



MAYBERRY
INVESTMENTS LIMITED

1985 - 2021

36
CELEBRATING 36 YEARS

ANNUAL GENERAL MEETING FOR 2020

**Knutsford Court Hotel
Thursday, October 28, 2021 | 2:00 p.m.**





MAYBERRY
INVESTMENTS LIMITED

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36

CELEBRATING 36 YEARS

CONTENTS

- 02** Agenda
- 03** AGM Notice
- 07** Affidavit in Support of Fixed Date Claim Form
- 10** Fixed Date Claim Form
- 18** Formal Order Dated May 10, 2021

AGENDA

35th ANNUAL GENERAL MEETING FOR 2020

Knutsford Court Hotel
Thursday, October 28, 2021 | 2:00 p.m.

Call To Order & Welcome Christopher Berry,
Executive Chairman

Prayer Erwin Angus,
Managing Director

Presentation Christopher Berry,
Executive Chairman

Presentation Gary Peart,
Chief Executive Officer

Q&A Session

Presentation of the Auditor's Report Donna Hobson, BDO

- Ordinary Resolutions**
- To receive the audited accounts for the year ended December 31, 2020
 - To declare interim dividend as the final dividend for the year
 - To elect Directors
 - To fix the remuneration of the Directors
 - To ratify the Directors' appointment and remuneration of the Auditors

Adjournment

Refreshments - Closing



1985 - 2021
36
YEARS OF TRUST

3

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 35th Annual General Meeting of MAYBERRY INVESTMENTS LIMITED will be held on Thursday, October 28, 2021, at 2:00 p.m. in hybrid format at the physical location of Knutsford Court Hotel, 11 Ruthven Road, Kingston 10 and via live-stream for the following purposes:

1. To receive the audited accounts for the year ended December 31, 2020.

RESOLUTION 1

To consider and (if thought fit) pass the following Resolution:

"That the audited accounts of the Company for the year ended December 31, 2020, together with the reports of the directors and auditors thereon, be and are hereby adopted."

2. To declare interim dividend as the final dividend for the year.

RESOLUTION 2

To consider and (if thought fit) pass the following ordinary resolution:

"That the interim dividend of \$0.125 per ordinary stock unit paid on July 1, 2020 to ordinary stockholders on record as at May 22, 2020, be approved and declared as a final dividend for the year ended December 31, 2020."

3. To Elect Directors.

RESOLUTION 3 (a), (b), (c)

The Directors retiring by rotation pursuant to Article 91 of the Articles of Association of the Company are Messrs. Konrad Berry, Gladstone Lewars and Erwin Angus who being eligible, offer themselves for re-election.



1985 - 2021
36
ANNIVERSARY IN YEARS

Notice of Annual General Meeting

Resolution 3(a):

To consider and (if thought fit) pass the following ordinary resolution:
"That the retiring director, Mr. Konrad Berry, be and is hereby re-elected a director of the Company."

Resolution 3(b):

To consider and (if thought fit) pass the following ordinary resolution:
"That the retiring director, Mr. Gladstone Lewars, be and is hereby re-elected a Director of the Company."

Resolution 3(c):

To consider and (if thought fit) pass the following ordinary resolution:
"That the retiring director, Mr. Erwin Angus, be and is hereby re-elected a director of the Company."

4. To fix the remuneration of the Directors.

RESOLUTION 4:

To consider and (if thought fit) pass the following Resolution:

"That the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the individual Directors for the ensuing year."

5. To ratify the Directors' appointment and remuneration of the Auditors.

RESOLUTION 5:

To consider and (if thought fit) pass the following ordinary resolution:

"That the Directors' appointment and remuneration of PricewaterhouseCoopers as Auditors in respect of the period ending with the conclusion of the next Annual General Meeting be and is hereby ratified, confirmed and approved."

By Order of The Board

A handwritten signature in black ink, appearing to be 'Konrad M. Berry', written over a horizontal line.

