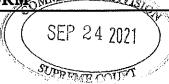
Filed on Behalf of: The Applicant Deponent: Yago Castro Izaguirre Exhibits: "YGI-1"- YGI-4" Sworn on: 24/9/2021

Sworn on: 23/9/2021 Filed on: 24/1/2021



AFFIDAVIT OF URGENCY IN SUPPORT OF FIXED DATE CLAIM FORM MARCIAL DIV

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA IN THE COMMERCIAL DIVISION CLAIM NO. SU 2021 CD OO 416



IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY A DIRECTOR OF CARIBBEAN CEMENT COMPANY LIMITED FOR DIRECTIONS PURSUANT TO SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF THE HOLDING OF THE GENERAL MEETINGS OF CARIBBEAN CEMENT COMPANY LIMITED

- I, Yago Castro Izaguirre, being duly sworn make oath and say as follows:
 - 1. I am the managing director of Caribbean Cement Company Limited ("CCCL"), with registered office at Rockfort, Kingston 2. My address for the purpose of this proceeding is in care of Caribbean Cement Company Limited at that address.
 - 2. I am authorized by the Board of Directors of CCCL to make this application to the court for orders pursuant to section 130(2) of the Companies Act. Having had its last annual general meeting ("AGM") on September 17, 2021, CCCL is obliged to have its 2021 AGM by December 17, 2021. If CCCL is unable to hold its 2021 AGM by that date, it would likely suffer reputational damage if it and/or its directors were fined and/or imprisoned for not holding the meeting in accordance with the provisions of sections 126 & 145 of the Companies Act. It is therefore necessary that this application be heard as a matter of urgency.

- 3. CCCL (company #1369) is a public company authorized to issue a maximum of 1,449,999,999 shares. I exhibit as "YCI-1 (a), (b) and (c)", respectively, certified copies of:
 - a. its Certificate of Incorporation;
 - b. its Amended Articles of Incorporation; and
 - c. its Annual Return for the period June 1, 2020 to May 31, 2021, together with the CDs referenced on pages 4 & 5 containing the list of shareholders.

The approximate total number of shareholders in CCCL exceeds 18,000.

- 4. In my capacity as managing director of CCCL I apply to this Honourable Court for orders relating to the calling and holding of general/shareholder meetings of CCCL in accordance with its amended Articles of Incorporation and/or alternatively for so long as Jamaica remains a declared Disaster Area on account of the SARS-CoV-2 (Coronavirus COVID-19) ("Covid-19") pandemic.
- 5. The requirements of physical distancing and other protocols necessary to safeguard the health of directors, officers and members of CCCL while allowing the company to hold its general/shareholder meetings may render it impracticable for the company to call, hold and conduct those meetings in the manner in which they are ordinarily held or to conduct those meetings in the manner prescribed in the Companies Act or in the company's Amended Articles of Incorporation.
- 6. The company's last AGM was held on September 17, 2020. The court permitted CCCL to hold a virtual AGM by way of an Order made on June 24, 2021. Exhibited marked YGI-2 is copy of the Formal Order. Prior to the declaration of Jamaica as a Disaster Area on account of the Covid-19 pandemic, CCCL's AGMs accommodated such of its shareholders who wished to attend the meeting in person. Then, the average number of shareholders attending the AGM ranged from 200 to 300.
- 7. In attendance at the company's general meetings are also officers of the company, its auditors and other professionals, such as attorneys-at-law and other invited guests.

- 8. The Covid-19 pandemic became an issue in Jamaica in the first quarter of 2020 resulting in the Prime Minister, on March 13, 2020, by Order, declaring the whole of Jamaica to be a disaster area. Thereafter, the Government of Jamaica issued a series of Disaster Risk Management (Enforcement Measures) Orders ("DRM Orders"), the latest of which remains in place and requires measures such as the wearing of face masks and the maintenance of a distance of six (6) feet between persons in public gatherings. Persons over 65 and with underlying health conditions are recognized as being particularly vulnerable to suffering serious illness from exposure to Covid-19. CCCL has persons within that group among its shareholders. For that reason, despite the exemption in the DRM Order of corporate general meetings from the limitation on the number of persons who may gather together on an occasion, the holding of those meetings electronically or in hybrid form would increase the protection Caribbean Cement Company Limited can offer to its officers and shareholders participating in those meetings.
- 9. The guidance issued by the Companies Office of Jamaica ("COJ") in April 2020 (a copy of which is exhibited as "YGI-3"), points out that the Companies Act does not speak to whether an AGM may be held as an electronic or hybrid meeting (as those processes are described in that document).
- 10.At its 2021 AGM, CCCL intends to conduct special business in addition to the usual business of an AGM and the Board of Directors encourages maximum participation in the meeting. A draft notice of the meeting is exhibited as "YGI-4". It has decided to hold the meeting in electronic form as this allows for easier participation by those shareholders and officers of the company who wish to limit their physical exposure to others, are in isolation, or work from home, or who are abroad and find it difficult to travel to Jamaica.
- 11. In light of the amendment made to its Articles of Incorporation at its September 17, 2020 Annual General Meeting, and given the guidance issued by the COJ, CCCL applies to this Honourable Court for orders expressly permitting it to hold its general/shareholder meetings in accordance with its Amended Articles and/or for so long as Jamaica remains a declared Disaster Area on account of the Covid-19 pandemic in electronic or hybrid form.

12. In the premises, I respectfully request of this Honourable Court an order in terms of the Fixed Date Claim Form filed in these proceedings.

Yago Castro Izaguirre at 71 Windward Road, Ken

in the Parish of Kerop for this 23 day of September,

2021, before me:

Yago Castro Izaguirre

JUSTICE OF THE PEACE FOR THE PARISH OF Kingston.

FILED by **MYERS, FLETCHER & GORDON** of 21 East Street, Kingston, Attorneys-at-Law for the Claimant whose address for service is that of its said Attorneys-at-Law. Attention: Mrs. Alexis Robinson, Attorney No 4112, Telephone No. (876) 922-5860-8; Fax No. 922-4811. Email: alexis.robinson@mfg.com.jm.



CERTIFICATE OF EXHIBITS

IN	THE	SUPI	REME	COURT	OF	JUDICA	ATURE	\mathbf{OF}	JAMA	ICA
IN	THE	COM	MERC	IAL DIV	ЛSI	ON				
CI	ATM	NO. S	TI 202	21 CD						

IN THE MATTER OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF AN APPLICATION BY A DIRECTOR OF CARIBBEAN CEMENT COMPANY LIMITED FOR DIRECTIONS PURSUANT TO SECTION 130(2) OF THE COMPANIES ACT OF JAMAICA

AND

IN THE MATTER OF THE HOLDING OF THE GENERAL MEETINGS OF CARIBBEAN CEMENT COMPANY LIMITED

I hereby certify that the following exhibits are referred to in the Affidavit of Yago Castro Izaguirre sworn to on the 13° day of 4021.

Exhibit	Document
YCI-1:	
(a)	Copy of Certificate of Incorporation;
(b)	Copy of Amended Articles of Incorporation
(c)	Copy of Annual Return for the period June 1, 2020 to May 31, 2021, together with the CDs referenced on pages 4 & 5 containing the list of shareholders

YCI-2	Copy of Formal Order made June 4, 2021
YCI-3	Guidance issued by the Companies Office of Jamaica in April 2020
YCI-4	Draft Notice of 72 nd Annual General Meeting

Dated the 23 rel day of Sept,

Loriaine Dobson JUSTICE OF THE PEACE FOR

JUSTICE OF THE PEACE FOR THE PARISH OF Kengyton

X YAGO CASTRO IZAGUIRRE

FILED by **MYERS, FLETCHER & GORDON** of 21 East Street, Kingston, Attorneys-at-Law for the Claimant whose address for service is that of its said Attorneys-at-Law. Attention: Mrs. Alexis Robinson, Attorney No 4112, Telephone No. (876) 922-5860-8; Fax No. 922-4811. Email: alexis.robinson@mfg.com.im.

were complied with by CARIBBEAN CEMENT COMPANY LIMITED on the SEVENTH day of AUGUST One I, GLAISTER CONSTANTINE PANTRY, Registrar of Companies of the Island of Jamaica DO HEREBY CERTIFY that all the requisitions of Chapter 260 of the Revised Edition of the Laws of Jamaica in respect of registration Thousand Nine Hundred and Forty-seven. GIVEN under my hand and Seal at Spanish Town in the parish of Saint Catherine and Island of Jamaica this TWENTY-FIFTH day of MARCH One Thousand Nine Hundred and Seventy.

/s/ G. C. PANTRY Registrar of Companies. Certified to be a true copy of the Certificate of Incorporation.

Ille And Adhabanes Registratiof Companies

September 2, 2002

No. of Company 1369

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"YCI-1(b)

SPECIAL RESOLUTION

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CARIBBEAN CEMENT COMPANY LIMITED

I, Melissa Ferguson, Company Secretary, hereby certify that the undermentioned is a true copy of a Special Resolution passed at the Annual General Meeting of the Company held virtually, via live webcast on Thursday, September 17, 2020 at 10:00 a.m. in accordance with the Court Order dated June 24th 2020 in Claim SU 2020 CD 00227

SPECIAL RESOLUTION

"Be it Resolved That:

The Articles of Incorporation of the Company be and are hereby amended to include a new section 47A which shall read as follows:

If shareholders holding at least seventy-five percent of the issued ordinary share capital of the Company consent, a meeting of shareholders may be held by means of such telephone, or other communications facilities as permit persons participating in the meeting to hear each other. A person who participates in a meeting of shareholders by such means, is deemed to be present at the meeting and every reference in this Articles to a show of hands shall be construed in the case of such a meeting, as requiring an oral or written indication by a shareholder of his vote."

Dated the 25th day of September, 2021

Melissa Ferguson



This Certificate contains security features. Any attempt therefore to modify it will show clearly on the face of the Certificate and will make same unacceptable upon presentation.

The Company named in the Certificate is responsible for the safe keeping of this "Certificate. If lost, misplaced or stolen however a certified copy of same can be obtained from the Companies Office of Jamaica at an additional cost.

