

2024

**Notice of Audited
Consolidated
Financial Statements**

Notice of Annual Report

**Notice of the
one hundred and first
Annual Meeting
of Shareholders**



Circular Letter to Massy Holdings Ltd.'s Shareholders

November 19, 2024

To: Shareholders of Massy Holdings Ltd. ("Massy"/"the Company")

Dear Shareholder:

Holding of Annual Meeting

The Company will host its 101st Annual Meeting in a hybrid format, whereby Shareholders may attend and participate either in person or electronically by way of a live webcast. As we reflect on a year of transition and growth we look forward to seeing you at our 101st Annual Meeting.

Notice of Annual Meeting

Enclosed in this package you will find the Notice of the 101st Annual Meeting together with the Form of Proxy and Management Proxy Circular.

Also enclosed are our Guidelines for Shareholders to electronically attend and participate in the Annual Meeting. To pre-register for and join the meeting electronically on January 15, 2025, simply follow the instructions in the enclosed Guidelines.

Strengthening the Board's Composition

The Board placed renewed emphasis on strengthening corporate governance this year. A thorough review of our policies, processes, and systems across the Group led to several key changes, including an adjustment to the Board's composition. Moving forward, the Board will comprise of nine (9) Directors, 70% of whom will be independent non-executive Directors.

This revised Board composition structure aligns with global best practices for large, listed companies and is designed to enhance decision-making, accountability, and communication. A smaller, more focused Board—closely attuned to its stakeholders and markets—will be better positioned to continuously review its capabilities, consistent with the Company's strategic direction. This approach will enable the Company to execute its international growth strategy more effectively and efficiently.

Notice of Publication of the Audited Consolidated Financial Statements for the Year Ended September 30, 2023

The Financial Statements for the year ended September 30, 2024, will be published and available on both the Company's website at www.massygroup.com and the Jamaica Stock Exchange's website at <https://www.jamstockex.com> from **November 26, 2024**. A Notice regarding the publication of these Financial Statements will also be published in two (2) newspapers each in Trinidad and Tobago and Jamaica, and in one (1) newspaper in Barbados on **November 26, 2024**.

Notice of Publication of the Annual Report 2024

The 2024 Annual Report which includes the Audited Consolidated Financial Statements for the year ended September 30, 2024, will be uploaded to both the Company's Website at www.massygroup.com and the Jamaica Stock Exchange's website at <https://www.jamstockex.com> from **December 18, 2024**. A Notice regarding its publication will also be published in two (2) newspapers each in Trinidad and Tobago and Jamaica and in one (1) newspaper in Barbados on **November 26, 2024**.

You may print and/or save these electronic copies or request a printed copy of the 2024 Annual Report from the Office of the Corporate Secretary either by telephone at **868 625 3426** or by email at corporate.secretary@massygroup.com.

Change of Registered Address

We wish to advise that the Registered Address of the Company has been changed to Third Floor, Invaders Bay Tower, Off Audrey Jeffery Highway, Port-of-Spain.

Direct Deposit of Dividend Payments

Shareholders with Trinidad and Tobago bank accounts are encouraged to have their dividends credited directly to their accounts, by completing the enclosed dividend mandate form and returning it with the accompanying documents to the Trinidad and Tobago Central Depository Limited ("TTCD") as soon as possible.

Electronic Access to Dividend Notices and Statements

Shareholders are reminded that the TTCD's E-Statement platform is live, and you are encouraged to register your share account(s), to ensure that dividend notices and share balance statements are promptly received. To register, please visit the TTCD's website: <https://www.stockex.co.tt/>, go to **Register** and select **E-Statements**.

We wish to thank you for your continued support.

Yours faithfully,
MASSY HOLDINGS LTD.


Wendy Kerry
Corporate Secretary

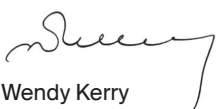
Notice of Annual Meeting

To: All Shareholders

NOTICE IS HEREBY GIVEN that the One Hundred and First Annual Meeting of Shareholders of Massy Holdings Ltd. ("the Company") will be held at the **Ballroom, Hilton Trinidad and Conference Centre 1B Lady Young Road, Port-of-Spain, Trinidad and Tobago, on January 15 2025, at 10:00 a.m.** in a hybrid format whereby Shareholders may attend and participate in the Meeting either in person or electronically via a live webcast for the following purposes:

- 1 To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended September 30, 2024, together with the Report of the Auditors thereon; and
- 2 To re-appoint the incumbent Auditors and authorise the Directors to fix their remuneration and expenses for the ensuing year.