Konrad M. Berry
Secretary

Notice of Annual General Meeting

INFORMATION FOR ALL SHAREHOLDERS:

The 35th Annual General Meeting will be held in the hybrid format of a physical meeting and a live-stream pursuant to Supreme Court Order dated 31 May 2021 in the matter SU 2021 CD 00196.

1. Attendance at the AGM & Live-Stream

- Physical attendance at the meeting will be limited to selected shareholders who are also members of staff of Mayberry Investments Limited in at least the amount required to establish a quorum. The Company Secretary and other staff support personnel will also be in physical attendance.
- All other Shareholders of the Company who wish to observe and participate in the proceedings are required to watch the AGM remotely via live-stream. The live-stream will be available at: <https://youtu.be/SL26DOCC6Ug>

2. Voting at the AGM

- Voting at the AGM will be facilitated by proxy or electronic voting through the AGM platform. To vote shareholders are required to do the following:
 - Appoint either the Executive Chairman, Mr. Christopher Berry or Director, Mr. Gary Peart as the shareholder's proxy.
 - Complete the Proxy Form by indicating how the shareholder wishes its proxy to vote (for or against) in relation to each resolution.
- A Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Registrar of the Company at 40 Harbour Street, Kingston, Jamaica not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of J\$120.00 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. The Company reserves the right to pay stamp duty on unstamped Forms of Proxy
- A Form of Proxy is available for download at: <https://www.mayberryinv.com/>



MAYBERRY
INVESTMENTS LIMITED

1985 - 2021

36
CELEBRATING 36 YEARS

Notice of Annual General Meeting

3. Asking Questions

- Shareholders are encouraged to submit their questions in advance of the AGM by sending an email to mayberry.agm@mayberryinv.com. Questions will be responded to during the AGM to the extent reasonably practicable in the Chairman's discretion.

4. Additional Information

- We encourage shareholders to monitor our website for all updates and information regarding the AGM.
- You may view our Annual Report on our website at: <https://www.mayberryinv.com>.



AFFIDAVIT IN SUPPORT OF FIXED DATE CLAIM FORM

* EXCERPT - PLEASE REFER TO OUR WEBSITE:
WWW.MAYBERRYINV.COM TO ACCESS THE FULL CONTENTS



Sworn on behalf of: Claimant
Sworn by: Marlene Street Forrest
Affidavit No: 2
Exhibit: "MSF-4", "MSF-5"
Date Sworn: May 3, 2021
Date Filed: May, 2021



**AFFIDAVIT OF MARLENE STREET FORREST
IN SUPPORT OF FIXED DATE CLAIM FORM**

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD 00196

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

I, **MARLENE J. STREET-FORREST**, being duly sworn make oath and say
as follows:

1. I am the Managing Director of the Claimant, the Jamaica Stock Exchange, and my address for the purpose of these proceedings is 40 Harbour Street, in the parish of Kingston.
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. 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 due to the effects of the novel Coronavirus COVID-19. This order which was made pursuant to the Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.

of the assets of the Company against all costs, charges, expenses, awards or damages, losses or liabilities which he may sustain or incur:

- (a) in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Company;
- (b) in connection with any derivation action;
- (c) in connection with any application under section 389 of the Act in which relief is granted by the Court.

The Directors shall be and are hereby authorised to effect and maintain at the costs of the Company such directors and officers' liability insurance as they shall deem fit. No Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the honest execution of the duties of his office.

**CONSENT TO SERVICE OF DOCUMENTS BY ELECTRONIC
MEANS & IN ELECTRONIC FORM**

179. Each member by subscribing for shares or by purchasing or otherwise acquiring shares in the Company, hereby consents to the Company sending notices and other documents to him by electronic means or in electronic form and confirms that notice sent in such form or by such means shall be deemed to be notice in writing for purposes of the Act. Each member undertakes to provide the Company with his e-mail or other electronic address.