If this Certificate is found please return or contact:

Companies Office of Jamaica 1 Grenada Way, Kingston 5

Telephone: (876) 9084419 26, Fax: (876) 960-7152

www.orcjamaica.com

Email: info@orcjamaica.com

I certify the foregoing to be a true copy of

COMPANIES OFFICE OF JAMA

New Incorporation
(Requires Stamp Duty)
Amended Articles
Adopted Articles



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F1A FOR OFFICIAL USE ONLY COMPANY #:



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mpany issues on i	a class or classes of shares that the EACH CLASS same rights, privileges and conditions are grouped into the same class. Incorporation) A 224 000 000 000 All companies limited by there's must be up the conditions are grouped into the same class.
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	DNSIDERATION as issued for non-ceah consideration (that is, as a payment for goods, services, property, good will, shares in other
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FULL NAME	
Application of the Application	PETER MOSES
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REGISTERED OFFICE ADORESS	5 DILLSBURY-AVE
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OCCUPATION	CONSULTANT
000 150 100 Jan 100	
	Continuation page(s) attached
, PARTICULA	RS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST
	of the named directors has been identified as the company secretary, this item does not need to be completed.)
FULL NAME	MELISSA FERGUSON
FULL ADDRESS or REGISTERED	APT, A402, Oakland Apartments, 114 1/2-116 Constant Spring Road
OFFICE ADDRESS	TOWN POST OFFICE POST ACTION OF THE POST ACTION OF
	KINGSTON 8
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FORM 1A – continuation page PARTICULARS OF DIRECTORS

THE COMPANIES ACT ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARES (Purstiant to Bectlons: 8 & 26 of the Companies Act)

COMPLETE	THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS: PUT "NIA" IN FIELDS THAT DO NOT APPLY.
A PARTICULAR	S.OF DIRECTORS Where the director is an individual the name must be represented as FIRST MIDDLE (LAST)
FULL NAME	LUIS ALI MOYA
FULL ACCRESS OF REGISTERED OFFICE ACCRESS	FH Grand tower, 32nd Floor, Unit 32J
	fom Perfective Perfect
	Panama City County
OCCUPATION	Director of Administration
DIRECTOR # (A	Where the director is an Individual the name must be represented as FIRST MIDDLE LAST!
FULL ADDRESS of	DAINIA GOORE IN THE I CANADA CONTRACTOR OF THE I
REGISTERED OFFICE ADDRESS	WINSTON CHURCHILL AV., 20th FLOOR, ACROPOLIS TOWER
	PARISHGOUNT ENTATEM ROUNCE COUNTRY
OCCUPATION	SANTO DOMINGO DOMINICAN REPUBLIC Attorney-at-Law CONTACT
	Where the director is an individual the name must be represented as FIRST MIDDLE LAST)
DIRECTOR # [Y	Mare the director is an individual the faulte index be appearance as the same as company secretary
REGISTERED OFFICE ADDRESS	STREET/OBSTRICT
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OCCUPATION	OONTACT.
	(Where the director is an individual the name must be represented as FIRST MIDDLE LAST)
PULL NAME	☐ SAME AS COMPANY, SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	
OFFICE ADDRESS	TOWN POST OFFICE POSTAL CODE
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FOR OFFICIAL USE ONLY



This is the amended Articles of Incorporation pursuant to Special Resolution passed at the Annual Touchesia General Meeting of the Company held virtually via live webcast on Thursday, September 17, 2020 at 10:00 a.m. in accordance with the Court Order dated June 24th 2020 in Claim SU 2020 CD 00227

Porch A. Lyen - Ayea-Chairman

Secretary

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF INCORPORATION

OB

CARIBBEAN CEMENT COMPANY LIMIITED

(Amended by Special Resolution passed on September 17, 2020)

PRELIMINARY

In these presents, if not inconsistent with the subject or context, the words and expressions set out in the first column shall bear the meanings set opposite to them respectively in the second column.

Words Meanings

The Company Caribbean Cement Company Limited

The Companies Act, 2004 and every other Act incorporated therewith,

or any Act or Acts substituted therefor; and in case of any such substitution the references in these Articles to the provisions of the Act shall be read as references to the provisions substituted therefor in the

new Act or Acts.

These presents These Articles of Incorporation, as originally framed, or as from time

to time altered by Special Resolution.

Office The Registered Office of the Company.

Seal The Common Seal of the Company.

Month Calendar month

Year Calendar year.

In writing Written or produced by any substitute for writing or partly one and

partly another.



Dividend

Dividend and/or

bonus.

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Auditors

The auditors for the time being of the Company

The expressions "debenture" and "debenture-holder" shall include "debenture stock" and debenture stockholder", the expression "share" shall include stock and vice versa and the expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary.

Save as aforesald, any words or expressions defined in the Act shall, if not inconsistent with the subject or conjext, bear the same meaning in these presents.

The captions and marginal notes are inserted for convenience only and shall not affect the construction of these presents.

Words in porting t

- i. the singular number shall include the plural number and vice versa;
- the masculine gender shall include the feminine and neuter;
- Individual shall include corporate bodies and a corporation sole.

BUSINESS

- The Company may to the fullest extent permitted by law:
 - (a) give, whether directly or indirectly, and whether by means of bans, guarantees, the provision of security (including mortgages over its real estate and debentures, charging all its property and undertaking), the making or warranties and representations or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made by any person of, or for any shares in, the Company or in its holding Company;
 - (b) grant bans and credit facilities and give other financial assistance to its holding company, its subsidiaries or any other company or corporate body under common control with the Company and to its employees for any purpose whatsoever;
 - (c) grant loans and credit facilities on the security of its own shares
 - (d) purchase or otherwise deal in its own shares (including any redeemable shares).

CAPITAL

3 3,1 At the date of the adoption of this clause, the share capital of the Company is divided into 1,349,999,998 shares of which:



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- (a) 851,138,000 have been issued as ordinary shares and have been converted to stock units (the "ordinary stock units"); and
- (b) 15,000,000 have been issued as redeemable preference shares ("the Preference Shares") having attached to them the rights and privileges set out in Article 3.2 below; and
- (c) a further 100,000,0000 shares are hereby constituted as Preference Shates having attached to them the rights and privileges set out in clause 3.2 of Article 3 and tanking pari passu and ratably as respects income, return of capital, voting rights, redemption and in all other respects with the existing Preference Shares."

For the avoidance of any doubt, the redemption price of the Preference Shares listed at subparagraphs (b) and (c) above shall be the subscription price.

3.2 The Preference Shares shall confer on the holders thereof the following rights and privileges:

As to Income

The Preference Shares shall confer upon the holders thereof no right at any time to receive any dividend beyond such dividend as the Company may, at its discretion, declare upon the Preference Shares PROVIDED THAT if the Company shall declare any dividend on its ordinary stock units it shall at the same time declare a dividend on the Preference Shares at a rate no lower than the rate declared on the ordinary stock units. All dividends declared upon the Preference Shares shall be paid in United States currency ("US\$").

As to Capital

The right on a winding-up or other return of capital to repayment, in priority to any payment to the holders of any other class of shares or stock units in the capital of the Company, of

- (a) the subscription price in US\$ on each Preference Share held by them; and
- (b) any unpaid dividend declared upon the Preference Shares held by them, but remaining un paid up to the date of such repayment, to be paid in US\$

Save as aforesaid the Preference Shares shall confer no further rights to participate in the profits or assets of the Company.

As to Voting

The holders of the Preference Shares shall have the right to receive notice of and to be present and speak at and to vote, either in person or by proxy, at any general meeting of the Company or by way of written resolution if:

- (a) any resolution is proposed for the winding-up of the Company, in which case the holders may only then vote at such general meeting on the election of a chairman and motion for adjournment and the resolution for winding-up; or
- (b) the proposition to be submitted to the meeting abrogates or varies any of the rights and privileges attaching to the Preference Shares:





On a show of hands every holder of Preference Shares present in person shall have one vote for every and on a poil, every such holder present in person or by proxy shall have one vote for every IS Equivalent in respect of the total number of Preference Shares held by him. Save as aforesald, the Preference Shares shall confer no further rights to vote at general meetings of the Company.

As to Redemption

The Preference Shares may be redeemed at any time at the sole discretion of the Company in accordance with the following provisions set out at sub-paragraphs (a) - (i) below

- (a) If the Company wishes to redeem any of the Preference Shares it shall, subject to the Act, give not less than sixty (60) days prior written notice of such proposed redemption to the holders of such Preference Shares unless the holders of not less than 90% of the Preference Shares shall consent at a class meeting or in writing to walve such notice.
- (b) If the Preference Shares are held by more than one holder then, in the case of a partial redemption, such redemption shall be effected proportionately in respect of each holding of Preference Shares.
- (6) The redemption of the Preference Shares shall be made together with all arrears and accrual of dividends up to the date fixed for redemption.
- (d) The redemption price and any unpaid dividends shall be paid in US\$ in immediately available funds.
- (e) If redemption shall fall on a day which is not a Business Day, then the date for redemption shall instead be the next Business Day.
- (f) On redemption the Preference Shareholder(s) shall deliver up his/(its)/(their) share certificates) in respect of the redeemed Preference Shares. If any certificate(s) so delivered to the Company shall include any Preference Shares not then subject to redemption then the Company shall issue, without charge, a fresh certificate for such un-redeemed Preference Shares.
- (g) If any holder of Preference Shares whose shares are liable to be redeemed shall fail or refuse to deliver up the certificate for his/(its)/(their) Preference Shares the Company may retain the redemption monies until delivery up of such share certificate or receipt by the Company of an indemnity in respect thereof, in a form satisfactory to the Company, and shall within seven (7) days thereafter pay the redemption monies to the shareholder. No holder of Preference Shares shall have any claim against the Company for interest on any redemption monies so retained.

