may be necessary, authorising the Company to sell to its subsidiary Caribbean Dreams Foods Limited (“Caribbean Dreams Foods”) the Manufacturing Business in consideration of the Company being allotted 100% of the issued share capital of Caribbean Dreams Foods as fully paid up shares.

To consider and, if thought fit, pass the following Ordinary Resolution:

Be it resolved that:

“The Company be authorised to sell to its subsidiary Caribbean Dreams Foods Limited (“Caribbean Dreams Foods”) the Company’s Manufacturing Business (including all inventories of finished products, raw materials, packaging, and also manufacturing, packaging and other related machinery and equipment), that the Company owns and carries at 2 Bell Road, Kingston 11, Jamaica, West Indies, under the Company’s own brand “Caribbean Dreams” and by licence under the brand “Tetley” in consideration of the Company being allotted 100% of the issued share capital of Caribbean Dreams Foods as fully paid up shares, and on such terms as may be approved by the board of directors of the Company and by Caribbean Dreams Foods.”

BY ORDER OF THE BOARD

Secretary, Jamaican Teas Limited

Dated this 27th day of September 2021

IMPORTANT NOTICE TO ALL MEMBERS:

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

(1) Quorum And Attendance

- (a) The C.E.O. of the Company, the Company Secretary, and the Marketing Manager of the Company being physically present at the EGM shall constitute the quorum; or in the absence of any such person(s), any other staff member of the Company being shareholder(s) and physically present at the EGM may take the place of such person(s) and shall constitute the quorum.
- (b) All other members of the Company and persons entitled to attend the EGM are required to join the EGM by electronic means.

(2) Electronic Access To EGM

Information on how to access the EGM by electronic means and any updates regarding the EGM will be posted <https://iteneri.com/jamaican-teas/>

We encourage you to visit the website to find out how to register to attend.

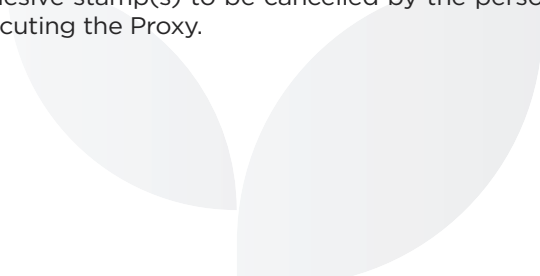
(3) Voting And Resolutions

- (a) Voting by shareholders at this EGM will only be facilitated in the following manner:
 - (i) Completion of the Proxy Form attached hereto, indicating in advance how the shareholder wishes to vote on each resolution; and
 - (ii) Appointment of either the Chairman, the Company C.E.O., or the Company Secretary as the shareholder’s proxy. The Proxy Form may also be downloaded from our website www.jamaicanteas.com
 - (iii) Mailing or dropping off the completed original Proxy Form at Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston, no later than forty-eight (48) hours before the date of the EGM.
- (b) No new resolutions or amended resolutions will be facilitated at this EGM.

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

IMPORTANT NOTE FOR MEMBERS WHO ARE NOT ABLE TO ATTEND:

1. A member entitled to attend and vote at the Extraordinary General Meeting can appoint either the Chairman, the Company C.E.O., or the Company Secretary as his/her proxy to vote on each resolution as the shareholder indicated on the Proxy Form.
2. The person so authorized as proxy shall be entitled to exercise the same powers as the member whom he represents.
3. Enclosed is a Proxy Form for your convenience, which must be lodged at Jamaica Central Securities Depository Limited at 40 Harbour Street, Kingston at least forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.
4. The Proxy Form shall bear the stamp duty of One Hundred Jamaican Dollars (J\$100.00) before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.





(Amended)

FORMAL ORDER

**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA
IN COMMERCIAL DIVISION
CLAIM NO. SU 2021 CD 00162**

IN THE MATTER OF the Companies Act of
Jamaica

AND

IN THE MATTER OF an application by John
Mahfood for directions pursuant to section
130(2) of the Companies Act of Jamaica

**IN CHAMBERS
BEFORE THE HONOURABLE MR JUSTICE BATTS
THE 18TH DAY OF JUNE 2021**

UPON the final hearing of the Fixed Date Claim Form herein dated and filed 13th April 2021 coming on this day, and **UPON HEARING** Weiden Daley, Attorneys-at-Law, instructed by Hart Muirhead Fatta, Attorneys-at-Law for the Applicant, and Mrs Donia J. Fuller-Barrett, Attorney-at-Law for Financial Services Commission, **IT IS HEREBY ORDERED THAT:-**

1. An Order that notwithstanding the provisions of the Companies Act, the provisions of the articles of incorporation of Jamaican Teas Limited ("**JAMT**"), QWI Investments Limited ("**QWI**"), and KIW International Limited ("**KIW**") (together, the "**Companies**"), regarding the holding of annual general meetings or extraordinary ordinary general meetings, and any notice of an annual general meeting or extraordinary general meeting, information circular or other documents that may be or already have been disseminated by the Companies or are by law or the articles of incorporation of the Companies required to be disseminated by the Companies to their respective shareholders, **JAMT**, **QWI**, and **KIW** may each call and conduct its annual general meetings and any extraordinary general meeting (the "**Meetings**", which term includes meetings conducted following an adjournment or postponement of the Meetings) in accordance with this order, for the years 2021 and for so long as the Disaster Risk Management (Enforcement Measures) orders subsist.
2. A Declaration that the Meetings called or held in accordance with this order shall be valid.
3. An Order that the Companies are each permitted to conduct the Meetings by either:
 - (1) holding a meeting with one or some shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and

manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the Companies indicate will be physically present at the meeting; or

- (2) holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
4. An Order that the Companies are permitted to provide their shareholders with notices of the Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financial statements including profit and loss accounts, balance sheets and auditor's reports and any other document necessary or relevant for the conduct of the Meetings by one or more of the following means, namely: electronic mail, pre-paid mail, posting links to access the documents on their respective websites, and/or on the website of the Jamaica Stock Exchange in the case of JAMT and QWI.
5. A Declaration that any notice or document delivered in accordance with this Order shall satisfy all requirements for serving or delivering documents for the Meetings notwithstanding any provision to the contrary in the Companies Act or the articles of incorporation of the Companies.
6. An Order that the failure or inability of a shareholder to attend or remain in any of the Meetings held in accordance with paragraph 3(1) or 3(2) above as a result of events beyond the control of the Companies shall not constitute a defect in the calling or holding of the Meetings and shall not invalidate any resolution passed or proceedings taken at the Meetings.
7. Liberty to apply.

BY THE COURT:



JUDGE

FILED by **HART MUIRHEAD FATTA** of Victoria Mutual Building, 2nd Floor, 53 Knutsford Boulevard, Kingston 5, Attorneys-at-Law for the Applicant, the address for service of which is that of his said Attorneys-at-Law. Tel. (876) 929-7432; fax (876) 929-5755. Ref: WOD (Attorney No. 3956; email: wodaley@hmf.com.jm).