

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 3rd Annual General Meeting of FIRST ROCK CAPITAL HOLDINGS LIMITED ("the Company") will be held in person and will also be Livestreamed using the Zoom Video Conferencing Platform on the 02nd day of June 2022 from Rodney Bay, Gros Islet, Saint Lucia at 9.30 am (AST/SLU) to consider, and if thought fit, to pass the following resolutions:

## Ordinary Business: Resolutions 1-5

1. To receive the audited accounts for the year ended 31st December 2021

### Resolution 1- Audited Accounts

"THAT the audited accounts for the year ended December 2021 together with the reports of the Directors and Auditors thereon be and are hereby adopted."

2. To ratify interim dividend payments and declare them final

### Resolution 2- Interim Dividend

"THAT the interim dividends totaling US\$371,833.00 paid in 2021, be and are hereby ratified and declared as final and that no further dividend be paid in respect of the year under review."

3. To elect Directors

The directors retiring by rotation pursuant to Article 101 of the Articles of Incorporation are Alton Morgan, Douglas Halsall and Kisha Anderson, all of whom being eligible offer themselves for re-election.

### Resolution 3(i) - Re-election of Alton Morgan

"THAT the retiring Director, Alton Morgan be and is hereby re-elected as a Director of the Company."

### Resolution 3(ii) - Re-election of Douglas Halsall

"THAT the retiring Director, Douglas Halsall be and is hereby re-elected as a Director of the Company,"

### Resolution 3(iii) – Re-election of Kisha Anderson

"THAT the retiring Director, Kisha Anderson be and is hereby re-elected as a Director of the Company," and

### Resolution 3(iv) – Ratification of Appointment of Dr. Michael Banbury

"THAT the recently appointed Director, Dr. Michael Banbury be and is hereby re-elected a Director of the Company."

4. To approve the remuneration of the directors

### Resolution 4-Directors' Remuneration

"THAT the amount included in the Audited Accounts of the Company for the year ended 2021 as remuneration for their services as Directors be and is hereby approved."

5. To re-appoint Auditors and fix their remuneration

**Resolution 5 – Re-Appointment and Remuneration of Auditors**

“THAT Ernst and Young, Chartered Accountants having agreed to continue in office as Auditors, be and are hereby re-appointed Auditors for the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company”.

**Special Business: Resolution 6**

6. To change the Company name

**Resolution 6 – Change of Company Name**

“THAT the Company’s name be changed from First Rock Capital Holdings Limited to First Rock Real Estate Investments Limited.”

Dated the 21st April, 2022  
by Order of the Board

  
Secretary  
Finsec Limited

**NOTES**

This AGM is being held as a “hybrid” meeting and you may attend in person physically at the venue, or by electronic means or by proxy.

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place. Such proxy could be chosen from the following list of Directors (and Company Secretary) who have indicated that they intend to attend the AGM:

- (a) Norman Reid, Chairman
- (b) Annalee Augustin, for Finsec Ltd.,  
Company Secretary

or alternatively, a member may appoint a person of his/her choice who has been granted the right to attend the meeting physically after having been registered for attendance.

A corporate shareholder may, instead of appointing a proxy, appoint a corporate representative in accordance with Article 78 of the Company’s Articles of Association.

(2) A member must complete and return his/her Form of Proxy to the Registrar of the Company, Sagicor Corporate Services (“SCS”), using one of the following methods, **not less than 48 hours before the Meeting:**

(a) by hand delivery to SCS at 17 Dominica Drive, Kingston 5, Jamaica, W.I.; or

(b) by post addressed to SCS at 17 Dominica Drive, Kingston 5, Jamaica, W.I.; or

(c) by email: to the Registrar at [sbj\\_registrar@sagicor.com](mailto:sbj_registrar@sagicor.com).

A suitable Form of Proxy is enclosed for your convenience.

# Form of Proxy

Affix \$100  
Stamp  
here

I/We \_\_\_\_\_ of \_\_\_\_\_  
(address) being a member/members of First Rock Capital Holdings Limited hereby appoint  
\_\_\_\_\_ (proxy name) of \_\_\_\_\_ (address) or failing him/  
her \_\_\_\_\_ (alternate proxy) of \_\_\_\_\_ (address) as  
my/our proxy to vote for me/us on my/our behalf, at the 2022 Annual General Meeting of the  
Company to be held in person and via Livestream using the Zoom Video Conferencing Platform on the  
02<sup>nd</sup> day of June 2022 from Rodney Bay, Gros Islet, Saint Lucia at 9:30 am (AST/SLU) and at any  
adjournment thereof.

	FOR	AGAINST
<b>Resolution 1</b> To receive the audited accounts for the year ended 31 <sup>st</sup> December 2021		
<b>Resolution 2</b> To ratify interim dividend payments		
<b>Resolution 3</b> To re-elect directors		
<b>Resolution 4</b> To approve the remuneration of the directors		
<b>Resolution 5</b> To appoint Auditors and fix their remuneration		
<b>Resolution 6</b> Change of company name		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
(Signature of primary shareholder)

\_\_\_\_\_  
(Name of primary shareholder)

\_\_\_\_\_  
(Signature of secondary shareholder)

\_\_\_\_\_  
(Name of secondary shareholder)

**NOTE: to be valid:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/ her stead. A proxy need not be a member of the company.
2. If the appointer is a Corporation, this form must be under its common seal or under the hand of an officer or attorney duly authorized
3. This Form of Proxy must be received by the Registrar of the Company, Sagicor Corporate Services, not less than 48 hours before the time of the meeting.
4. This Form of Proxy should bear stamp duty of \$100.00. Adhesive stamps are to be cancelled by the person signing the proxy.