

THE PALACE AMUSEMENT COMPANY (1921) LIMITED

AMENDED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Palace Amusement Company (1921) Limited will be held at Cinema 1, Carib Theatre, 93A Slipe Road, Kingston 5, on Tuesday, January 24, 2023, at 2:00 p.m. to consider and if thought fit, to pass the following resolutions:-

1. To receive the Audited Accounts for the year ended June 30, 2022, and the Reports of the Directors and Auditors thereon:

Resolution 1

“BE IT RESOLVED THAT the Audited Accounts for the year ended June 30, 2022, together with the Reports of the Directors and Auditors thereon be and are hereby adopted.”

2. To re-elect retiring Directors.

The Directors retiring by rotation pursuant to Article 95 of the Articles of Incorporation are Mrs. Heather Facey, Mr. Steven Cooke and Mr. Brian St. Juste and who, being eligible for re-election are offering themselves for re-election.

The Director retiring pursuant to Article 101 of the Company's Articles of Incorporation is Mrs. Carol Lee who being eligible hereby offers herself for re-election.

Resolution 2

- (a) *“BE IT RESOLVED THAT retiring Director Heather Facey be and is hereby re-elected a Director of the Company.”*
- (b) *“BE IT RESOLVED THAT retiring Director Steven Cooke be and is hereby re-elected a Director of the Company.”*
- (c) *“BE IT RESOLVED THAT retiring Director Brian St. Juste be and is hereby re-elected a Director of the Company.”*
- (d) *“BE IT RESOLVED THAT retiring Director Carol Lee be and is hereby re-elected a Director of the Company.”*

3. To appoint the Auditors and to authorize the Directors to fix their remuneration.

Resolution 3

BE IT RESOLVED THAT PricewaterhouseCoopers, Chartered Accountants, having agreed to continue in office as Auditors of the Company be and are hereby reappointed to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed with the Directors."

SPECIAL BUSINESS:

4. **Increase in Authorized Share Capital:**

To consider and if thought fit pass the undernoted resolution:

Resolution 4

BE IT RESOLVED THAT the authorized share capital of the Company be increased from 1,500,000 shares of no par value to an Unlimited number of ordinary shares such shares to rank pari passu with the existing shares in issue.

5. **Stock Split**

To consider and if thought fit pass the undernoted resolution:

Resolution 5

BE IT RESOLVED THAT each of the issued ordinary shares in the capital of the Company be sub-divided into 600 ordinary shares with effect from the close of business on February 28, 2023, resulting in the total issued share capital of the Company being increased from 1,437,028 ordinary shares of no par value to 862,216,800 ordinary shares of no par value.

Dated this 28th day of December, 2022

BY ORDER OF THE BOARD


COMPANY SERVICES LIMITED
COMPANY SECRETARY

Please note: A member entitled to attend and vote at this Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead; Such proxies need not be Members of the Company. Instruments appointing proxies (a specimen of which has been circulated to members along with the Company's Annual Report) must be deposited with the Company Secretary at 6 ½ Hillview Avenue, Kingston 10 or at the registered office of the Company 1A South Camp Road, Kingston CSO, Jamaica, not less than forty-eight (48) hours before the Meeting.

The Proxy Form to be valid shall bear the stamp duty of \$100.00 and shall be signed.