MAYBERRY
INVESTMENTS LIMITED

1985 - 2021

36
ANNIVERSARY

FIXED DATE CLAIM FORM



FIXED DATE CLAIM FORM

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD 00196



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

The Claimant, **THE JAMAICA STOCK EXCHANGE** of 40 Harbour Street, in the parish of Kingston, claims for the following relief:

1. An order that notwithstanding the provisions of the Companies Act, the provisions of each of their articles of incorporation regarding the holding of annual general meetings and any notice of an annual meeting, information circular or other documents that may be or already have been disseminated by the companies identified in the list exhibited to the Affidavit in support of this Fixed Date Claim Form ("the Companies") may call and conduct their next general meetings ("the General Meetings", which term includes annual general meetings and/or extraordinary general meetings or any of them conducted following an adjournment or postponement) in accordance with this order and the General Meetings called or held in accordance with this order shall be valid.
2. An order that the Companies are permitted to conduct their General Meetings for the years 2021, 2022 and 2023 or for so long as Jamaica remains or is designated a disaster area pursuant to the Disaster Risk Management Act (whichever period is longer) by either:

- (a) Holding a meeting with one or more shareholders present at a physical venue with a live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting or by a proxy chosen from among the persons the company indicates will be physically present at the meeting; or
 - (b) Holding a meeting entirely by live stream or broadcast of the meeting by electronic means or software (including webcasting, videoconferencing, teleconferencing, a combination of these and/or other electronic means) which allows all shareholders access to see and hear the proceedings, ask questions in such reasonable order and manner as the chairman may allow, and to vote electronically including before the meeting.
3. An order that the Companies are permitted to provide their shareholders with notices of the General Meetings, resolutions, draft resolutions proposed to be passed, circulars, proxy forms, financials including profit and loss accounts, balance sheets and auditor's reports and any other documents necessary or relevant for the conduct of an annual general meeting by one or more of the following means: electronic mail, pre-paid mail, posting links to access the documents on their respective websites and/or the Jamaica Stock Exchange's website.
4. A declaration that any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for the General Meetings notwithstanding any provision to the contrary in the Companies Act or the Companies' articles of incorporation.

5. An order that the failure or inability of a shareholder to attend or remain in the General Meetings held in accordance with paragraph 2 above as a result of mistake or of events beyond the control of a Company shall not constitute a defect in the calling of the General Meetings and shall not invalidate any resolutions passed or proceedings taken at that General Meeting.
6. Liberty to apply.
7. Such further and other relief as this Honourable Court deems appropriate or which may be necessary to give effect to the orders sought.

The Claimant is seeking the orders on the following grounds:

- (1) The Claimant is a company incorporated under the Companies Act. Its objects include mobilizing capital to facilitate the growth and development of companies and promoting the development of the Jamaican stock market.
- (2) The Companies are listed on the stock exchange operated by the Claimant and the Claimant acts on their behalf in these proceedings.
- (3) 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 due to the effects of the novel Coronavirus COVID-19.
- (4) This order, which was made pursuant to the Disaster Risk Management Act, imposed various restrictions including restricting the size of public gatherings.

- (5) Since that date the Government has implemented several measures to limit the spread of COVID-19 by the promulgation of a series of orders under the Disaster Risk Management Act.
- (6) On April 13, 2021 the Disaster Risk Management (Enforcement Measures) (No. 5) Order, 2021 ("the Order") was brought into effect extending the period for which Jamaica is deemed a disaster area to June 30, 2021.
- (7) The Order prohibits public gatherings exceeding 10 persons including specifically annual general meetings and extraordinary general meetings.
- (8) The Order also maintains the prohibition against persons over the age of sixty years from leaving their place of residence except for specified purposes.
- (9) Given the nature of COVID-19 it is likely that there will be further extensions and orders and even if there are no further extensions, the medical advisory is for persons to limit social contact, including public gatherings, as much as possible.
- (10) Section 126(1) of the Companies Act provides that **"Every company shall in each year hold a general meeting as its annual general meeting...; and not more than fifteen months shall elapse between the date of one annual general meeting of a company and that of the next"**
- (11) Most of the Companies are required to hold their annual general meetings prior to December 2021.
- (12) At General Meetings, all shareholders are entitled to attend, be heard and vote.