By Order of the Board



Wendy Kerry
Corporate Secretary

November 19, 2024

Notes to the Notice of Annual Meeting of Shareholders ("The Meeting"):

Virtual and in Person Attendance

- 1 Shareholders participating in the Meeting electronically are required to pre-register during the period commencing on November 26, 2024 and ending at 4:00 p.m. on January 13, 2025. Once you have pre-registered and are confirmed as a Shareholder, you will receive an email with the Meeting credentials (a Zoom link, Meeting ID and password) to remotely attend the Meeting.

A Proxy holder may be authorised by the Shareholder to use the login credentials to attend the Meeting on behalf of the Shareholder. Further details to pre- register and attend electronically via the live webcast are included in the enclosed **Appendix 1 - Guidelines for Shareholders' Pre-Registration and Online Attendance at Massy Holdings Ltd.'s One Hundred and First Meeting.**

- 2 Shareholders are reminded that the By-Laws provide that the Directors may require that any Shareholder, Proxy or duly Authorised Representative, provide satisfactory proof of his/her identity before being admitted to the Meeting.
- 3 No service contracts were entered into between the Company and any of its Directors.
- 4 A Shareholder of the Company entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote in his or her stead. Such Proxy need not also be a Shareholder of the Company. Where a Proxy is appointed by a corporate Shareholder, the Form of Proxy should be executed under seal or signed by its attorney.
- 5 Corporate Shareholders are entitled to attend and vote by a duly Authorised Representative who need not himself or herself be a Shareholder. Such appointment must be by resolution of the Board of Directors of the corporate Shareholder.

Notice of Annual General Meeting

- 6 Attached is a Form of Proxy which must be completed, signed and then deposited with the Secretary of the Company, at the Company's Registered Office, Third Floor, Invaders Bay Tower, Off Audrey Jeffers Highway, Port of Spain, not less than 48 hours before the time fixed for holding the Meeting. Forms may also be emailed to corporate.secretary@massygroup.com. Shareholders wishing to appoint a Proxy may also visit the website www.massygroup.com to download a Form of Proxy.

Shareholders who return completed Forms of Proxy are not precluded from attending the Meeting either in person or electronically via the live webcast instead of their Proxies and voting via that medium if subsequently they so wish.

Standing Protocols and Meeting Order

A critical requirement for productive engagement at any meeting is the issue of ORDER. In this regard the following are the Standing Meeting Protocols proposed for this Meeting in HYBRID Format:

- 1 Only Shareholders (or their respective Proxies) who have pre-registered and have been successfully validated shall be allowed access to the Meeting. This access will be based on their selection of 'In Person' or 'Virtual' attendance made during pre-registration.
- 2 For Shareholders (or their respective Proxies) attending In Person:
 - a Attendance verification will be determined by the Company's Registrar against the List of Shareholders which will be used to check-in Shareholders to the Meeting upon arrival.
 - b A Shareholder shall raise his/her hand ONLY when:
 - i He/she would like to contribute to the Meeting.
 - ii He/she is a mover or seconder of a motion.
 - iii He/she is voting in favour of, against or abstaining from a motion or resolution.
 - c Shareholders shall stand and approach the microphones provided to address the Meeting when called upon by the Chairman to do so and shall identify himself/herself before making their contribution.
 - d Mobile phones and all forms of recording/communication devices must be switched off during the Meeting.
- 3 For Shareholders attending virtually:
 - a Attendance credentials will be determined based on the maximum number of Shareholders logged-in to the Zoom Webinar (Further guidelines on the procedure for electronic attendance is outlined in Appendix 1).
 - b The Zoom polling feature will be used for Shareholders to vote in favour of, against or abstain from a motion or resolution.
 - c Written contributions shall be submitted via the 'Chat' feature in Zoom and will be collated and transmitted to the Chairman during the relevant segment of the meeting.
- 4 No Shareholder shall be allowed to address the Meeting except through the Chairperson and contributions/question shall be clear and relevant to the subject or specific item before the Meeting.
- 5 A Shareholder's verbal contribution or question shall not exceed two (2) minutes.
- 6 A Shareholder shall not contribute twice on the same subject.
- 7 A Shareholder shall not call another Shareholder to order but may draw the attention of the Chairperson to a "breach of order".
- 8 No Shareholder shall make references to the Chairperson and/or any attendee that are personally abusive or in the opinion of the Chairperson may provoke disruptive confrontation.

