

# *FosRich*

## Company Limited

*“We Foster Rich Customer Service”*

*THE ANNUAL GENERAL MEETING PREVIOUSLY SCHEDULED FOR JUNE 21, 2022 HAS BEEN RESCHEDULED.*

**NOTICE IS HEREBY GIVEN** that the 2022 Annual General Meeting of the shareholders of FosRich Company Limited (“the Company”), will be held at 79 Molynees Road, Kingston 10, Jamaica and electronically online via the Zoom platform (access details are provided below) on **TUESDAY, JULY 12, 2022 at 2:30 p.m.** for the following purposes:

### **ORDINARY BUSINESS**

1. To receive the Directors’ Report, the Auditor’s Report and the Audited Financial Statements of the Company for the financial year ended December 31, 2021.

#### **Resolution No.1**

To consider and, if thought, fit pass the following resolution:

“THAT the Audited Financial Statements for year ended December 31, 2021, together with the Auditor’s Report and the Report of the Directors of the Company be hereby received and adopted.”

2. To retire one third of the Directors by rotation in accordance with Article 98 and to re-elect the retiring Directors as provided by Article 99 of the Company’s Articles of Incorporation. The Directors retiring in 2022 are Mr. Steadman Fuller and Mr. Peter Knibb and, being eligible, are offering themselves for re-election.

#### **Resolution No. 2A**

To consider and, if thought fit, pass the following resolution:

“THAT Steadman Fuller retires by rotation and being eligible is re-elected a Director of the Company for the ensuing year.”

#### **Resolution No. 2B**

To consider and, if thought fit, pass the following resolution:

“THAT Peter Knibb retires by rotation and being eligible is re-elected a Director of the Company for the ensuing year.”

3. To ratify the dividend declared and paid by the Company for the year ended December 31, 2021.

#### **Resolution No. 3**

To consider and, if thought fit, pass the following resolution:

“THAT a dividend declared of \$0.103 per share and paid on December 6th, 2021, to the shareholders on record as at November 19th, 2021, by the Company, be and is hereby approved as final dividend and no other dividend will be paid in respect of the year under review.”

4. To re-appoint the Auditors and authorize the Board of Directors to fix their remuneration.

#### **Resolution No. 4**

To consider and, if thought, fit pass the following resolution:

“THAT Messrs. Crooks Jackson Burnett, Chartered Accountants of, The Business District, 19 Cargill Avenue, Kingston 10, Jamaica, having agreed to continue in office as the Company’s Auditor be and are hereby re-appointed 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**

### 5. Increase in Share Capital

#### **Resolution No. 5A**

To consider and, if thought fit, pass the following resolution:

“THAT the authorised share capital of the Company be increased from 512,821,000 shares to 15,000,000,000 shares by the creation of an additional 14,487,179,000 ordinary shares each ranking pari passu in all respects with the existing ordinary shares or stock units in the capital of the Company.”

### 6. Stock Split

#### **Resolution No. 5B**

To consider and, if thought fit, pass the following resolution:

“THAT each of the issued ordinary shares in the capital of the Company be subdivided into 10 ordinary shares with effect from the close of business on 27 July 2022, resulting in the total issued share capital of the Company being increased from 502,275,555 ordinary shares of no par value to 5,022,755,550 ordinary shares of no par value.”

### 7. Rights Issue and/or Additional Public Offering

#### **Resolution No. 5C**

To consider and, if thought fit, pass the following resolution:

“THAT the Company, be and is hereby authorised to issue up to 126,000,000 ordinary shares by way of a Rights Issue to existing stockholders, and/or an offer for subscription to the public pursuant to a prospectus in lieu of a rights issue to existing Stockholders. (herein an “Additional Public Offering”)

### 8. **Resolution No. 5D**

To consider and, if thought fit, pass the following resolution:

“THAT the Board of Directors of the Company and/or any duly appointed Committee of the Board of Directors be and is hereby authorised to determine in their discretion any terms and conditions relating to the Rights issue and/or Additional Public Offering.”