(h) References herein to:

- in <u>"the Act"</u> means the Companies Act, 2004 (as same may be amended from time to time) or any re-enactment or other statute which replaces the Companies Act or the provisions thereof governing the redemption of preference shares.
- ii: "Business Day" means a day on which commercial banks in the Corporate Area of Kingston and Saint Andrew are open for business;
- iii. "I\$ Equivalent" of a Preference Share means the US\$ subscription price of such Preference Share multiplied by the Weighted Average Spot Sales Rate for United



States currency as published by the Bank of Jamaica on the Business Day immediately preceding the date on which such voting is scheduled to take place ("the Calculation Date"). If the Bank of Jamaica ceases to produce a Weighted Average Spot Sales Rate for United States currency then the multiplier shall be the simple average of the spot sales rate quoted by (i) The Bank of Nova Scotia Jamaica Limited, (ii) National Commercial Bank Jamaica Limited and (iii) First Caribbean International Bank Limited on the Calculation Date; and

- (i) The singular includes the plural and vice versa and references to any gender includes all other genders.
- 4. Without prejudice to any special rights previously conferred on the holders of any existing shares of class of shares, any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions; whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine.

REDEEMABLE PREFERENCE SHARES

5. Subject to the provisions of Section 62 of the Act, any preference shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

VARIATION OF RIGHTS

- 6. (A) If at any time, the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of that class) may subject to the provisions of the Act, be varied or abrogated, either with the consent in writing of the holders of not less than three-fourths of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate General Meeting of holders of the shares of that class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate General Meeting all the provisions of these presents relating to General Meetings of the Company shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum) and that any holder of shares in the class present in person or by proxy may demand a poll, and that such holders shall on a poll have one vote for every share of the class held by them respectively.
 - (B) The rights attached to any class of shares including shares having preferential rights shall not; (unless otherwise expressly provided by the terms of issue of shares of the class); be deemed to be varied by the creation or issue of further shares ranking pari passu thorewith but in no respect in priority thereto.

ALTERATION OF CAPITAL

7. The Company may from time to time by Ordinary Resolution increase its share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.





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- 8. Unless otherwise specified in the resolution creating same, all new shares shall be subject to the provisions of these Articles with reference to payments of calls, itens, transfers, transmission, fouchest forfeiture and otherwise as the share in the existing share capital provided that nothing herein shall be construed as preventing the Company at the time of such creation or as precluding the Directors from issuing any part of the stated capital of the Company as preference share (whether redeemable or non-redeemable) or any other class of share or as shares with any other special, deferred, or other right.
- The Company may by Ordinary Resolution:
 - (A) Consolidate all or any of its share capital into shares of larger amount than its existing
 - (B) Cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken.
 - C) Sub-divide its shares or any of them, into shares of smaller amount than is fixed by the Articles of incorporation (subject, nevertheless, to the provisions of the Act), and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

REDUCTION OF CAPITAL

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to, any incident authorized, and consent required, by law and, without prejudice to the generality of the foregoing, the Company shall be and is hereby empowered to exercise the powers and privileges set out in section 71 of the Act.

SHARES

- Save as the Company may by Ordinary Resolution otherwise direct the shares in the capital of the company for the time being shall be at the disposal of the Directors, and they may allot, (with or without conferring rights of renunciation) grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the Act.
- 12. The Company may from time to time pay underwriting, brokerage or other commissions on the issue of any share capital out of any profits, surplus or reserve or to the full extent permitted by the Act. Such commission may be satisfied in whole or in part by the allotment (if so agreed) of fully or partly paid shares.
- 13. Except as required by law, and for the purpose of these presents no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents or by law otherwise provided).



any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

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CERTIFICATES

- Every person whose name is entered as Member in the Register of Members shall be entitled without payment to receive within thirty (30) days after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class. Every certificate shall be issued under the Seal and shall bear the signatures of at least one Director and the Secretary, or such other person as may be authorized by the Directors, and shall specify the shares to which it relates, and the amount paid up thereon. Provided that the Company shall not be bound to register more than four persons as joint holders of any share and in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons shall be sufficient delivery to all. The signatures of the Director, Secretary, or other authorized person aforesaid may be printed or reproduced by any substitute for writing.
- 15. If a share certificate be defaced, lost or destroyed, it may be renewed on payment of such fee (if any), not exceeding J\$0.20, and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating the circumstances as the Directors think fit and subject to the delivery up of the old certificate, if defaced.
- 16. Where only some of the shares comprised in a share certificate are transferred, the old certificate shall be cancelled and a single new certificate for such shares shall be issued in lieu without charge.

CALLS ON SHARES

- 17. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue thereof made payable at fixed times provided that no call on any shares shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine
- A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed, and may be made payable by instalments.
- The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof
- 20. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 25 per cent, per annum, as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.



- Any sum (whether on account of the nominal value of the share or by way of premium) which by the terms of issue of a share becomes payable upon allotment or at any fixed date, shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same hecomes payable, and is case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified
- The Directors may on of shares differentiate between the issue the holders as to the amount of calls to be paid, and the times of payment.
- 23. The Directors may, if they think fit, receive on loan from any member willing to advance the same a sum or sums aggregating all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him, and such loan shall thereafter be applied to extinguish, far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the money so lent or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate (not exceeding 10 per cent, per annum) as the Member making such loan and the Directors may agree upon.

FORFEITURE AND LIEN

- 24. If a Member fails to pay in full any call or installment of a call on the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest and expenses which may have accounted.
- The notice shall name a further day (not being less than seven days from the date of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited.
- 26. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, he forfeited by a resolution of the Directors to that effect Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.
- A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in





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such manner as the Directors think fit and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be canceled on such terms as the Directors think fit. The Directors may, if necessary, authorize some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

- A shareholder whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all monies which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 25 per cent, per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment but the Directors may waive payment of such interest either wholly or in part and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.
- The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of a single Member for all the debts and liabilities of such Member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts of liabilities of such Member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable the reon. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article. The acceptance by the Company of a transfer and the registration by the Company to the transferees the holder of a share shall, except to any extent notified to the transferee previous to such registration, operate as a waiver of such lien as against the transferee or any person claiming through or under him.
- The Company may sell in such manner as the Directors think fit any share in respect of which the Company has a lien; but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
- The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser.
- A statutory declaration in writing that the declarant is a Director of the Company and that a share has been forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the certificate of proprietorship of the share under a seal delivered to a purchaser or allottee





thereof shall (subject to the execution of a transfer if the same be required) constitute a good little to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any pregularity or invalidity in the proceedings in reference to the forfeithre, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

- A duly completed Application Form in an Offer for Sale or Rights Offers half be deemed to be a proper instrument of transfer for the purposes of Section 75 of the Act whether or not it has been signed by the transferor and the delivery thereof to the Registrar to the Offer for Sale shall be deemed to be delivery to the Company.
- The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
- The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve, and they may also decline to register any transfer of shares in respect of on which the Company has a lien. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
- 36. The Directors may decline to recognize any instrument of transfer, unless
 - (A) the instrument of transfer is deposited at the Office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transfer to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
 - (B) the instrument of transfer is in respect of only one class of share;
 and
 - (C) the instrument of transfer has been duly impressed in accordance with the Transfer Tax Act and with stamp duty (if chargeable).
 - All instruments of transfer shall be retained by the Company. Notwithstanding the foregoing, the Directors may, to the extent permitted by applicable law, accept and give effect to transfers effected through the depository system operated by the Jamaica Central Securities Depository Limited ("JCSD").
- 37. The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.
- No fee shall be charged by the Company in respect of the registration of any instrument of transfer, probate, or letters of administration, certificate of marriage or death, power of attorney



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or other document relating to on affecting the title to any shares or for making any entry in the register affecting the title to any share.

39. Nothing herein contained shall preclude the Directors from recognizing a renunciation of the allottee in favour of some other person.

TRANSMISSION OF SHARES

- 40. In case of the death of a shareholder the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him, or the share from any lien existing in favour of the Company.
- 41. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, subject as hereinafter further provided, either be registered himself as holder of the share upon giving to the Company notice in writing of his desire, or transfer such share to some other person. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.
- A person becoming entitled to a share in consequence of the death or bankruptcy of a Member may give a discharge for all dividends and other moneys payable in respect of the shares, but he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company or, save as otherwise provided by or in accordance with these presents, to any of the rights or privileges of a Member until he shall have become a Member in respect of the share, and should he fail either to transfer the share of to elect to be registered as a Member in respect thereof within sixty days of being required so to do by the Directors, he shall (subject as aforesaid) in the case of shares which are fully paid up be deemed to have elected to be registered as a Member in respect thereof and may be registered accordingly.

STOCK

- 43. The Company may by ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution reconvert any stock into paid-up shares of any denomination.
- 44. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit, but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.
- 45. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no



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such privilege or advantage (except participation in dividends and in assets on a winding up) ducht shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privilege or advantage.

46. All such of the provisions of these presents as are applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

GENERAL MEETINGS

- An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General meetings shall be called Extraordinary General Meetings.
- 47A If shareholders holding at least seventy five percent of the issued ordinary share capital of the Company consent, a meeting of shareholders may be held by means of such telephone, or other communications facilities as permit persons participating in the meeting to hear each other. A person who participates in a meeting of shareholders by such means, is deemed to be present at the meeting and every reference in this Articles to a show of hands shall be construed in the case of such a meeting, as requiring an oral or written indication by a shareholder of his vote.
- The Directors may, whenever they think fit, convene an Extraordinary General meeting, and Extraordinary General meetings shall also be convened on a requisition, or, in default, may be convened by such requisitionists, pursuant to Section 128 of the Act.
- The requisition aforesaid shall state the objects of the meeting and shall be signed by the requisitionists and shall be deposited at the Office and may consist of several documents in like form, each signed by one or more requisitionists.
- 50. If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a General Meeting, the requisitionists or any of them, representing not less than one-tenth of the total voting rights of all of them, having at the said date a right to vote at General Meetings of the Company may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months after the said date.
- If at any such meeting a resolution requiring confirmation at another meeting shall be passed, the Directors shall forthwith convene a further Extraordinary. General meeting for the purpose of considering such resolution and, if thought fit, of confirming such resolution as a Special Resolution and if the Directors do not within seven days from the date of the passing of the first resolution proceed duly to convene such further meeting, the requisitionists or any of them, representing not less than one-tenth of the total voting rights aforesaid, may themselves convene such meeting.
- 52. A meeting convened under the foregoing provisions by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
- Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting, shall be repaid to the requisitionists by the Company and any stuh so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.



