



## CARIBBEAN CEMENT COMPANY LIMITED

### NOTICE OF 71<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **71<sup>st</sup> ANNUAL GENERAL MEETING** of **CARIBBEAN CEMENT COMPANY LIMITED (“CCCL” or “the Company”)** will be held virtually, via live webcast on **Thursday, September 17, 2020 at 10:00 a.m.** in accordance with the Court Order dated June 24<sup>th</sup> 2020 in Claim SU 2020 CD 00227 (“the Court Order”) which is attached hereto. 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, 2019 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, 2020;
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**

##### **1. SPECIAL RESOLUTION - AMENDMENT OF THE ARTICLES OF INCORPORATION**

To consider and if thought fit pass the following Special Resolution for the amendment of the Company’s Articles of Incorporation:

##### **“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.”

**NOTE:**

**I. 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.

**II. Annual Report**

The electronic version of the Annual Report for the year ended December 31, 2019 can be accessed via <http://www.caribcement.com/carib-cement-2019-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 **August 14 to September 14, 2020** to attend the meeting remotely, via the following steps:
  - Visit [www.caribcement.com](http://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 September 14, 2020.
  - 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 September 15, 2020.

The information submitted upon registration will be validated through Sagicor Bank Limited. Subsequent to verification that the shareholder is on record as of August 14, 2020 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**

August 3, 2020



**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 24<sup>th</sup> 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:
  - (a) Holding a meeting with one or more shareholders present at a physical venue with a 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 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.
6. 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**

LS  
Sfd  
C. BENNETT  
JUDGE Registrar



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: Melissa 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