Notice of Annual General Meeting

- 9 Any Shareholder who has been admonished on two (2) occasions and persist to ignore the admonishment will not be permitted to speak for the remainder of the Meeting.
- 10 No form of recording of the proceedings shall be allowed.

Item 1 - Presentation of Consolidated Financial Statements and Auditors' Report

The Consolidated Financial Statements of the Company for the year ended September 30, 2024, and the Auditors' Report thereon are included in the Annual Report which is published on the Company's website: www.massygroup.com.

Item 2 - Re-appointment of Incumbent Auditors

PricewaterhouseCoopers are the incumbent Auditors of the Company. It is proposed to re-appoint PricewaterhouseCoopers as Auditors of the Company to hold office until the next Annual Meeting of Shareholders.

This Appendix Forms Part of The Notice of Meeting of Shareholders of Massy Holdings Ltd. dated, November 19, 2024

Appendix 1

Guidelines for Shareholders' Pre-Registration and Electronic Attendance at Massy Holdings Ltd.'s One Hundred and First Annual Meeting

Pre-Registration for Annual Meeting

Shareholders who wish to attend the Meeting in person are not required to notify the Company of their intention.

To attend the Meeting electronically, Shareholders are required to pre-register during the period commencing on **November 26, 2024**, and **ending at 4.00 p.m. on January 13, 2025**, via the following steps:

- Visit www.massygroup.com
- Complete the form - type in full name, address, valid identification number (ID Card, Passport or Driver's Permit) and valid email address in the spaces provided.
- Click "Submit" to complete your request.
- Once you are confirmed as a Shareholder or proxy on record, you will receive an email confirming your attendance with Meeting credentials (a Zoom link, Meeting ID and password) to attend the live webcast Meeting.

Attendance at Annual Meeting

In Person Attendance:

- Shareholders attending the Meeting in person are encouraged to **arrive at least 30 Minutes before the Meeting commences** to complete the registration process.

Notice of Annual General Meeting

Electronic Attendance:

- Shareholders attending electronically who have received the Meeting credentials, will need to download the Zoom app, as **voting can only be done from the Zoom app**. There is no need to create a Zoom account.
- Click on the Zoom link provided in your confirmation email. This is an example only of how the link will look: **<https://otago.zoom.us/j/123456789>**
- If a pop-up appears on your computer asking to open the link in the Zoom app, select "Allow".
- Please enter the Meeting I.D.
- **You must enter your full name (First Name and Last Name) as pre-registered. Failure to do so will result in your removal from the Meeting.**
- Enter password.

Notes

- As an electronic attendee to this Meeting, you will **NOT** be able to unmute your microphone or turn on your camera. You will NOT be able to see or message other attendees. You will have the ability to see and hear the Chairman of the Meeting, as well as any presentations made at the Meeting. You will be able to vote on the Resolutions put before the Meeting, and you will be able to post questions during the question and answer segment.
- For security reasons, you will **NOT** be able to log in and view the Meeting on more than one device at a time.
 - If switching devices, you will need to log out of the current device first.
 - The invitation link received, will only work on one device, so please do not share this link.
- You will have an opportunity to ask questions by text only, via the Q&A section of your Zoom app when prompted by the Chairman.
- To return to the meeting after asking a question click "Close".
- Do not use the "Hands Up" feature for this meeting as it will not be acknowledged.
- When it is time to vote on the Resolutions, a popup screen will appear stating the Resolution number e.g., "Resolution 1" and the text of the resolution. Simply click (press for touch screens) on the button next to the word "For" or "Against" depending on your vote.
- Please select carefully, as you cannot change your vote or vote multiple times.
- Please be advised that the use of the Zoom app requires either a working smart phone/tablet with enough space for installation or a working computer and an internet connection.
- Internet browsers do not support voting, so you must download the Zoom app on your computer or smart phone/tablet before the event.
- We recommend the use of a high-speed internet connection and a fully charged mobile device. If on a wi-fi network, limit the amount of video streaming from other devices.
- The Company is **NOT** responsible for the reliability of Shareholders' devices or internet connection speed.