54. If any time there are not within the Island sufficient members of the Board of Directors capable of acting to form a quorum, any two Directors may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

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NOTICE OF GENERAL MEETINGS

- An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company, shall be called by at least twenty-one days' notice in writing and any other General Meeting by at least fourteen days' notice in writing. The period of notice shall in each case be exclusive of the day on which the meeting is to be held, and shall be given in manner hereinafter mentioned to all members entitled to receive such notices from the Company provided that a General Meeting, notwithstanding, that it has been called by shorter notice than thet specified above, shall be deemed to have been duly called if it is so greed:
 - (À) in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (B) in the case of any other meeting, by a majority in number of the members having a right to attend and yote thereat, being a majority together holding not less than 95% in nominal value of the shares giving that right.

Provided also that the accidental omission to give notice to, or the non-receipt of notice by, any person entitled thereto and the giving of notice to any person not entitled thereto shall not invalidate any General Meeting or any proceedings thereat.

- 56. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a Member of the Company.
 - (B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such
 - (C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolutions to be proposed as an Extraordinary Resolution of as a Special Resolution, the notice shall contain a statement to that effect.
- 57. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
 - (A) declaring dividends;
 - (B) receiving, considering and adopting the balance sheet, the reports of the Directors and Auditors, and other accounts which the Directors may submit to such meeting;
 - (C) appointing or re-appointing Auditors and fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed;
 - (D) appointing or re-appointing Directors in the place of those retiring by rotation or otherwise vacating office and fixing the remuneration of the Directors, or any of them.



- 58. The Directors shall, on the requisition of Members in accordance with the provisions of the Act_{stolichGar} but subject as therein provided:
 - (A) give to the Members entitled to receive notice of the next Annual General Meeting, notice
 of any resolution which may properly be moved and is intended to be moved at that
 meeting;
 - (B) circulate to the Members entitled to have notice of any General Meeting, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.
- Whenever it is intended to pass a special resolution the two meetings (so long as two meetings are required) may be convened by one and the same notice, and it shall be no objection that the notice only convenes the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 60. No business shall be transacted at any General meeting unless a quorum is present when the meeting proceeds to business. Three Members present in person or by proxy shall be a quorum for all purposes.
- If within half an hour from the time appointed for the meeting (or such longer period as the Chairman of the meeting may think fit to allow) a quorum is not present, the meeting if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present (if more than one) shall be a quorum.
- 62. The Chairman (if any) of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act as Chairman, the Members present shall choose some Director or if no Director be present or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman.
- The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 64. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman of the meeting, the proceedings, on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly





proposed as a Special or Extraordinary Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

- At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either:
 - (A) the Chairman; or
 - (B) not less than three persons present in person or by proxy and entitled to vote; or
 - (C) a Member or Members present in person or by proxy and representing not less than onestenth of the total young rights of all the Members having the right to vote at the meeting; or
 - (D) a Member of Members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

- 66. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.
- 67. If a poll is duly demanded (and the demand be not withdrawn), it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- 68. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting yote.
- 69. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.
- 70. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.





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VOTES OF MEMBERS

- 71. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member who is present in person shall have one vote and on a poll every Member shall have one vote for every share of which he is the holder.
- 72. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such court, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office not less than three days before the time for holding the meeting.
- 74. No Member shall unless the Directors otherwise determine, be entitled to vote at a General meeting either personally or by proxy, or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- 76. On a poll vote may be given either personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 77. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorized. A person appointed to act as a proxy need not be a Member of the Company.
- The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited duly stamped at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting, and in default the instrument of proxy shall not be treated as yalid.
- An instrument appointing a proxy shall be in the following form or in such other form as the Directors shall prescribe or accept but so that in every case (where the circumstances permit), it shall be so worded that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed:



"CARIBBEAN CEMENT COMPANY LIMITED"

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'nI/We

Of being a Member/Members of the above-named company, hereby appoint of

and at any adjournment thereof.

of as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the Company to be held on the day/of

I desire this form to be used *for/against the resolution.

Signed this day of

"Unless otherwise directed the proxy will vote as he thinks fit."

*Strike out whichever is not desired.

The proxy shall be deemed to include the right to demand, or join in demanding a poll. An instrument appointing a proxy, shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

- 80. Subject to the provisions of the Act, the Directors may, at the cost of the Company issue stamped or unstamped forms of proxy for use by the Members with or without inserting therein the names of any of the Directors or of any other persons as proxies and may also at the cost of the Company stamp upstamped forms of proxy deposited pursuant to Article 78.
- A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of or the making of a provisional or absolute order in bankruptey against the principal or revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation inwriting of such death, insanity, bank ruptcy order, revocation or transfer shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poil) at which the proxy is used.
- 82. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

CORPORATIONS ACTING BY REPRESENTATIVES

Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting





of the Company or of any class of Members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could Touch Cate exercise If it were an individual Member of the Company

DIRECTORS

- 84. Subject as hereinafter provided, until otherwise determined, the number of the Directors shall not be less than three or more than twelve.
- 85. The Company may by Ordinary Resolution from time to time increase or reduce the minimum or maximum numbers of Directors or the quorum for Directors meetings.
- A Director need not hold any shares of the Company to qualify him for the office of Director. After the first General Meeting of the Company at which Directors are elected, there shall at all times be not less than two Directors who are persons domiciled in Jamaica and if during his period of office any Director domiciled in Jamaica shall die, vacate office be removed, or resign or change his domicile so as to leave less than two Directors domiciled in Jamaica, a person who is domiciled in Jamaica shall immediately be appointed by the Directors either as an addition to the Board or to fill the vacancy thereby caused as the case may be
- The remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall be divisible among the Directors as they may agree, or falling agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office 88. The Directors may cause the Company to pay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of committees of the Directors, or General meetings, or which he may otherwise incur in or about the business of the Company.
- 89. The Directors may cause the Company to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or ex-director, and, for the purpose of providing any such pensions or other benefits, to contribute to any scheme or fund or to pay premiums.
- Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine
- 91. A Director appointed to the office of Chairman or any executive office may be paid such extra remuneration by way of salary, percentage of profits, fee or otherwise as the Directors may determine
- 92. A Director may hold any other office or place of profit under the company (other than the office of Auditor) and he or any firm of which he is a Member may act in a professional capacity for the Company in conjunction with his office of Director, for such period and on such terms (as to remuneration or otherwise) as the Directors may determine. No Director or intending Director



shall be disqualified by his office from contracting with the Company either with regard thereto or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established

A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company.

CHAIRMAN AND EXECUTIVE DIRECTORS

- 94. (A) The Directors may from time to time appoint one or more of their body to be Chairman of the Directors or to be holder of any executive office on such terms and for such periods as they may determine.
 - (B) The appointment of any Director to the office of Chairman or Managing or Joint Managing Director shall be subject to termination if he ceases from any cause to be a Director, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
 - (C) The appointment of any Director to any other executive office shall be subject to termination if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.
 - (D) The Directors may entrust to and confer upon the Chairman and/or upon any Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

95. The office of a Director shall be vacated in any of the following events,

namely:

- (A) if he becomes prohibited by hw from acting as a Director;
- (B) if he resigns by writing under his hand left at the Office.
- (C) If he shall have a provisional or absolute order in bankruptcy made against him or if he shall compound with his creditors;
- (D) if he be found to be a lunatic or if he becomes of unsound mind, or if he becomes mentally or physically incapable of carrying on his duties as a Director permanently or for a period exceeding six months;



(E) If he be not present either personally or by alternate Director, at meetings of the Directors for six months without leave, and the Directors resolve that his office be vacated.

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- (F) if he be requested in writing by all his Co-Directors to resign;
- (G) if he becomes prohibited from being a Director by reason of any order made pursuant to sections 180 or 182 of the Act; or
- (H) if he is removed pursuant to Article 101.
- At each Annual General Meeting, one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office provided that a Director appointed to the office of Managing or Joint Managing Director or any other Executive Director shall not, whilst holding their respective executive office, be subject to retirement by rotation of be taken into account in determining the number of Directors to retire in each year A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.
- Of. The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last election or appointment, but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
- 78. The Company at the meeting at which a Director retires in manner aforesaid shall fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected, unless:
 - is at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
 - il such Director has given notice in writing to the Company that he is unwilling to be re-elected; or
 - iii. the default is due to the moving of a resolution in contravention of the next following.

 Article.
 - A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.
 - 100. (A) No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any General meeting unless not less than seven nor more than fourteen days before the day appointed for the meeting there shall have been left at the Office notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.
 - (B) Not less than four (4) days before the date appointed for holding the General Meeting aforesaid the Directors shall cause to be published in a newspaper circulated in Jamaica a notice listing



- the names of the persons proposed for election to the Board under the foregoing Article together with such further particulars (limited to the particulars which if any such person were appointed to the Board of Directors be required to be included in the Company's Register of Directors) as the Directors may deem fit.
- (C) The accidental omission to publish any such notice or the accidental omission of any name from the list or any other error in the notice shall not invalidate the proceedings for the election of Directors. If at the relevant time there is no newspaper which is circulated in Jamaica, the Directors may at their sole discretion give notice of the aforesaid matters by such other means as they may deem fit:
- 101. The Company may, in accordance with and subject to the provisions of the Act by Ordinary Resolution of which special notice has been given, remove any director from office (notwithstanding any provision of these presents or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and may appoint another person in place of a Director so removed from office. Any person so appointed, shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of Director from office may be filled as a casual vacancy.
- 102. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 10 and any person so appointed hereunder shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.
- 103. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the next annual General Meeting and shall then be eligible for reelection, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

ALTERNATE DIRECTORS

104. Any Director may at any time appoint any person approved by the Directors to be an alternate Director of the Company and may at any time remove any alternate Director so appointed by him. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor by way of remuneration for his services as a Director as the appointer may by notice in writing to the Company from time to time direct; but save as aforesaid shall not be entitled to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors; and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director provided that if, any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had





not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office. For the Calich Safe purpose of Article 95 a Director shall not be deemed to be absent from a meeting of Directors at which an alternate Director appointed by him shall have attended.

