

tTech Limited

Minutes of an Extraordinary General Meeting
held at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 10
on the 18th day of September 2020 at 3:30 p.m.

Present were:	Mr. Edward Alexander	-	Executive Chairman/Director	
	Mr. Norman Chen	-	Director/Member	
	Mr. Gordon Christopher Reckord	-	Director/Member	
	Mr. Uriah Philip Alexander	-	Director/via phone	
	Mr. Hugh Allen	-	Director/Member	
	Ms. Joan-Marie Powell	-	Director/Remuneration Committee Chairperson/Member	
	Ms. Tracy-Ann Spence	-	Director/Audit Committee Chairperson	
	Mr. Justin Morin	-	Director	
	Ms. Gillian Murray	-	Company Secretary/Member	
	Ms. Hortense Gregory Nelson	-	Finance & Admin Manager/Member	
	Mrs. Lesley Cousins	-	Consulting Services Manager/Member	
	Mr. Lanzel Bloomfield	-	Member	
	Mr. Howard Fong	-	Member	
	In Attendance:	Ms. Yvonne Godfrey	-	Recording Secretary EY
		Ms. Kamala Riley	-	Recording Secretary EY
Mr. Deondra Riley		-	Talk Up Youth	
Mr. Timothy Lewis		-	Talk Up Youth	
Mr. Norman Thomas		-	Jamaica Observer	

1. CALLED TO ORDER

The Executive Chairman, Mr. Edward Alexander called the Meeting to order at 3:30 p.m. This was immediately following the conclusion of the adjourned 2020 Annual General Meeting ("AGM"). He welcomed everyone to the Extraordinary General Meeting ("EGM") of tTech Limited ("tTech", "the Company").

2. QUORUM

The Company Secretary advised that the Registrar, Jamaica Central Securities Depository Limited ("JCSD"), had confirmed that a quorum was present. Ten (10) valid proxies were received and were available for inspection at the Registrar, JCSD.

The Chairman asked participants to stand, state their names clearly and to use the microphone provided when addressing the Meeting. Shareholders were reminded that they were eligible to move, second or vote on the proposed resolutions.

3. NOTICE

The Notice of the Meeting, having been previously circulated was taken as read. A motion to propose the following resolution was moved by Mr. Gordon Christopher Reckord and seconded by Mr. Lanzel Bloomfield. It was unanimously resolved:

"THAT the Notice convening the Extraordinary General Meeting on September 16, 2020 at 3:30 p.m., having been previously circulated, be taken as read."

tTech Limited

4. INTRODUCTION & WELCOME

The Chairman indicated that all directors in attendance had participated in the recently concluded adjourned 2020 AGM. He welcomed all members present in person or by proxies and invited guests.

5. RE-ELECTION OF A DIRECTOR

The Chairman advised that Mr. Justin Morin was appointed on May 25, 2020 to the Board of Directors after the 2019 Annual General Meeting was held. He was therefore eligible to retire at the adjourned 2020 Annual General Meeting, in pursuance of Article # 108 of the Company's Articles of Incorporation. However, Mr. Morin's re-election was not included in the Notice to convene the 2020 AGM as that Notice had been circulated before his appointment on May 25, 2020. Mr. Morin has retired and has made himself available for re-election. The re-appointment of Mr. Justin Morin as a member of tTech's Board of Directors is being sought.

A motion was moved by Mr. Gordon Christopher Reckord to propose Resolution #1. The motion was seconded by Mr. Lancel Bloomfield and it was resolved:

"THAT retiring Director Justin Morin be and is hereby re-elected a Director of the Company."

The Chairman put Resolution #1 to vote. Resolution #1 was unanimously approved by the shareholders.

6. SPECIAL RESOLUTION: To amend the Articles of Incorporation

The Chairman indicated that questions were received at the adjourned 2020 AGM about the amendment to the company's Articles of Incorporation. Shareholders were informed that these changes were in anticipation of an amendment to the Companies Act, and in the event they were needed for virtual general meetings to be held in the future. The Chairman read the proposed special resolution and asked a proposer and a seconder to propose Resolution #2 below:

"THAT the Articles of Incorporation of the Company be and are hereby amended by amending the Definition, Articles 55, 58, 63, 65, 67 and 69 as follows, with the proposed amendments that were shown in bold and/or strikeout in the Notice convening the Extraordinary General Meeting as follows:

Electronic Means: Any method of dispatch or communication of audio-only material, still or moving visual-only and/or audiovisual material, data and/or textual material or other data which involves the use of communications technology or equipment having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities. ~~sounds, documents, maps, photography, graphs, plans or other data which involves the use of equipment or technology having electrical, digital, magnetic, wireless, optical, electromagnetic, photographic or similar capabilities including but not limited to facsimile machines, e-mail sent via computers and scanning devices.~~

55. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one (21) days' notice in writing or by way of electronic means, and a meeting of the Company other than an annual general

tTech Limited

meeting or a meeting for the passing of a special resolution shall be called by at least fourteen (14) days' notice in writing or by way of electronic means. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, whether physical or virtual (by **Electronic Means**), the day and hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation, be deemed to have been duly called if it is so agreed-

(a) in the case of a meeting called as the annual general meeting by all 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 vote at the meeting, being a majority together holding not less than ninety-five per centum (95%) in the nominal value of the shares giving that right.

58. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three (3) members present in person or by proxy shall be a quorum except in the case where there are only two (2) members then the quorum shall be two (2) members, or in the case where there is only one (1) member, in which event the quorum shall be one (1) member. Subject to the approval of a simple majority of the Directors (at least fifty-one per cent (51%) of the Directors) and insofar as permitted by law, a general meeting may be held wholly by **Electronic Means** or partly by **Electronic Means** and partly at a physical location with Members attending in person. A Member who participates in a general meeting that is held either wholly or partly by **Electronic Means** is deemed to be present at the general meeting and shall count to constitute a quorum. Any general meeting which is held wholly or partly by **Electronic Means** shall be deemed to have been convened and held in Jamaica and shall be governed by the laws of Jamaica.

63. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or equivalent if the meeting is held by **Electronic Means**) unless a poll is (before or on the declaration of the result of the show of hands (or the equivalent if the meeting is held by **Electronic Means**) demanded-

(a) by the Chairman; or

(b) by at least three (3) members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members 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 (1/10) of the total sum paid up on all the shares conferring that right.

tTech Limited

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands or the equivalent if the meeting is held by Electronic Means been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

65. In the case of an equality of votes, whether on a show of hands (or the equivalent if the meeting is held by Electronic Means) or on a poll, the Chairman of the meeting at which the show of hands (or the equivalent if the meeting is held by Electronic Means) takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

67. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands (or the equivalent if the meeting is held by Electronic Means) every member present in person shall have one (1) vote, and on a poll every member, present in person or by proxy, shall have one (1) vote for each share of which he is the holder.

69. 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 the equivalent if the meeting is held by Electronic Means) or on a poll, by his committee, receiver or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver, or other person may on a poll vote by proxy.

The special resolution was moved by Mr. Gordon Christopher Reckord and seconded by Mr. Hugh Allen.

The Chairman put Resolution#2 to vote. Resolution #2 was unanimously approved by the shareholders.

7. TERMINATION

This concluded the ordinary business of the Extraordinary General Meeting of tTech Limited. The Chairman thanked everyone and there being no other business, the Meeting ended at 3:50 p.m. The Chairman invited persons attending to participate in light refreshments and advised that they should continue to observe the COVID-19 protocols.

CONFIRMED


Executive Chairman

DATED:

