



## **MINUTES OF EXTRAORDINARY GENERAL MEETING (AGM)**

### **KIW INTERNATIONAL LIMITED**

**HELD ON 19 JULY 2020 AT THE PEGASUS HOTEL, KINGSTON**

Present:

John Jackson-Chairman/Shareholder representative for Bridgeton Management Services Ltd, shareholder

John Mahfood – Director/Shareholder

Cameron Burnet –Shareholder representative for Jamaican Teas Limited

#### **CALL TO ORDER**

1. The EGM was called to order at 8.00 am.

#### **OPENING REMARKS**

2. The Chairman opened the meeting and having confirmed that THREE (3) shareholders were in attendance, the quorum of three (3) persons physically present had been met.

#### **ADOPTION OF AMENDED ARTICLES OF INCORPORATION**

3. The Chairman explained that during 2020 and 2021 measures had been effected by the Government of Jamaica to control the spread of COVID-19 including restrictions on public gatherings and the holding of in person general meetings of companies.

As a result of these measures the company had not been able to convene in person meetings of its shareholders during 2021 except as sanctioned by the Supreme Court of Judicature of Jamaica.

In addition, the present Articles of Incorporation of the company did not contain any provisions permitting the company to hold virtual meetings of its members and they require all communications to shareholders to be made by means of mailed delivery of printed documents.

Against this background it was desirable that new Articles of Incorporation be adopted to permit electronic shareholder meetings as well as electronic communications with the members. New Articles providing for, inter alia, the holding of general meetings of members electronically and communicating electronically with members had been made available for inspection by the members at the company's office at 2 Bell Road , Kingston 11 since 10 June 2022 and these Articles are appended to these minutes.

4. On a motion moved by the Chairman and seconded by John Mahfood the following Resolution was passed by unanimous vote:

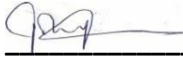
“THAT the new Articles of Incorporation ,a copy of which is available for inspection at the Company's office at 2 Bell Road, Kingston 11 ,and at the company's website [www.kiwinternational.com](http://www.kiwinternational.com), be [approved](#) and adopted by the Company in place of the Company's present Articles of incorporation, and the Directors be and are authorised and directed to register such Articles of incorporation with the Office of the Registrar of Companies with or without such amendments as the Board of Directors

of the Company may deem appropriate after receiving any requisitions from the Registrar of Companies”

**TERMINATION**

5. There being no other business the meeting terminated at 8.15 am.

**Approved by:**



**John Jackson - Chairman**



**John Mahfood-Director**

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