PROCEEDINGS OF DIRECTORS

- 105. Subject to the provisions of these presents, the Directors may meet together for the dispatch of business, a djourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the Island. Any Director may waive notice of any meeting and any such waiver may be retrospective. Notice may be given orally (including by the telephone) or in any written form (including cable, telex or other form of instantaneous written transmission).
- 105A. Bach Director, by taking office, hereby consents pursuant to Section 141 of the Act, to a Director participating in a meeting of the Board of Directors or a board committee meeting by means of video conference, telephone or other communicating facilities which allow all participants in the meeting to hear each other and a Director who participates in a meeting by such means shall, for all purposes, be deemed to be in attendance thereat and shall be entitled to vote and be counted in the quorum.
- Of. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorize any other Director to vote for him at that meeting, and in that event the Director so authorized shall have a vote for each Director by who he is so authorized in addition to his own vote. Any such authority must be in written form (including cable, telex or other form of instantaneous written transmission) which must be produced at the meeting at which the same is to be used, and be left with the Secretary for tiling.
- The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be three. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
- 108. Questions arising at any meeting of the Directors shall be determined by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or easting vote.
- A Director who is in any way, whether directly or indirectly interested in a contract of proposed contract with the Company shall declare the nature of his interest in the manner provided by Section 188 of the Act, and the provisions of such section shall be deemed to apply to these presents
- 110) Save as provided in these Articles and the Act a Director shall not be present during any proceedings of the Board of Directors in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:
 - i. Any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or



- ii. Any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he himself has assumed responsibility and head in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- ill. Any contract by him to subscribe for or underwrite shares or debentures of the Company; or
- iv. Any contract or arrangement with any other company in which he is interested only as an officer of the Company or as a shareholder in or beneficially interested in the share of that company.

Any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

- 111. Subject to Article 110 above, a Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any executive office or other office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of his own appointment or the arrangement of the terms thereof.
- The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able and willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.
- 113. If no Chairman shall have been appointed, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding same, the Directors present may choose one of their number to be Chairman of the meeting.
- 114. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors shall be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more of the Directors. A copy of such resolution in writing received by facsimile transmission shall be effective for the purposes herein contemplated.
- 115. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
- 116. The meeting and proceedings of any such committee consisting of two or more members shall be governed mutatis mutandis by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article,
- 117. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director, or person acting as aforesaid, or that they or any of them were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to the disputation of the person had been duly appointed and was qualified and had continued to the disputation of the person had been entitled to vote.

BORROWING POWERS

118. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking property and uncalled capital of the Company, and to issue debentures, debenture stock, and other securities, whether outright or as collateral security for any debt, liability, or obligation of the Company or of any third party.

GENERAL POWERS OF DIRECTORS

- 119. The business and affairs of the Company shall be managed by the Directors, who may pay all expenses incurred in forming and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act and of the Articles of Incorporation, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meetings, but no regulation so prescribed by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.
- 120. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidizing any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive directors or managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.
- 121. The Directors may establish Local or Divisional Boards, Committees or Agencies for managing any of the affairs of the Company, either in Jamaica or elsewhere, and may appoint any persons to be members of such Local or Divisional Boards, or Committees, or to be Managers or Agents, and may fix their remuneration, and may delegate to any Local or Divisional Board, or Committee, Manager or Agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorize the members of any Local or Divisional Boards, or Committees or any Managers or Agents or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby
- 122. (A) Without prejudice to any of the powers of the Directors to grant additional powers to any Local or Divisional Board or Committee and from time to time to vary such powers, a Local or Divisional Board or Committee If and when appointed by the Directors, may be entrusted with the following powers, namely.
 - To open a transfer office of the Company in the place for which a Local or Divisional Board or Committee is appointed and to pay the rent and other expenses connected therewith:





To cause to be kept a branch or other Register of the Members of the Company.

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- 3) To engage, and at the discretion of the Local or Divisional Board or Committee (as the case may be), to remove or suspend a Local Secretary, clerks and servants in connection with the transfer office branch or other Register of the Company in the place for which it is appointed, and to determine their duties in connection therewith and pay their salaries as fixed by the Directors.
- 4) To execute, sign and seal any transfer or transfers of shares in the country for which the Local or Divisional Board or Committee is appointed and to do any act or thing necessary for effecting the transmission of such shares.
- To accept and pass transfers and to sign and seal and issue new certificates relating to shares transferred at the office situate in the country for which the Local or Divisional Board or Committee is appointed, to replace any existing certificates of shares, to issue share warrants In respect of fully paid up shares, or to replace a worn out or defaced certificate, upon production thereof to the Local or Divisional Board or Committee to the Local Secretary, and if any certificates relating to shares, cheque, dividend warrant or other documents be lost or destroyed then, upon proof thereof to the satisfaction of the Local or Divisional Board or Committee (as the case may be) and on such indemnity and advertisement (if any) as such Local or Divisional Board or Committee deems adequate being given; the Local or Divisional Board or Committee shall have power to sign and execute a new certificate, cheque, dividend warrant or other document in lieu thereof, and the said Local or Divisional Board of Committee shall have power to charge the expenses or fees (if any) in respect of all or any of the above acts which may be from time to time payable under the regulations of the Company, and any Member of the Local or Divisional Board or Committee or the Local Secretary (if and when appointed) or any person lawfully acting as such Secretary, may give valid receipts for the aforesaid fees. Each certificate relating to shares transferred at the transfer office in the country for which the Local or Divisional Board or Committee is appointed shall be signed by one Member of the Local or Divisional Board or Committee and countersigned by the Local Secretary (if and when appointed) or by some person acting in the place of such Secretary with the approval of the said Local or Divisional Board or Committee, and sealed with the seal of the Local or Divisional Board or Committee kept at such office.
- 6) Any Local or Divisional Board or Committee shall also, when thereto authorized by the Directors allot, sign, and issue shares and debentures in such manner or form as the Directors may from time to time prescribe, and subject to the provisions of these presents and the Memorandum of Association.
- 7) And generally, any Local or Divisional Board or Committee shall have power, in the name and on behalf of the Company, to do all such acts and things not specially mentioned in these presents as may in the judgement of such Local or Divisional Board or committee be necessary or convenient for any of the purposes aforesaid.
- (B) Each Local and Divisional Director or Committeernan shall have the power to nominate and appoint from time to time an Alternate Director or Committeernan to act with full power and authority in his place during his absence or inability to act, and at his discretion to remove such Alternate and to appoint another in his place or himself again to act All such appointments shall be subject to the approval of the Board of Directors. No Local or Divisional Director or Committeeman or his Alternate shall be obliged to be a Member of the Company.



- 123. The Directors may from time to time, and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or
 - indirectly by the Directors, to be the Attorney or Attorneys of the Company for such purposes with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorneys as the Directors may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 124: The Directors may cause the Company to pay pensions or other benefits on retirement to any Directors who may hold or have held any Executive Office or any office of profit under the Company or under any subsidiary company, or to the widows or dependents of any such persons and may contribute to any scheme or fond or pay premiums to provide for any such persons or other benefits.
- 125. All cheques promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 126 Subject to and to the extent permitted by the Act, the Company, or the Directors on behalf of the Company, may cause to be kept in any territory a branch register of members resident in such territory, and the Directors may make and vary such regulations as they may think fit respecting the keeping of any such register.

SECRETARY

- 127. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Joint Secretaries. The Directors may also appoint from time to time, on such terms as they think fit, one or more Assistant Secretaries.
- 128. No person shall be appointed or hold office as Secretary who is:
 - i The sole Director of the Company; or
 - il. A corporation, the sole director of which is the Director of the Company; or
 - III. The sole director of a corporation which is the sole Director of the Company
- 129. Any provision of the Act or of these presents requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.



THE SEAL

30. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that

behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or a second Director or by some other person appointed by the Directors for the purpose.

131. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

AUTHENTICATION OF DOCUMENTS

132. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Articles of Incorporation) and any resolutions passed by the Company or the Directors or any Committee of Directors, and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts. If any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or any extract from the minutes of a meeting, of the Company or of the Directors or any Committee of Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

- 133. The Company may by Ordinary Resolution declare dividends, but no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommend by the Directors.
- B4. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid on the shares in respect whereof the dividend is paid, but no amount loaned by a share holder in advance of calls shall be treated as paid on the share. All dividends shall be apportioned and paid pro rate according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
- 135. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed cumulative preferential dividends on any class of shares carrying a fixed cumulative preferential dividend expressed to be payable on fixed dates on the half-yearly or other dates, if any, prescribed for the payment thereof by these presents or by the terms.



- of issue of the shares, and subject thereto may also from time to time pay to the holders of any other class of shares interim dividends thereon of such amounts and on such dates as they think out the fit
- 136. No dividend, or other moneys payable on or in respect of a share, shall bear interest as against the Company.
- 137. The Directors may deduct from any dividend or other moneys payable on or in respect of a share to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
- 138. The Directors may retain any dividends or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.
- 139. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares herein before contained entitled to become a Member, or which any person under those provisions is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.
- 140. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of share into a separate account shall not constitute the Company a trustee thereof and any dividend or other moneys aforesaid unclaimed for a period of twelve years or more, from the date of declaration of such dividend shall be forfeited and shall revert to the Company.
- Any dividend or other moneys payable on or in respect of a share may be paid by cheque nor warrant sent through the post to the registered address of the Member or person entitled thereto, or, if several persons are registered as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder or by operation of law or any other event, to any one of such persons or to such person at such address as such persons may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or persons entitled to the share in consequence of the death or bankruptcy of the holder or by operation of law or any other event, may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
- 142. If several persons are registered as joint holders of any share or are entitled to a share in consequence of the death or bankruptcy of the holder, or by operation of law or any other event, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
- 143. Any resolution declaring a dividend on shares of any class whether a resolution of the Company in General meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and there upon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights interse in respect of such dividend of transferors and transferees of any such shares.



