



MAYBERRY  
INVESTMENTS LIMITED

1985-2020

35

CELEBRATING 35 YEARS

# ANNUAL GENERAL MEETING

F O R 2 0 1 9

ACCOUNTABILITY  
INTEGRITY CARE  
ATTENTION TO DETAIL WEALTH THROUGH KNOWLEDGE

KNUTSFORD COURT HOTEL  
TUESDAY, 8TH DECEMBER 2020; 2:00 P.M.

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KNUTSFORD COURT HOTEL  
TUESDAY, 8TH DECEMBER 2020; 2:00 P.M.

## 1. CALL TO ORDER

## 2. WELCOME

## 3. PRAYER

ERWIN ANGUS  
MANAGING DIRECTOR

## 4. PRESENTATION

CHRISTOPHER BERRY  
EXECUTIVE CHAIRMAN

## 5. PRESENTATION

GARY PEART  
CHIEF EXECUTIVE  
OFFICER

## 6. Q & A SESSION

## 7. PRESENTATION OF THE AUDITOR'S REPORT

KENNETH WILSON  
B D O

## 8. ORDINARY RESOLUTIONS:

To receive the audited accounts for  
the year ended December 31, 2019

To ratify the declaration  
of dividend in specie

To elect Directors

To fix the remuneration  
of the Directors

To authorise the Directors to  
appoint and fix the  
remuneration of the Auditors

## 9. ADJOURNMENT

## 10. REFRESHMENTS CLOSING

# **N O T I C E**

OF

## **ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the **34th Annual General Meeting of MAYBERRY INVESTMENTS LIMITED** will be held on Tuesday, **December 8, 2020 at 2:00 p.m.** in hybrid format at the physical location of **Knutsford Court Hotel, 11 Ruthven Road, Kingston 10** and via live-stream for the following purposes:

- 1 To receive the audited accounts for the year ended December 31, 2019.**

### **R E S O L U T I O N 1**

To consider and (if thought fit) pass the following ordinary resolution:

“That the audited accounts of the Company for the year ended December 31, 2019, together with the reports of the directors and auditors thereon, be and are hereby adopted.”

- 2 To declare interim dividend as the final dividend for the year:**

### **R E S O L U T I O N 2**

To consider and (if thought fit) pass the following ordinary resolution: “That the interim dividend of \$0.25 per ordinary stock unit paid on 25 July 2019 to ordinary stockholders on record as at 3 July 2019, be approved and declared as a final dividend for the year ended 31 December 2019.”

**3****To elect Directors.****RESOLUTION 3 (A) AND (B)**

The Directors retiring by rotation pursuant to Article 91 of the Articles of Association of the Company are Messrs. Christopher Berry and Gary Peart and who being eligible, offer themselves for re-election.

**RESOLUTION 3 (A)**

To consider and (if thought fit) pass the following ordinary resolution:

“That the retiring director, Mr. Christopher Berry, be and is hereby re-elected a director of the Company.”

**RESOLUTION 3 (B)**

To consider and (if thought fit) pass the following ordinary resolution:

“That the retiring director, Mr. Gary Peart, be and is hereby re-elected a director of the Company.”

## **R E S O L U T I O N   3 (C)**

**In accordance with Article 97 of the Company's Articles of Association, Mr. Walter Scott, Q.C., having been appointed to the Board of Directors of the Company since the last Annual General Meeting to fill a casual vacancy, now vacates office and, being eligible for election to the Board, offers himself for election to the Board.**

To consider and (if thought fit) pass the following Resolution:

“That Mr. Walter Scott, Q.C., be and is hereby elected a director of the Company.”

## **R E S O L U T I O N   3 (D)**

**In accordance with Article 97 of the Company's Articles of Association, Mr. Alok Jain having been appointed to the Board of Directors of the Company since the last Annual General Meeting to fill a casual vacancy, now vacates office and, being eligible for election to the Board, offers himself for election to the Board.**

To consider and (if thought fit) pass the following Resolution:

“That Mr. Alok Jain, be and is hereby elected a director of the Company.”

**4 To fix the remuneration of the Directors.**

**R E S O L U T I O N 4**

To consider and (if thought fit) pass the following ordinary resolution:

“That the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the individual directors for the ensuing year.”

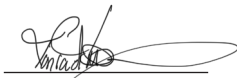
**5 To ratify the Directors’ appointment and remuneration of the Auditors:**

**R E S O L U T I O N 5**

To consider and (if thought fit) pass the following ordinary resolution:

“That the Directors’ appointment and remuneration of BDO Jamaica as Auditors in respect of the period ending with the conclusion of the next Annual General Meeting be and is hereby ratified, confirmed and approved.”

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Konrad M. Berry', is written over a horizontal line. The signature is stylized and includes a long horizontal flourish extending to the right.

**Konrad M. Berry**  
COMPANY SECRETARY

# INFORMATION FOR ALL SHAREHOLDERS

The 34th Annual General Meeting will be held in the hybrid format of a physical meeting and a live-stream pursuant to Supreme Court Order dated 24 June 2020 in the matter SU 2020 CD 00227.