Management Proxy Circular

Republic of Trinidad and Tobago

The Companies Act, Ch. 81:01

[Section 144]

1 Name of Company MASSY HOLDINGS LTD.
Company No. M 4805 (C)

2 Particulars of Meeting

One Hundred and First Annual Meeting of Shareholders of the above-named Company to be held at the **Ballroom, Hilton Trinidad and Conference Centre**, 1B Lady Young Road, Port-of-Spain, Trinidad at **10:00 a.m.** on **January 15, 2025**, in a hybrid format whereby Shareholders may attend and participate in the Meeting either in person or electronically, via a live webcast.

3 Solicitation

It is intended to vote the Proxy solicited hereby (unless the Shareholder directs otherwise) in favour of all resolutions specified therein.

4 Any Director's statement submitted pursuant to Section 76(2)


No statement has been received from any Director pursuant to Section 76(2) of the Companies Act, Ch. 81:01.

5 Any Auditor's statement submitted pursuant to Section 171(1)

No statement has been received from the Auditors of the Company pursuant to Section 171(1) of the Companies Act, Ch. 81:01.

6 Any Shareholder's proposal submitted pursuant to Sections 116(a) and 117(2) and 119

No compliant proposal has been received from any Shareholder pursuant to Sections 116(a), 117(2) and 119 of the Companies Act, Ch. 81:01.

Date	Name and Title	Signature
November 19, 2024	Wendy Kerry Corporate Secretary	

Form of Proxy

Republic of Trinidad and Tobago

The Companies Act, Ch. 81:01

[Section 144]

The Corporate Secretary
Massy Holdings Ltd.
Third Floor, Invaders Bay Tower
Off Audrey Jeffers Highway
Port of Spain
Trinidad, West Indies

Name of Company MASSY HOLDINGS LTD.
Company No. M 4805 (C)

Particulars of Meeting: One Hundred & First Annual Meeting of Shareholders of the above-named Company to be held at the **Ballroom, Hilton Trinidad and Conference Centre**, 1B Lady Young Road, Port-of-Spain, Trinidad at **10:00 a.m.** on **January 15, 2025**, in a hybrid format whereby Shareholders may attend and participate in the Meeting either in person or electronically via a live webcast.

I/We (Block Capitals, please) _____

of _____

Shareholder(s) of the above-named Company hereby appoint the Chairman of the Meeting, or failing him, _____

of _____

to be my/our Proxy to attend and act on my/our behalf at the above Meeting, and at any adjournment or adjournments thereof, to the same extent and with the same power as if I/we were personally present at the said Meeting or such adjournment or adjournments thereof and, without limiting the generality of the authorisation and power hereby conferred, to vote for me/us on my/our behalf as indicated below on the Resolutions to be proposed at the above Meeting and at any adjournment or adjournments thereof.

Signed this _____ day of _____ 2024

Signature of Shareholder(s) _____



Form of Proxy

Please indicate with an "X" in the spaces below how you wish your Proxy to vote on the Resolutions referred to. If no such indication is given the Proxy will exercise his discretion as to how he votes or whether he abstains from voting.

Ordinary Business		For	Against
Resolution 1	Be it Resolved THAT, the Report of the Directors and the Audited Financial Statements of the Company for the financial year ended September 30, 2024 together with the Report of the Auditors thereon be hereby received and considered.		
Resolution 2	Be it Resolved THAT, PricewaterhouseCoopers be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration and expenses for the ensuing year.		

Notes

- 1 A Shareholder may appoint a Proxy of his/her own choice. If such an appointment is made, delete the words "the Chairman of the Meeting" and insert the name of the person appointed proxy in the space provided.
- 2 If the Shareholder is a corporation, this form must be under its Common Seal or under the hand of some officer or attorney duly authorised in that behalf.
- 3 In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
- 4 If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
- 5 To be valid, this Proxy Form must be completed and signed, and deposited at the Registered Office of the Company at the address above or emailed to corporate.secretary@massygroup.com, **not less than 48 hours before the time fixed for holding the Meeting**.

Mail to

The Corporate Secretary
Massy Holdings Ltd.
Third Floor, Invaders Bay Tower
Off Audrey Jeffers Highway
Port of Spain
Trinidad, West Indies

Signature(s) _____

Date _____

www.massygroup.com