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RESERVES

144. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which shall, at the discretion of the Directors, be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalizing dividends or for any other purpose to

which the profits of the Company may properly be applied and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments other than shares of the Company or its holding company (if any) as the Directors think fit. The Directors may divide the reserve into special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. The Directors may also without placing the same to reserve, carry forward any profits which they may think it not prudent to divide.

CAPITALISATION OF PROFITS AND RESERVES

- The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalize any sum standing to the credit of any of the Company's reserve (including without limitation, the statutory reserve, share premium account and capital reserve redemption reserve fund) or any sum standing to the credit of profit and loss account and accordingly that the Directors may be authorized and directed to appropriate the sums resolved to be capitalized to the Members in the proportions in which such sums would have been divisible amongst them had the same been applied in paying dividends instead of being capitalized and apply such sums on their behalf, either in or towards paying up the amounts, if any, for the time to being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares, debentures or securities of the Company of a nominal amount equal to such profits, such shares, debentures or securities to be thereupon allotted issued and distributed, credited as fully paid up, to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other: Provided that such share premium account and a capital redemption reserve account may only be applied hereunder in the paying up of unissued shares to be issued to Members as fully paid.
- Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision as they think fit for any fractional certificates or entitlement which would arise on the basis aforesaid (including provisions whereby fractional certificates or entitlements are disregarded or the benefits thereof accrues to the Company rather than to the Members concerned) or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions, and also to authorize any person and to enter on behalf of all the Members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members

MINUTES AND BOOKS

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- 47. The Directors shall cause minutes to be made in books to be provided for the
 - i. Of all appointments of officers made by the Directors;
 - ii. Of the names of the Directors present at each meeting of Directors and of any committee of Directors;
 - iii Of all resolutions and proceedings at all meetings of the Company and of any class of Members of the Company and of the Directors and of Committees of Directors.
- 48. The Directors shall duly comply with the provisions of the Acts and in particular the provisions in regard to keeping a register of Directors, a register of Members, a register of mortgages and charges, and in regard to the production of such registers and of any register of holders of debentures of the Company.
- 149. Any register, index, minute book, book of account or other book required by these presents or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner (including recording on computer). In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

- The Directors shall cause to be kept such books of accounts as are necessary to comply with the Act and the rules of the Jamaica Stock Exchange (if the Company's Shares are listed thereon) so as to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 151. The books of account shall be kept at the Office, or at such other place as the Directors think, fit and shall always be open to the inspection of the Directors or each of them. No Member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Directors or by Ordinary Resolution of the Company or required by an Order of a Court of competent jurisdiction.
- The Directors shall from time to time cause to be prepared and to be laid before each Annual General Meeting of the Company a Balance Sheet showing the position of the Company's affairs at the end of the preceding financial year, a report by the Directors of the position of the Company and such further accounts (including a Profit and Loss Account) and reports as they may consider necessary or which may be required by the Act or the Jamaica Stock Exchange (in the circumstances aforesaid).
- 153. A copy of every Balance Sheet which is to be laid before a General Meeting of the Company (including every document annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' report and a Profit and Loss Account shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents (provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not



aware or to more than one of joint holders, but any Member to whom a copy of these documents jouch has not been sent shall be entitled to receive a copy free of charge on application at the office) and if all or any of the Company's shares or debentures are listed on the Jamaica Stock Exchange the requisite number of copies of those documents shall at the same time be forwarded to the Secretary of the Jamaica Stock Exchange.

154 Save as may be necessary for complying with the provisions of law or of the Act or as the Company may by Extraordinary Resolution otherwise resolve, the Directors shall not be bound

to publish any list or particulars of the securities or investments held by the Company or to give any information with reference to the same to any Member.

AUDIT

- The Company shall at the first Annual General Meeting appoint any Auditor of Auditors to hold office until the conclusion of the next Annual General Meeting. At each subsequent Annual General Meeting the tetiring Auditor shall without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuring Annual General Meeting, unless (i) he is not qualified for re-appointment, or (ii) a resolution has been passed at that meeting in accordance with the Act appointing some other person instead of him or providing expressly that he shall not be so appointed, or (iii) he has given to the Company notice in writing of his unwillingness to be appointed. In any such case the Company shall at such meeting appoint some other person in lieu. Notice in writing of intention to propose a resolution for the appointment of a new Auditor or the non-reappointment of an Auditor shall, unless the previous Auditor is not qualified for re-appointment or is unwilling to be re-appointed be given to the Company and to the Auditor setting out the reasons for such resolution in time for the Secretary to send out copies of such notices along with the notice convening the meeting and the Auditor shall be entitled to be heard before the resolution shall be put to the meeting. An Auditor may be removed from office or may not be re-appointed at an Annual General Meeting of the Company by virtue of an Ordinary Resolution of which special notice has been given and subject otherwise to due compliance with the provisions of the Act.
- 156. The Directors shall have the power to fill a casual vacancy in the office of an Auditor by appointing some person to hold such office until the conclusion of the next Annual General Meeting, but while any such casual vacancy continues the surviving or continuing Auditor of Auditors (if any) may act.
- 157. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regard all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- 158. The Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which ant Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.





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NOTICES

- (A) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid cover addressed to such Member at his registered address, or to the address, if any, supplied by him to the Company as his address for the service of notices or by delivering it to such address as aforesaid.
 - (B) When a notice is served or sent by post as aforesaid, service or delivery shall be deemed to have been effected at the expiration of 24 hours after the letter containing the same is posted. In proving the giving of any notice sent by post it shall be sufficient to prove that the letter, postcard, envelope or wrapper containing the notice was properly addressed, stamped and posted and a certificate in writing signed by any Manager, Secretary or any other officer of the Company or the Registrar (or in the case of notices posted in any country outside Jamalca) signed by the Registrar or the Secretary for such country that the letter, postcard, envelope or wrapper containing the same was so addressed and posted shall be conclusive proof thereof.
 - (C) Notwithstanding anything herein contained no member shall be entitled to have a notice served on or delivered to him at any address not in Jamaica, but any member whose registered address is not in Jamaica may by notice in writing require the Company to register an address in Jamaica, which, for the purpose of the service of notices, shall be deemed to be his registered address. A member who has no registered address in Jamaica, and has not given notice as aforesaid, shall not be entitled to receive any notices from the Company.
- 160. In respect of joint holdings all notices shall be given to that one of the joint holders whose names stands first in the Register of Members, and notice so given shall be sufficient notice to all the joint holders.
- 161. A person entitled to a share in consequence of the death or bankruptcy of a Member or by operation of law or any other event upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address for the service of notices, shall be entitled to have served upon him at such addresses any notice of document to which the Member but for his death or bankruptcy or by reason of operation of law or other event aforesaid would be entitled, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.

WINDING UP

162. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the Court) the liquidator may, with the authority of an extraordinary resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair to the company one or more class or classes of property and may determine how such division



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shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

UNTRACED MEMBERS

- 163 (A) The Company shall be entitled to sell at the best price reasonable obtainable any share held by a member, or any share to which a person is entitled by transmission, if:
 - (a) for a period of 12 years no cheque or warrant for amounts payable in respect of the share sent and payable in a manner authorized by these presents has been cashed and no communication has been received by the Company from the member or person concerned;
 - (b) during that period at least three dividends in respect of the share have become
 - (c) the Company has, after the expiration of that period, by advertisement in any daily newspapers published in Jamaica and by notice to the Jamaica Stock Exchange if shares of if the class concerned are Isted or dealt in on the exchange, given notice of its intention to sell such share; and
 - (d) the Company has not during the further period of three months after the date of the advertisement and prior to the sale of the share received any communication from the member or person concerned.
 - (B) To give effect to any such sale the Company may appoint any person to execute an instrument of transfer of the share, and the instrument shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, the share. The Company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale, but no trust shall be created and no interest shall be payable in respect of the proceeds of sale.

INDEMNITY

- To the fullest extent permitted by Sections 20 I, 202 and 203 of the Act, every Director, Secretary. Agent, or other officer of the Company or their respective legal representatives shall be entitled to be indemnified out 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 derivative action;





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- (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 authorized 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.



This Certificate contains security features. Any attempt therefore to modify it will show clearly on the face of the Certificate and will make same unacceptable upon presentation.

The Company named in the Certificate is responsible for the safe keeping of this Certificate. If lost, misplaced or stolen however a certified copy of same can be obtained from the Companies Office of Jamaica at an additional cost.

If this Certificate is found please return or contact:

Companies Office of Jamaica 1 Grenada Way, Kingston 5

Telephone: (876) 9084419 26, Fax: (876) 960-7152

www.orcjamaica.com 🗔 Email: info@orcjamaica.com

I certify the foregoing to be a true copy of

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PRIVATE COMPANY CERTIFICATES

EXECUTION BY

The relevant certificate is to be signed by both a duty appointed Director and the secretary of the Company. Where a director is also the Secretary he/she may not Totick Safe sign in both capacilles.

A. Certificate to be signed by all Private Companies

We certify that the Company has not since the date of the last annual return or incorporation as the case may be, lasted any invitation to the Public to subscribe for any shares or debentures of the Company, or to deposit money for fixed periods or payable on call whether bearing or not bearing interest. We also certify that to the best of our knowledge and belief since the above-mentioned date no person other than the holder hee, except in cases provided for in the Fourteenth Schedule; had any interest in any of the Company's shares:

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Authorised Official



Director Secretary

This Certificate contains security features. Any attempt therefore to modify it will show clearly on the face of the Certificate and will make same unacceptable upon presentation.

The Company named in the Certificate is responsible for the safe keeping of this Certificate. If lost, misplaced or stolen however a certified copy of same can be obtained from the Companies Office of Jamaica at an additional cost.

