

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of **TRANSJAMAICAN HIGHWAY LIMITED** (“the Company”) will be held on Thursday, June 24th, 2021 at The Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5, in the Parish of Saint Andrew at 10 a.m. to consider, and if thought fit, to pass the following resolutions:

Ordinary Business: Resolutions 1 – 5

1. To receive the audited accounts for the year ended December 31, 2020

Resolution 1 – Audited Accounts

“THAT the audited accounts for the year ended December 31, 2020 together with the reports of the Directors and Auditors thereon be and are hereby adopted.”

2. To ratify interim dividend payments and declare them final

Resolution 2 – Interim Dividend

“THAT the interim dividends of US\$6.6 million (\$0.53 per 1,000 share) paid on December 15, 2020 for the year, be and are hereby ratified and declared as final and that no further dividend be paid in respect of the year under review.”

3. To elect Directors

The Directors retiring by rotation pursuant to Article 114 of the Articles of Incorporation are Julie Thompson-James and Alok Jain who being eligible for re-election offer themselves for re-election.

Resolution 3(i) – Re-election of Julie Thompson-James

“THAT the retiring Director, Julie Thompson-James be and is hereby re-elected a Director of the Company.”

Resolution 3(ii) – Re-election of Alok Jain

“THAT the retiring Director, Alok Jain be and is hereby re-elected a Director of the Company.”

4. To approve the remuneration of the Directors

Resolution 4 – Directors’ Remuneration

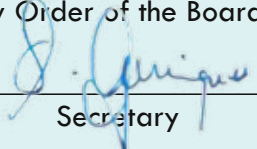
“THAT the amount included in the Audited Accounts of the Company for the year ended December 31, 2020 as remuneration for their services as Directors be and is hereby approved.”

5. To re-appoint Auditors and fix their remuneration

Resolution 5 – Re-appointment of Auditors

“THAT Ernst & Young, Chartered Accountants, having agreed to continue in office as Auditors of the Company, be and are hereby re-appointed Auditors of the Company to hold office until the next Annual General meeting at a remuneration to be fixed by the Board of Directors of the Company.”

Dated the 20th day of April 2021
by Order of the Board


Secretary

Notes:

This AGM is being held as a “hybrid” meeting and you may attend in person physically at the venue, or by electronic means or by proxy .

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her place. Such proxy could be chosen from the following list of Directors (and Company Secretary) who have indicated that they intend to attend the AGM:

- (a) Ivan Anderson, Managing Director
- (b) Susan Garriques, Company Secretary

or alternatively, a member may appoint a person of his/her choice who has been granted the right to attend the meeting physically after having been registered for attendance.

(2) A member must complete and return his/her Form of Proxy to the Registrar of the Company, the Jamaica Central Securities Depository (“JCSD”), using one of the following methods, **not less than 48 hours before the Meeting:**

- (a) by hand delivery to JCSD Trustee Services Limited at 40 Harbour Street, Kingston; or
- (b) by post addressed to JCSD Trustee Services Limited at 40 Harbour Street, Kingston;
- (c) by facsimile at (876) 969-3730; or
- (d) by email: tjhighway@h2k-tjh.com

FORM OF PROXY

I/We.....

Of.....

Being a member(s) of TRANSJAMAICAN HIGHWAY LIMITED hereby appoint

or failing him or her.....

of.....

as my/our proxy to vote on my/our behalf at the 19th Annual General Meeting of the above-named Company to be held at The Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5 on Thursday, June 24, 2021 at 10:00 a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote on the under-mentioned resolutions as indicated below. In the absence of such direction, the proxy may vote as he/she sees fit.

Ordinary Business

RESOLUTION 1 - To receive the audited accounts for the year ended December 31, 2020

RESOLUTION 2 – To ratify interim dividend payments and declare them final

RESOLUTION 3(i) – To re-elect Julie Thompson-James to the Board of Directors.

RESOLUTION 3(ii) – To re-elect Alok Jain to the Board of Directors.

RESOLUTION 4 – To approve the remuneration of the Directors.

RESOLUTION 5 – To re-appoint the Auditors and to fix their remuneration.

For	Against

Signed: _____ Signed: _____

Dated this day of , 2021.

Notes

(1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Such proxy should be chosen from the following list of Directors (and Company Secretary) who have indicated that they intend to attend the AGM:

- (a) Ivan Anderson, Managing Director
- (b) Susan Garriques, Company Secretary

or alternatively, a member may appoint a person of his/her choice who has been granted right to attend the meeting physically.

(2) If the appointer is a corporation, this form must be signed under its common seal or under the hand of some officer or attorney duly authorized in writing.

(3) Any alteration made in this Form of Proxy should be initialed by the person who signs it.

(4) A member must complete and return his/her Form of Proxy to the Registrar of the Company, the Jamaica Central Securities Depository ("JCSD"), using one of the following methods, **not less than 48 hours before the Meeting:**

- (a) by hand delivery to JCSD Trustee Services Limited at 40 Harbour Street, Kingston; or
- (b) by post addressed to JCSD Trustee Services Limited at 40 Harbour Street, Kingston.
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(5) In the case of joint holders, the vote of the senior joint holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders(s), and for this purpose seniority will be determined by the order in which the names appear in the books of the Company.

(6) If the proxy form is returned without any indication as to how the proxy must vote, he may exercise his discretion as to how he votes or whether he abstains from voting.

(7) The proxy form is subject to stamp duty of J\$100.00. The stamp duty may be denoted by **adhesive stamps. The Company reserves the right to stamp unstamped proxy forms.**

(8) **The person to whom this Proxy is given need not be a holder of shares in the Company but must attend the Meeting in person to represent you.**