- (13) The membership of each of the Companies is greater than 300 and, in some cases, exceeds 5,000 to more than 29,000, and there is no suitable venue which is an appropriate size to accommodate all shareholders entitled to attend at the required physical distance.
- (14) In relation to directors' meetings in relation to which section 141 of the Companies Act provides that "a director may if all the directors of the company, consents, participate in a meeting of directors of the company or of a committee of the directors by means of such telephone or other communicating facilities as permit all persons participating in the meeting to hear each other".
- (15) There are no similar provisions in relation to General Meetings and the Companies Act therefore does not appear to allow them to be held or conducted by electronic means.
- (16) General Meetings must therefore generally be held at a physical venue where shareholders attend in person.
- (17) In the circumstances, it is not feasible for the Companies to safely hold their next General Meetings as required by the Companies Act and their Articles of Incorporation in a manner that properly facilitates participation by their large number of shareholders.
- (18) Section 130(2) of the Companies Act provides that "If for any reason it is impracticable to call a meeting of a company in any manner in which meetings of that company may be called, or to conduct the meeting of the company in a manner prescribed in the company's articles, the Court may, either of its own motion or on the application of any director of the company or of any member of the company who would be entitled to vote at the meeting, order a meeting of the company to be called, held and conducted in such manner as the Court thinks fit, and where any such order is made may give such ancillary or consequential directions as it thinks expedient, and any meeting called, held and conducted in

accordance with any such order shall for all purposes be deemed to be a meeting of the company duly called, held and conducted”.

- (19) 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 Companies to hold General Meetings during the period the Order applies (including any likely extension).
- (20) The Claimant has been appointed as a representative party for the Directors and the Companies in applying to this Court pursuant to section 130(2) of the Companies Act.
- (21) The relief sought in this claim is therefore appropriate and necessary so that the Companies may comply with both the Order and the requirements of the Companies Act to hold General Meetings.

I certify that I believe that the facts stated in this Fixed Date Claim Form are true.

Dated the 3rd day of May 2021



MARLENE STREET FORREST
Managing Director
THE JAMAICA STOCK EXCHANGE



KEVIN O. POWELL

HYLTON POWELL
ATTORNEYS-AT-LAW FOR THE CLAIMANT

PER



KERRI-ANNE MAYNE

NOTICE OF HEARING:

THE FIRST HEARING of this claim will take place at The Supreme Court, Public Buildings, King Street, Kingston, on the 31 day of May 2021 at 12:00 a.m./p.m. for 1/2 hours.

If you do not attend at that hearing, judgment may be entered against you in accordance with the claim.

A Particulars of Claim or an Affidavit giving full details of the Claimant's claim should be served on you with this Claim Form. If this has not been done and there is no order permitting the Claimant not to serve the Particulars of Claim or Affidavit you should contact the court immediately. You should complete the form of Acknowledgement of Service served on you with this Claim Form and deliver it to the registry (address below) so that they receive it within **FOURTEEN (14) days** of service of this Claim Form on you. The form of Acknowledgement of Service may be completed by you or an Attorney-at-Law, acting for you. See Rules 9.3(1) and 9.4(3).

You should consider obtaining legal advice with regard to this claim. See notes in form 2A served with this Claim Form.

This Claim Form has no validity if it is not served within six months of the date below unless it is accompanied by an order extending that time. See Rule 8.14(1).

[SEAL]

The Registry is at King Street, Kingston, telephone numbers (876) 922-8300 – 9, fax (876) 967-0669. The office is open between 9:00a.m. and 4:00p.m. Mondays to Thursdays and 9:00 a.m. to 3:00p.m. on Fridays except on Public Holidays.