If this Certificate is found please return or contact:

Companies Office of Jamaica 1 Grenada Way, Kingston 5

Telephone: (876) 9084419 26, Fax: (876) 960-7152

www.orcjamaica.com Email: info@orcjamaica.com

I certify the foregoing to be a true copy of

The original deposited with the

ayor September, 2021

"YCI-1(c)"



"YCI-1(c)"



"YCI-2"





FORMAL ORDER

IN THE SUPREME COURT OF JUDICATURE OF JAMAICA

IN THE COMMERCIAL DIVISION

CLAIM NO.

SU 2020 CD 00227

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

IN CHAMBERS (BY ZOOM)

ON THE 24th DAY OF JUNE 2020

BEFORE THE HONOURABLE MR JUSTICE K. LAING

UPON the Fixed Date Claim Form filed on June 9, 2020 coming on hearing and **AFTER HEARING** Michael Hylton, Q.C., Kevin Powell and Melissa McLeod instructed by Hylton Powell, Attorneys-at-Law for the Applicant, Nerine Small, Catherine Williams and Novia Cotterell instructed by the Director of State Proceedings, Attorney-at-law for the Attorney General, and Marc Morgan, Attorney-at-Law for the Financial Services Commission of Jamaica with Marlene Street Forrest and Lance Hylton, representatives for the Applicant present, all by Zoom

IT IS HEREBY ORDERED AND DECLARED THAT:

1. 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 Appendix to this Order ("the Companies") may call and conduct their 2020 annual general meetings ("the Annual Meetings", which term includes Annual Meetings conducted following an adjournment or postponement) in accordance with this Order and any Annual Meeting called or held in accordance with this order shall be valid.

- 2. Each Company is permitted to conduct its Annual Meeting by either:
 - Holding a meeting with one or more shareholders present at a (a) physical venue with a live stream or broadcast of the meeting by webcasting, electronic means software (including or 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. The Companies are permitted to provide their shareholders with notices of the Annual Meeting, 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. Any notice or document delivered in accordance with this order shall satisfy all requirements for serving documents for an Annual Meeting notwithstanding any provision to the contrary in the Companies Act or the Companies' articles of incorporation.
- 5. The failure or inability of a shareholder to attend or remain in an Annual Meeting held in accordance with paragraph 2 of this order as a result of mistake or of events beyond the control of a Company shall not constitute a defect in the calling of the Annual Meeting and shall not invalidate any resolutions passed or proceedings taken at that Annual Meeting.
- б. Liberty to apply.
- 7. The Applicant's attorneys-at-law to prepare file and serve this order on the Attorney General, the Financial Services Commission of Jamaica and the Office of the Registrar of Companies.

BY THE COURT

JUDGE Registra

REGISTRAR

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FILED BY Hylton Powell, 11A Oxford Road. Kingston 5 in the parish of Saint Andrew for and on behalf of the Claimant whose address for service is that of its attorneys-at-law (Attention: Melisser S. McLeod, Att. No. 4611). Telephone number: 926-1672 and facsimile number: 929-7587.

APPENDIX

COMPANY NAME

1.	Barita Investments Limited
2.	Berger Paints Jamaica Limited
3.	Caribbean Cement Limited
4,	FosRich Company Limited
5.	JMMB Group Limited
6.	Lasco Distributors Limited
7.	Lasco Financial Services Limited
8.	Lasco Manufacturing Limited
9.	Main Event Limited
10.	Mayberry Investments Limited
11.	Sagicor Group Jamaica Limited
12.	Supreme Ventures Limited
13.	The Jamaica Stock Exchange
14.	Trans Jamaica Highway
15.	Victoria Mutual Investments Limited
16	Wigton Windfarm Limited



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"YCI-3"

GUIDANCE ON HOLDING ANNUAL GENERAL MEETINGS DURING COVID-19

Prepared by the Companies Office of Jamaica

1. Background

- 1.1. In light of the outbreak of the SARS CoV-2 Coronavirus COVID-19 (hereinafter referred to as "COVID-19") in Jamaica, the Prime Minister of Jamaica has issued the Disaster Risk Management (Enforcement Measures) (No. 3) Order, 2020, (hereinafter referred to as the "DRM Order") and subsequent Amendment Orders which should be construed as one and the same as the former. Section (6)(1)(a) of the DRM Order has mandated that public gatherings should not exceed ten (10) persons at a time. Sectors within Jamaica which are exempt from this rule are:
 - a. Hospitals, infirmaries and nursing homes
 - b. Security forces
 - c. Services concerning the provision of health, water, electricity, sanitation, firefighting, civil aviation, or telecommunications
 - d. Correctional services
 - e. Tourist establishments
 - f. Retail services (such as markets, supermarkets, pharmacies and "corner shops") for the provision of food, medicine or other necessities of life
 - g. Sittings of the Houses of Parliament, and meetings of the Cabinet, or any committees thereof:
 - h. Ministries, Departments and Agencies of Government, and Municipal Corporations
 - Tax Administration Jamaica, the Bank of Jamaica, the Jamaica Customs Agency, the Office of Disaster Preparedness and Emergency Management and the Independent Commission of Investigations
 - j. Financial services, as defined in the Banking Services Act
 - k. Credit union business by a society registered under the Co-operative Societies Act
 - 1. Services connected with oil-refining and with the loading, distribution, transportation or retail of petroleum fuel, liquefied natural gas or any renewable energy source

Last Updated: April 28, 2020



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- m. Services connected with the loading and unloading of ships and with the storage and delivery of goods at, or from, docks, wharves and warehouses operated in connection with docks or wharves
- n. The provision of public transportation by bus
- o. The provision of public transportation by motor car, limited to one person less than the maximum number of persons allowed to be carried under the relevant licence
- p. The Judiciary and persons employed to a court
- q. Factories
- r. Any service, activity or public gathering, authorised to be carried on by the Medical Officer (Health), or a person designated by the Medical Officer (Health) to give such authorisation.
- 1.2. As a result of the DRM Order, companies (especially public companies) are challenged in convening an Annual General Meeting (hereinafter referred to as "AGM") during this time, as a corporate AGM does not fall under any of the sectors mentioned previously, which are exempted from the public gathering restriction.
- 1.3. Therefore, companies who must hold their AGM within the period which the DRM Order is in force, pursuant to section 126(1) of the Companies Act of Jamaica (hereinafter referred to as "the Act"), must find alternatives which will not run afoul of their constitutions or the DRM Order.
- 1.4. Alternatives which will have been used globally based on the laws in force and the corporate constitutions are:
 - a. Hybrid AGM This is an AGM which uses a physical location and a limited number of persons are permitted to physically attend. Member and/or directors a who cannot physically attend may view the meeting through an electronic platform and may also submit questions to be answered at the meeting through this electronic platform.
 - b. Electronic AGM This is an AGM which is held using only an online platform. Members and/or directors attend by logging into the meeting electronically.



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- 1.5. The Companies Act 2004 (the Act) of Jamaica does not speak to whether or not an AGM may be held electronically. It only speaks to the fact that a meeting of the directors of the company may be held electronically, per section 141(1) of the Act. It is not the place of the Companies Office of Jamaica (hereinafter referred to as "the COJ") to extend this provision to apply to an AGM as well. Therefore, it is our position that a virtual or electronic AGM is not permissible under the Act.
- 1.6. The Act also does not speak to whether a hybrid corporate AGM can be held. It is our position that a combination of an onsite meeting combined with a virtual or electronic AGM is not permissible under the Act. Note that this is distinct from convening a physical meeting but allowing non-attendees to observe the proceedings and perhaps even to ask questions as desired.
- 1.7. Having examined their constitutions companies must determine whether holding an AGM at this time will satisfy all the requirements stated in the Act and whether such a meeting will comply with their Articles.
- 1.8. Table A contained in the First Schedule of the Act, which is adopted by most companies, also does not speak to virtual or hybrid corporate AGMs.
- 1.9. The question then for companies is, can AGM's be validly called, convened and conducted under the current Covid-19 protocols?

2. Alternatives Available to Jamaican Companies

- 2.1. Delay Convening the AGM
 - Companies who have not yet issued a Notice of the AGM may consider delaying the convening of the meeting to a date which allows greater member attendance. Companies should take note of section 126 of the Act, which states that companies must hold an AGM within fifteen (15) months of the last AGM held.
 - 2.1.2. In delaying an AGM, companies should be mindful of the regular and special business normally discussed and decided on during an AGM of the company including:



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- a. Issuance of dividends pursuant to section 158(1) of the Act. Note that interim dividends may be declared as well;
- b. Appointment, re-appointment and removal of directors and/or auditors:
- c. Budget for the New Financial Year;
- d. Discussion of Major Strategic Changes;
- e. Changes to the Articles; and
- f. Changes to the Capital.
- 2.1.3. Note, however, that for companies who determine that it is best to delay the meeting to a date that falls outside the fifteen (15) month period, the Registrar will not enforce the penalties set out at section 126(5) of the Act, provided that the DRM Order was in force at the time that this determination was made.

2.2. Postpone the AGM

- 2.2.1. The difference between this alternative and the previous one is that this applies to companies which have already published a Notice of the AGM. Companies may postpone their AGM, provided their Articles of Incorporation permits it. If their Articles permit the postponement, then the procedures outlined therein should be followed strictly.
- 2.2.2. Note, that the guidelines stated previously under 'Delay Convening the AGM' may apply to this alternative as well.

2.3. Adjourn the AGM

- 2.3.1. Companies which have issued a Notice of the AGM and have no postponement provision in their Articles of Incorporation may consider adjourning their AGM. The Articles of Incorporation should provide instructions on how an adjournment should occur, these instructions should be followed strictly.
- 2.3.2. Companies that have adopted Table A, Part 1 of the First Schedule to the Companies Act may also note Articles 60 and 63 of the said Table. Both these provisions provide guidance on how an adjournment should take place.
- 2.3.3. Note, the considerations stated previously under 'Delay Convening the AGM' may apply to this alternative as well.



