



**KINGSTON  
PROPERTIES  
LIMITED**  
THE REIT

# NOTICE OF THE 14<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **14th Annual General Meeting** of **KINGSTON PROPERTIES LIMITED** will be held at the **Terra Nova All Suite Hotel, 17 Waterloo Road, Kingston 10** in the parish of St Andrew in Jamaica on **28th June, 2022** at **10:00 a.m.** for the following purposes:

## ORDINARY BUSINESS

1. To Receive the Audited Accounts for the year ended December 31, 2021 and the Reports of the Directors and Auditors.

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

**Resolution 1:** "THAT the Audited Accounts for the Year Ended December 31, 2021 along with the reports of Directors and Auditors, circulated with notice convening the meeting, be and are hereby adopted."

2. To Declare Final Dividend

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

**Resolution 2:** "THAT the interim dividend of US\$0.000664 per share paid on March 11, 2021 and US\$0.000664 per share paid on August 23, 2021, be and is hereby declared as final for the year ended December 31, 2021".

3. To Elect Directors

(a) The Directors retiring by rotation in accordance with Article 107 of the Company's Article of Incorporation are Mr. Peter Reid and Mrs. Lisa Gomes who being eligible for re-election offer themselves for re-election.

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

**Resolution 3:** "THAT Peter Reid retiring by rotation, be and is hereby re-elected."

**Resolution 4:** "THAT Lisa Gomes retiring by rotation, be and is hereby re-elected."

4. To Appoint the Auditors and Fix their Remuneration

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

**Resolution 5:** "THAT KPMG having signified their willingness to continue in office as Auditors, the Directors be and are hereby authorized to agree to their remuneration in respect of the period ending with the next Annual General Meeting."

## SPECIAL BUSINESS

5. To Amend the Articles of Incorporation by Special Resolution

The Company is asked to consider and, if thought fit, pass the following Resolutions:-

**Resolution 6:**

"THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by inserting after "director" in Article 1, the following definition:

"Electronic Means" shall include technology utilized by multipurpose devices, scanning devices, mobile devices, computers or other automated or photographic devices, as well as webcasting, teleconferencing, videoconferencing, live stream or broadcast or a combination of these."

**Resolution 7:**

"THAT pursuant to section 10 of the Companies Act, the Articles of Incorporation of the Company be altered by inserting after Article 56, the following Article to be numbered 56A:

**"56A.**

(1) Subject to the approval of a simple majority of the Directors and in so far as permitted by law, the Company may in lieu of holding a physical meeting, convene and hold a meeting of its members as a:

- (a) hybrid meeting; or
- (b) virtual meeting,

and shall be so identified in the notice convening such a meeting.

(2) For the purpose of these Articles:

(a) a "hybrid meeting" means a meeting held at one or more physical venue, as well as virtually, using any technology that gives members and Directors not physically in attendance at any of the venue a reasonable opportunity to attend and participate by Electronic Means; and

(b) a "virtual meeting" means a meeting held at no physical venue that gives members and Directors, the reasonable opportunity to attend and participate by Electronic Means; and

(3) Notwithstanding anything to the contrary in these Articles, the notice of a virtual meeting need not specify a place as a physical location but shall include an electronic or virtual location or details sufficient to facilitate the attendance by members at an electronic or virtual location and such a meeting shall be recorded as held in Jamaica. The notice of a hybrid meeting shall specify a physical location as well as an electronic or virtual location.

(4) If the Company holds a hybrid meeting it shall have power to limit the number of persons in attendance at any physical venue to such number as is reasonable in all the circumstances.

(5) Where the Company holds a hybrid meeting or a virtual meeting, the use of Electronic Means for the purpose of enabling members to attend and participate in such meetings may be made subject only to such requirements and restrictions as are:

(a) necessary to ensure the identification of the members of the Company, and the security of the electronic communication;

(b) necessary to provide reasonable evidence of the entitlement of any person, who is not a member, to attend such meeting; and

(c) proportionate to achievement of these objectives.

(6) The right of a member to attend a hybrid meeting or a virtual meeting may be exercised by the member's proxy. Notwithstanding anything to the contrary contained in these Articles, a proxy form may be returned to the Company by Electronic Means, and this shall be deemed as deposited for the purpose of Article 69 and valid, provided that the Company acknowledges receipt of same and is able to identify that the proxy has been duly stamped in accordance with the applicable law.

(7) A member who participates or votes electronically in a hybrid meeting or a virtual meeting, is deemed to be present in person at the general meeting and shall count to constitute a quorum and a member who casts a vote, electronically shall be deemed to have voted in person. Any hybrid meeting or virtual meeting is deemed to have been convened and held in Jamaica and shall be governed by the laws of Jamaica.

(8) Any failure of technology or any failure or inability of a member to attend or remain in a meeting held in accordance with these Articles as a result of a mistake or of events beyond the control of the Company shall not constitute a defect in the calling of such a meeting and shall not invalidate any resolutions passed or proceedings taking place at that meeting provided that a quorum is present at all times."

By Order of the Board of Directors



Nicole Foga

**Company Secretary**

Registered Office:  
7 Stanton Terrace  
Kingston 6, Jamaica

**May 30, 2022**

**NOTE:** A shareholder is entitled to vote by Proxy and a Proxy need not be a shareholder. You are encouraged to vote by Proxy and a Form of Proxy is enclosed for your convenience. Forms of Proxy must be lodged at the Company's registered office at least forty-eight hours before the time appointed for holding the meeting.