### 9. **Resolution No. 5E**

To consider and, if thought fit, pass the following resolution:

“THAT any pre-emption rights to which the existing stockholders may be entitled, howsoever arising, be and are hereby dis-applied for the purposes of the Rights issue and the Additional Public Offering.”

### 10. **Resolution No. 5F**

To consider and, if thought fit, pass the following resolution:

“THAT all ordinary shares issued in the Rights issue and Additional Public Offering once issued and allotted be and are hereby converted into stock units.”

11. To amend the Articles of Incorporation by Special Resolution.

**Resolution No. 6**

To consider and, if thought, fit pass the following resolution:

“THAT the Articles of Incorporation of the Company be and are hereby amended by deleting the definition of Electronic Means in Article 1 and inserting new Articles numbered 1A, 1B and 1C respectively to provide as follows: -

“1A” A document or information required to be sent may be sent:-

(a) In an “Electronic Form” if it is sent or supplied in an electronic form (for example by electronic mail, facsimile, or by other means while in an electronic form for example, sending a computer disk or tape, or QR code, by post or hand delivery).

(b) By “Electronic Means” if it is sent:-

(i) Initially and received at its destination by means of a computer, laptop, tablet, mobile phone, scanning devices, QR code, automated or photographic devices or other electronic equipment for the processing (including digital compression), downloading or storage of data;

(ii) Entirely transmitted, conveyed and received by wire, by radio, optical means, scanning devices, QR code, mobile telephone, tablets, iPad, laptops, computers or other electromagnetic means;

(iii) By posting links to access documents or information via the Company’s website;

“1B” Where in these Articles it is provided that a document or information may be sent in Electronic Form or by Electronic Means it means that the Company may send the document or information in Electronic form and Electronic means if the intended recipient has consented or is deemed to have consented in writing to such document or information being sent to him in that form or by that means and has provided the Company with an Electronic Address at which such document or information may be sent in Electronic Form or by Electronic Means. In the event that the Company requests any shareholder to consent to any document being sent to that shareholder by Electronic Form or Electronic means and such shareholder does not respond he or she shall be deemed to have consented to such document being sent to him or her in the Electronic Form or by Electronic Means in the manner proposed and if he has not provided an Electronic Address to the Company he or she shall be deemed to have consented to such document being sent or served upon him or her by uploading same to the Company’s website.

“1C” In the event that the Company uploads a document to its website and/or the Jamaica Stock Exchange website and publishes a notice in a daily newspaper that it has done so then such document shall be deemed to have been served or given to its shareholders.

Dated this 13th day of June 2022

**BY ORDER OF THE BOARD**



**CUBE CORPORATE SUPPORT LIMITED**  
**CORPORATE SECRETARY**

Further information on participating in this year’s Annual General Meeting can be found on our website  
- [www.fosrich.com](http://www.fosrich.com)

## Notes:

1. A member entitled to attend and vote at this Annual General meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A Proxy Form is enclosed at the back of the annual report for your convenience.
3. Members can also download a proxy form from the company's website ([www.fosrich.com](http://www.fosrich.com)).
4. A Director and the Company Secretary are required to sign the proxy form of a corporate member under the common seal of that company.
5. Amendments made to the proxy form must be initialled by the member(s) signing.
6. In the case of joint holders, any member may sign the proxy form to the exclusion of the other joint holder(s).
7. The completed form must be properly executed, stamped and together with the power of attorney or other documents appointing the proxy, must be deposited with the Secretary at the Registered Office of the company at 79 Molyne's Road, Kingston 10, no later than 2:30 p.m. Friday 8<sup>th</sup> July 2022.
8. The Proxy Form shall bear stamp duty in the amount of \$100.00 by way of postal adhesive stamp(s) which is to be cancelled by the person signing the form.
9. Voting virtually on the Zoom platform during the meeting will not be accommodated. Members attending virtually, and wishing to vote, must therefore submit a Proxy Form

## Meeting Access

**Connection information for virtual access to the Hybrid Annual General Meeting is as follows:**

Zoom Video Communications

<https://us02web.zoom.us/j/8898197764?pwd=MFh5b2tFOWR3bGwrL2dxNGsxQzdCQT09>

Meeting ID: 889 8197 7764

Passcode: 139412