DATED THE DAY OF MAY 2021

FILED by **HYLTON POWELL**, Attorneys-at-Law, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for the Claimant 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@gmail.com



FORMAL ORDER DATED MAY 10, 2021



FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO. SU 2021 CD 00196



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

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

IN CHAMBERS VIA VIDEO CONFERENCE

ON THE 10th DAY OF MAY 2021

BEFORE THE HONOURABLE MR JUSTICE DAVID BATTS

UPON the Applicant's *Without Notice* Application to Appoint Representative Party and for Service by Specified Method filed May 5, 2021 coming on for hearing **AND** after hearing **KEVIN O. POWELL** and **KERRI-ANNE MAYNE** instructed by Hylton Powell, Attorneys-at-law for the Applicant,

IT IS HEREBY ORDERED THAT:

1. The Applicant, the Jamaica Stock Exchange Limited, is appointed as the representative party pursuant to Rule 21.1 of the Civil Procedure Rules, 2002 for the conduct of Claim SU 2021 CD 00196 on behalf of the public companies and their directors listed in the Appendix to this order.

2. The first date hearing of the Fixed Date Claim is fixed for 12:00 noon on the 31st of May 2021.
3. The personal service of the Fixed Date Claim is dispensed with.
4. The Applicant to serve the Fixed Date Claim Form, the Affidavit in Support of the Fixed Date Claim Form, this Order and any other process by:
 - a) Posting the said documents on the Applicant's website and the websites, if any, of the individual companies represented; and
 - b) By a notice published in a Sunday edition of a newspaper with national circulation at least 7 days before the hearing of the Fixed Date Claim and indicating that the documents may be viewed on the Applicant's website.
5. This order shall be prepared, filed and served in the manner provided for above by the Applicant's Attorneys-at-law.

BY THE COURT



JUDGE/REGISTRAR

Filed by Hylton Powell, 11A Oxford Road, Kingston 5 in the parish of Saint Andrew, Attorneys-at-Law for and on behalf of the Applicant (Attention: Kerri-Anne Mayne – Attn # 5683), whose address for service is that of its Attorneys-at-law. Telephone: 926-1672 & Fax: 929-7587. Email: kamayne@hyltonpowell.com

APPENDIX

Company	Director
1. 1834 Investments Limited	Joseph M. Matalon
2. Access Financial Services Limited	Company Secretary
3. AMG Packaging and Paper Company Limited	Peter Chin
4. Berger Paints Jamaica Limited	Adam M. Sabga
5. Caribbean Assurance Brokers Limited	Raymond Walker
6. Derrimon Trading Co. Limited	Derrick Cotterell
7. G West Corporation Limited	Wayne Gentles
8. Iron Rock Insurance Company Limited	R.E.D. Thwaites
9. JMMB Group Limited	Archibald Campbell
10. Jamaica Public Service Company Limited	Bok Hoa Jeong
11. Jamaica Stock Exchange Limited	Marlene Street Forrest
12. Kingston Properties Limited	Nicole Foga
13. Lasco Distributors Limited	John De Silva
14. Lasco Financial Services Limited	Jacinth Hall-Tracey
15. Lasco Manufacturing Limited	James E.D. Rawle
16. Main Event Entertainment Group Limited	Dr. Ian Blair
17. Medical Disposables & Supplies Limited	Nikeisha Boothe
18. Mayberry Investments Limited	Gary H. Peart
19. Radio Jamaica Limited	Christopher Barnes
20. Seprod Limited	Richard Pandohie
21. Supreme Ventures Limited	Gary Peart
22. The Limners and Bards Limited	Michael Bennett
23. tTech Limited	Christopher Reckord
24. Wigton Windfarm Limited	Earl Barrett



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1985 - 2021

36

CELEBRATING 36 YEARS