



tTech Limited
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August 21, 2020

Dear Stockholders,

The current Articles of Incorporation ("**Articles**") of tTech Limited ("**the Company**") do not allow for the holding of virtual general meetings and the COVID-19 pandemic has shown this to be very restrictive. Accordingly, the Directors are recommending that the Company's Articles are amended to allow virtual general meetings to be held.

Ideally, we would have liked to have a resolution for the change to the Articles to be considered at the Annual General Meeting ("**AGM**") scheduled for 3:00 PM on September 10, 2020 at the Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5, Jamaica ("**Knutsford Court Hotel**"). However, the Company's Articles do not allow additional resolutions to be added to the original notice so an Extraordinary General Meeting ("**EGM**") is being scheduled to consider the change to the Articles.

To minimize exposure to the COVID-19 virus for those attending the AGM and the EGM we will be doing the following:

1. The AGM on September 10, 2020 will be convened and immediately adjourned with no other business except for notice that it will be reconvened at 2:00 PM on Friday, September 18, 2020 at the Knutsford Court Hotel; and
2. The EGM will be held at 3:30 PM on September 18, 2020 at the Knutsford Court Hotel immediately after the termination of the reconvened AGM.

The Notice of the EGM that follows this letter has the resolution with the amendments to the Company's Articles to allow the Company to hold virtual general meetings. A Form of Proxy is also attached.

Please note that the Notice of the EGM also includes a resolution to appoint Justin Morin as a Director of the Company. This resolution is necessary because Article 108 of the Company's Articles requires that a Director appointed after the last AGM can only hold office until the next AGM. Mr. Morin was appointed on May 25, 2020 which was after the Notice of the AGM was published. As a result, his reappointment was not included in the Notice of the AGM so we will be seeking to re-appoint Mr. Morin as a Director of the Company at the EGM on September 18, 2020.

Please note that the meeting on September 10, 2020 and the meetings on September 18, 2020 will be physical meetings in compliance with all requirements of the Disaster Risk Management Act, inclusive of appropriate social distancing and all in attendance to wear masks. To minimize the possibility of the spread of COVID-19 the meetings will be restricted to members and others who are required to attend the AGM (registrar, auditors, and recording secretary), as well as members of the media so long as the total number of attendees are within the bounds of the Disaster Risk Management Act. In addition, no refreshments will be provided after the AGM as a further precaution to minimize the possibility of spread of COVID-19.

2019 was another successful year for us at tTech and, while 2020 has brought its challenges, your Company is well positioned to withstand the impact of the global pandemic. We thank you, our stockholders, for your patience and trust, and we look forward to sharing the details of our recent activities with you at the AGM on September 18, 2020.

Yours sincerely,
tTech Limited

Edward Alexander
Chairman



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of tTech Limited (the “Company”) will be held on Friday, September 18, 2020 at 3:30 p.m. at the Knutsford Court Hotel Limited, 16 Chelsea Avenue, Kingston 5, Jamaica for the following purposes:

1. Pursuant to Article 108 of the Articles of Incorporation, Mr. Justin Morin was appointed to the Board of Directors after the last Annual General Meeting and had to retire at the Annual General Meeting held on September 18, 2020. Being eligible he offered himself for re-election.

Resolution No. 1: To consider and if thought fit pass the following special resolution:

“That Justin Morin be and is hereby elected a Director of the Company”

2. Special Business: To amend the Articles of Incorporation.

Resolution No. 2: To consider and if thought fit pass the following special resolution:

“That the Articles of Incorporation of the Company be and are hereby amended by amending the Definitions, Articles 55, 58, 63, 65, 67 and 69 as follows (proposed amendments are shown in **bold** and/or **strikeout**).

“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 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.

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.

Dated this 21st day of August 2020

BY ORDER OF THE BOARD



Gillian Murray
Secretary

REGISTERED OFFICE
69 ½ Harbour Street
Kingston

A Member entitled to attend and vote at this meeting may appoint a Proxy to attend and vote in his/her stead. A Proxy need not be a Member of the Company. A Proxy Form is enclosed for your convenience. Completed Proxy Forms must be lodged at the Company's Registered Office at least forty-eight hours before the time appointed for holding the meeting. The Proxy Form shall bear the stamp duty of \$100.00 before being signed. The stamp duty may be paid by adhesive stamp(s) to be cancelled by the person executing the Proxy.

In light of the COVID-19 Pandemic, the meeting on September 18th, 2020 is subject to change as per any laws, regulations, orders and/or guidance proclaimed by the Government of Jamaica and/or its statutory bodies and/or executive agencies.