## 1 Attendance at the AGM

Physical attendance at the meeting will be limited to selected shareholders who will constitute a quorum.

It is expected that the Executive Chairman, Mr. Christopher Berry and the Company Secretary Mr. Konrad Berry will physically attend the meeting.

All other Shareholders of the Company who wish to observe the proceedings are required to watch the AGM remotely via live-stream which can be accessed at: <https://youtu.be/qEbd2MpQFBw>

## 2 Voting at the AGM

A member entitled to attend and vote at the meeting will only be able to vote by a proxy.

Shareholders are required to appoint either the Executive Chairman, Mr. Christopher Berry or the Company Secretary, Mr. Konrad Berry as his/her Proxy to vote on each Resolution in the manner indicated on the Proxy Form.

A Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Registrar of the Company at 40 Harbour Street, Kingston, Jamaica not less than 48 hours before the time appointed for the meeting. The Proxy Form should bear stamp duty of J\$120.00 or its equivalent, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy. The Company reserves the right to pay stamp duty on unstamped Forms of Proxy.

A Form of Proxy is available for download at: <https://www.mayberryinv.com/>

## 3 Asking Questions

Shareholders are encouraged to submit their questions in advance of the AGM by sending an email to [mayberry.agm@mayberryinv.com](mailto:mayberry.agm@mayberryinv.com). Questions will be responded to during the AGM to the extent reasonably practicable in the Chairman's discretion.





# ALOK JAIN

M.SC., FCA, FCCA,  
CGMA, CISA, CFA

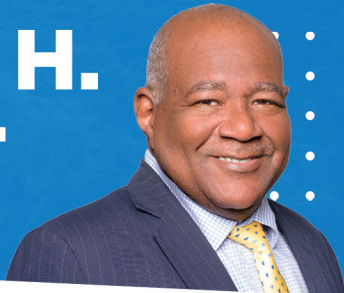
Alok Jain is a former partner of PricewaterhouseCoopers (PwC) where he held a number of leadership roles, most recently as leader of PwC's Advisory practice in the Caribbean. He previously served as leader of PwC's Assurance practice in Jamaica.

Alok currently serves as a Consultant at the Office of the Prime Minister. He is an Adjunct Lecturer at the Mona School of Business and Management at the University of the West Indies. He is also a director of Trans Jamaican Highway Limited.

Alok is a Chartered Accountant, Certified Information Systems Auditor as well as a CFA Charter holder. He has extensive experience in accounting, auditing as well as in corporate finance - privatization and public private partnerships (PPP), valuations of companies, due diligence investigations, "going public" and listing shares on the stock exchange, capital restructuring, and acquisitions and mergers.

# WALTER H. SCOTT

Q.C



Former Senior Partner at Rattray Patterson Rattray (RPR), Mr. Walter Scott QC has been a practicing Attorney-At-Law in Jamaica for more than thirty years. Mr. Scott is prestigiously recognized as a Queen's Counsel and is also admitted to practice law in Barbados. A proud graduate of the UWI and Norman Manley School of Law, he has gone on to offer his services to a myriad of entities, including the Office of Director of Public Prosecutions; Grant Stewart Phillips & Co, Attorneys-at-law; Chancellor & Co, Attorneys-at-Law; and RPR, Attorneys-at-Law.

In 2019, he formed his own practice as Counsel. His areas of practice include Commercial, Civil and White Collar Criminal Litigation, Gaming, Regulatory, Labour, Mining, and Libel Law. Mr. Scott is the former Chairman of Sygnus Capital Limited, Sygnus Capital Management Limited, Betting Gaming & Lotteries Commission, Casino Gaming Commission and Private Security Regulations Authority. He currently serves as the Chairman of Supreme Ventures Guyana Holdings Inc.; is a director of Prime Sports (Jamaica) Limited and of several private companies.

Mr. Scott is Chairman of the Compliance and Remuneration Committees and sits on the Audit Committee as an Independent Director.

CONTENTS NOT CHECKED

Signature \_\_\_\_\_

Date \_\_\_\_\_

9/7/2020 12:38 p.m.

**FORMAL ORDER**



**IN THE SUPREME COURT OF JUDICATURE OF JAMAICA**

**IN THE COMMERCIAL DIVISION**

**CLAIM NO.**

SU 2020 CD 00227

**FINANCIAL SERVICES COMMISSION**

39-43 Barbados Avenue  
Kingston 5, Jamaica, W.I.  
Tel: (876) 906-3010-2/906-7264-6  
Facsimile: (876) 906-3018/754-9588

**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**

*JP*  
12:38 p.m. 9/7/2020

**IN CHAMBERS (BY ZOOM)**

**ON THE 24<sup>th</sup> DAY OF JUNE 2020**

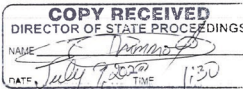
**BEFORE THE HONOURABLE MR JUSTICE K. LAING**



**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*  
*SPD*  
*C. Bennett*  
\_\_\_\_\_  
**JUDGE** *Registrar*



*12/15*  
**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

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