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2.4. Conduct an AGM in a Specific Location with Different Rooms and the Utilization of Satellite Locations

Companies should consider hosting the AGM in a particular location with attendees being in different rooms or even different locations. Such attendees would be guorate and would be voting and otherwise participating in the meeting. This should be considered as a way of restricting the number of persons in a particular area. Each group of persons would thereafter be able to talk and see each other through electronic means. For example, if the ballroom at a hotel is used as the venue of a meeting, the ballroom could further be divided into three (3) separate rooms. In each of these rooms, ten (10) persons would be present and with the use of technology, each group of ten (10) would be able to see and hear each other.

2.5. Conduct a Virtual or Electronic AGM

As mentioned before, the Act and consequently individual. Articles do not permit this form of meeting, in order for companies to lawful carry out this meeting, they must apply to the court under section 130(2) of the Act or to the Minister under section 126(2) of the Act.

2.6.Conduct a Hybrid AGM

- 2.6.1. A hybrid AGM is one which has a physical component as well as an electronic component. This means a company may hold an AGM at a physical venue with members and/or directors physically attending, and the meeting will also be streamed online for members and/or directors who were unable to attend to view and participate electronically. Such members are quorate and are fully meeting participants.
- 2.6.2. As mentioned before, the Act and consequently individual Articles do not permit this form of meeting, in order for companies to lawful carry out this meeting, they must apply to the court under section 130(2) of the Act or to the Minister under section 126(2) of the Act.
- 2.6.3. Companies should consider conducting an AGM at 1 physical location with no more than 10 attendees. Examples of considerations in proceeding with an AGM with only ten (10) attendees are:
 - a. What is the average number of attendees for the last three AGMs?



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- b. What are the matters to be voted on in the AGM?
- c. Are there any decisions to be taken which with the current restrictions may be considered unlawful and or unethical?
- d. Which members will be allowed to attend the AGM and which members will be excluded and on what basis will this exclusion be done?
- e. Based on corporate governance principles and the consideration of the organs of governance (Board of Directors and Shareholders in General Meetings) should the AGM proceed? Will the principles of good governance be upheld?
- f. Will members be persuaded to appoint proxies?
- 2.6.4. Some guidelines for conducting this meeting are as follows:
 - a. Consult with the Articles of Incorporation to determine the quorum for the conduct of the AGM.
 - b. Consult with members to ensure that they have no objection to this approach prior to issuing a Notice or publication informing members of a date and the various procedures which are to be followed.
 - c. Encourage and emphasise the importance of members exercising their right to appoint a proxy pursuant to section 131(1) of the Act. Due to the public gathering restriction, not all members will be able to attend. Therefore, a maximum of ten (10) persons will be able to physically attend the meeting; this may later result in legal challenges if persons entitled to attend and vote refuse to appoint proxies and show up at the meeting but are prohibited from entering. Members can only be encouraged, not forced, to appoint an attendee as their proxy.
 - d. Ensure that the number of attendees is sufficient to form a quorum, consistent with section 130(1)(c) of the Act and the Articles of Incorporation of the company.
 - e. Set up a live stream of the AGM, to ensure non-attending members and/or directors may still view the meeting.
 - f. Implement COVID-19 Safety Measures in accordance with those issued by the Ministry of Health of Jamaica. This includes, but not limited to, wearing of masks, temperature checks, setting up sanitization stations (this could be a handwashing station or a hand sanitizer dispenser or both).



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g. Dispense with certain usual amenities such as complimentary food and drink provided by caterers.

- h. In light of section 7(3) of DRM Order, all persons who are 70 years of age or older should be excluded from the list of attendees and no attendee should be admitted into the meeting if they are displaying flu-like symptoms.
- i. An electronic facility should be set up so that non-attending members may submit questions before the meeting. A time period should be established by the company, within which the members will be required to submit their questions. Companies should designate a person responsible for reviewing member questions and announcing them in the meeting. Transparency during this process should be maintained to ensure shareholder confidence.
- j. Companies must consider whether any decisions which will be taken will impact any group of shareholders who will be prohibited from attending the meeting. Are the decisions to be taken such that the company should ensure participation from as many stakeholders as is possible.

3. Other Recommendations

- 3.1. Consideration should be given to section 130(2) of the Act. This section allows a director of the company to apply to the Court to alter the manner in which an AGM should be held if circumstances render it impractical to hold an AGM in a manner consistent with the Act and the Articles of Incorporation of the Company.
- 3.2. Also, consideration should be given to section 126(2) of the Act, which empowers a member of a company to apply to the Minister to issue directions for the calling of an AGM, where default is made in holding the meeting. In making his directions, the Minister may modify the manner in which the meeting should be called, held and conducted.
- **3.3.** In deciding whether to apply under section 130(2) or 126(2) companies should consider the following:
 - 3.3.1. Section 130(2) should be utilized when the circumstances of a company makes it impractical for it to hold an AGM in the usual manner. Conversely, section 126(2) is used



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when, for whatever reason, the directors of a company have not called or have avoided calling an AGM. Therefore, the former is used when factors outside of the company prevent the calling of an AGM, while the latter is used when factors concerning the Administration of the company prevent the calling of an AGM.

- 3.3.2. Companies should make themselves aware of the most updated COVID-19 Court Procedures, as this may have an effect on the time it will take to receive an order under section 130(2).
- 3.3.3. Applying under sections 126(2) or 130 (2) may be time-consuming as the DRM Orders have impacted the operations of Ministries and the Courts.

"YCI-4"



CARIBBEAN CEMENT COMPANY LIMITED

NOTICE OF 72nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 72nd ANNUAL GENERAL MEETING of CARIBBEAN CEMENT COMPANY LIMITED ('CCCL" or "the Company") will be held virtually, via live webcast on Thursday, November 18th, 2021 at 10:00 a.m.. Shareholders may attend remotely and participate in the meeting, by following the registration process as set out in this Notice. This meeting is called for transaction of the following business:

ORDINARY BUSINESS

- 1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 2020 with the Report of the Auditors thereon;
- 2. To elect Directors;
- 3. To appoint Auditors and authorise the Directors to fix their remuneration for the year ending December 31, 2021;
- 4. To authorise the Board of Directors to fix the remuneration of the Directors; and
- 5. To transact any other business that may be properly brought before the meeting.

SPECIAL BUSINESS:

CCCL sets forth its proposal to enter into a Master Services and Intellectual Property Agreement and two (2) sub-agreements (the Proposed Agreements) with Cemex S.A.B. de C.V. and its affiliated companies (collectively referred to as Cemex), to establish the general framework for the corporate services provided by Cemex to CCCL as well as royalties for the use of trademarks, names, and intellectual property owned by Cemex and licenced to CCCL, for a fee to be determined according to the principle of arm's length pricing and will not on an aggregate basis, exceed 4% of CCCL's consolidated net sales.

The Shareholder's shall consider and if thought fit pass the following ordinary resolution:

"BE IT RESOLVED THAT:

- 1. The Company be and is hereby authorised to enter into the following agreements in accordance with the outline presented, effective January 1, 2022:
 - a Master Services and Intellectual Property Agreement with CEMEX S.A.B de C.V. with the general intent and purpose of establishing a framework for the corporate services and royalties provided by CEMEX to CCCL;
 - ii. an Intellectual Property Agreement with CEMEX Innovation Holdings A.G. for the right to use different trademarks, names, and intellectual property owned by CEMEX and licensed to CCCL; and

- iii. a Services Agreement with CEMEX España Gestion y Servicios for the provision of corporate services."
- 2. The Chairman and one (1) Independent Director be and are hereby authorised to sign each agreement as stated above, and any subsequent extensions thereto, on behalf of the Company."

NOTE:

I. Record Date

The Directors have fixed Tuesday, October 19, 2021, as the record date for the shareholders entitled to receive notice of the Annual General Meeting, along with a Proxy Form, Guidelines for Shareholders to attend Meeting (including details of the registration process) and supplemental information including the outline of the matter to be considered under special business shall be sent to shareholders listed on the Register of Members at the close of business on that date by post. A list of such shareholders will be available for examination by shareholders at the registered office of Caribbean Cement Company Limited, Rockfort, Kingston 2 during the usual business hours and at the Annual General Meeting.

II. Proxies

Members of the Company entitled to attend and vote at the Meeting can appoint one or more proxies to attend remotely and vote instead of them. A proxy need not also be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or signed by an officer or attorney duly authorised.

To be valid, the proxy form must be completed and deposited at the registered office of the Company, situated at Rockfort, Kingston addressed to "The Company Secretary" not less than 48 hours (excluding non-business days) before the time fixed for holding the Meeting. The proxy form should bear stamp duty of \$100.00. The stamp duty may be paid by adhesive stamps which should be affixed to the Proxy Form.

III. Annual Report

The electronic version of the Annual Report for the year ended December 31, 2020 can be accessed via http://www.caribcement.com/carib-cement-2020-annual-report/.

III. Instructions to participate in Annual General Meeting

- i. The safety and well-being of all stakeholders are of great importance to the Company. CCCL also has a duty to adhere to the public safety regulations in respect of public gatherings during the COVID-19 pandemic. Accordingly, shareholders are invited to attend remotely.
- ii. Shareholders are required to pre-register during the period **October 20 to November 16**, **2021** to attend the meeting remotely, via the following steps:
 - Visit www.caribcement.com and click on the banner "Annual General Meeting"
 - > Select "Register to Attend Meeting" and fill in the requested information in the spaces provided (full name; address; Taxpayer Registration Number (TRN) or share account number; a valid email address and contact number). Shareholder registration closes at 4:30 p.m. on November 16, 2021.
 - > Shareholders who wish to appoint a proxy, to attend the meeting virtually, shall be required to submit a valid Proxy Form; and select "Register Proxy to Attend Meeting" and fill in the requested information, as stated above, in respect of the

shareholder as well as the person(s) being appointed proxy. Proxy registration closes at 10:00am on November 16, 2021.

The information submitted upon registration will be validated through Sagicor Bank Limited. Subsequent to verification that the shareholder is on record as of October 19, 2021 an email shall be sent with unique login credentials, to attend the meeting via Zoom.

iii. Additional guidelines on virtual attendance and participation is available on the Company's website.

BY ORDER OF THE BOARD

MELISSA FERGUSON COMPANY SECRETARY September 9, 2021

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