



BANKS DIH LIMITED

**CREATION OF A NEW HOLDING COMPANY FOR
BANKS DIH LIMITED**

FOR A SPECIAL GENERAL MEETING



Mission

We are committed to building on our traditions of excellence by providing quality products and services, financial results, and management performance that meet the interests of our Shareholders, Employees, Customers, Suppliers, and the Communities in which we operate.

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Programme for the Special General Meeting

Thirst Park, Georgetown, Saturday, 15 July 2023

1. The Meeting called to order at 5.00 p.m.
2. Chairman's Report and Question Period.
3. After the meeting is declared closed, the bars will be opened until 8.30 p.m.

Note: The Board of Directors wishes to advise all Shareholders that Registration will be open two hours before the start of the meeting or from 3.00 p.m. and the gates will be closed at 5.00 p.m. Shareholders are therefore asked to be seated by 4.45 p.m.

The Board of Directors regretfully advises Shareholders that there will not be the customary distribution of gifts to Shareholders as a token for attending the meeting.

Children, family or friends of shareholders are not entitled to attend the meeting.

EXECUTIVE DIRECTORS	BOARD OF DIRECTORS	NON-EXECUTIVE DIRECTORS
Clifford Barrington Reis, C.C.H.	Chairman/Managing Director	Roy Errol Cheong, A.A. Vice Chairman, Banks DIH Limited
George Gladstone Mc Donald, A.A.	Co. Managing Director/Marketing Director	Dan Bryan Stoute Consultant
Paul Andrew Carto, A.A.	Human Resources Director/Trisco Director	Frances Sarah Parris General Manager/ Corporate Secretary Citizens Bank Guyana Inc.
Mohamed Shabir Hussein, A.A.	Engineering Services Director	Ronald Graham Burch-Smith Attorney-At-Law Melissa Jessica De Santos Chief Executive Officer Demerara Mutual Life Assurance Society Limited
Gavin Cuthbert Todd	Operations and Engineering Director	
Alester Larry Cameron	Worker Management Participation Board Director	
Kavorn Debora Kyte-Williams	Secretary/Corporate Legal Officer	

BANKERS

Citizens Bank Guyana Inc., 231-233 Camp Street & South Road, Lacytown, Georgetown
Republic Bank (Guyana) Limited, 38/40 Water Street, Georgetown
Guyana Bank for Trade & Industry Limited, 47 Water Street, Georgetown
Bank of Nova Scotia, 104 Carmichael Street, Georgetown
Demerara Bank Limited, 230 Camp & South Streets, Georgetown

AUDITORS

Messrs. Jack A. Alli, Sons & Co.
145 Crown Street, Queenstown
Georgetown, Guyana

Messrs. Cameron & Shepherd
2 Avenue of the Republic
Georgetown, Guyana

ATTORNEYS-AT-LAW

Messrs. Boston & Boston
1 Croal Street, Stabroek
Georgetown, Guyana

The Law Offices of Dr. Claude H. Denbow S.C.
Altus Court, 3rd Floor,
113 Oxford Street, Port-of-Spain, Trinidad, W.I.

NOTICE OF SPECIAL GENERAL MEETING
IN THE HIGH COURT OF THE SUPREME COURT OF JUDICATURE
OF GUYANA
COMMERCIAL JURISDICTION

2023-HC-DEM-CIV-FDA-627

In the matter of an application by **BANKS DIH LIMITED**

-and-

In the matter of Section 217 of the Companies Act.

-and-

In the matter of the Companies Act, Cap 89:01.

BANKS DIH LIMITED

Applicant

NOTICE IS GIVEN that, by an order dated 4th May 2023 and entered on 8th May 2023 and made in the above matter (“**the Order**”), the Court has directed that a meeting (“**the Special General Meeting**”) be convened of the holders of the Ordinary Shares (as defined in the scheme of arrangement referred to below) to consider and, if thought fit, approve (with or without modification) a scheme of arrangement (“**the Scheme of Arrangement**”) proposed to be made pursuant to **Section 217 of the Companies Act Cap 89:01** between Banks DIH Limited (“**the Company**”) and the holders of the Ordinary Shares, and that the Special General Meeting be held at Banks DIH Limited, Thirst Park,

Ruimveldt, Georgetown on the 15th day of July 2023, at 5.00 pm which place and time all holders of Ordinary Shares are requested to attend.

Copies of the Scheme of Arrangement and the Question and Answer Booklet (explanatory statement) required to be furnished pursuant to **sections 217 and 218 (1)(a) of the Companies Act Cap 89:01** are incorporated in the document of which this Notice forms part.

AGENDA

1. To consider and, if thought fit, to approve (with or without modification) the Scheme of Arrangement as set out in the Court document marked "A".

Record Date as is required by Section 108 of the Companies Act

Entitlement to attend, speak and vote at the Special General Meeting or any adjournment thereof and the number of votes which may be cast at the Special General Meeting, will be determined by reference to the register of members of the Company at 5.00 p.m. on July 15, 2023. Changes to the register of members of the Company after such time will be disregarded in determining the rights of any person to attend, speak and vote at the Special General Meeting.

By the said Order, the Court has appointed Mr. Clifford Reis or, failing him, any other director of the Company, to act as chair of the Special General Meeting and has directed the Chair to report the result of the Special General Meeting to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Any changes to the arrangements for the Special General Meeting will be communicated to Ordinary Shareholders before the Special General Meeting.

Any member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

A proxy must present the Principal Shareholder's invitation, the proxy's identification card and a copy of the proxy form at the gate for registration or access to the meeting will be denied.

The instrument appointing a proxy must be stamped and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the Special General Meeting. (Note: Saturdays and Holidays are to be excluded when determining the forty-eight (48) hour period.)

Shareholders may contact the Company Secretary's Office (Mrs. Kavorn Kyte-Williams) at telephone numbers 592-225-0918 or 592-225-0910, Ext. 2235 or email kkyte-williams@banksdih.com to address any questions in relation to this Notice or the Special General Meeting.

BY ORDER OF THE BOARD

REGISTERED OFFICE

**Kavorn Debora Kyte-Williams
Secretary/Corporate Legal Officer**

**Thirst Park
Georgetown
Guyana**

30 May 2023

**The Scheme of Arrangement as set out
in Court Document Marked “A”**

“A”

IN THE HIGH COURT OF THE SUPREME COURT OF JUDICATURE
OF GUYANA

COMMERCIAL JURISDICTION

2023-HC-DEM-CIV-FDA-

In the matter of an application by **BANKS
DIH LIMITED**

- and -

In the matter of Section 217 of the
Companies Act.

- and -

In the matter of the Companies Act, Cap
89:01.

BANKS DIH LIMITED

Applicant

**SCHEME OF ARRANGEMENT
UNDER SECTION 217 OF THE COMPANIES ACT CAP 89:01 FOR
EXCHANGE OF SHARES IN BANKS DIH LIMITED**

This Scheme of Arrangement is entered into:

BETWEEN

1. Banks DIH Limited, a limited liability company duly continued
under the **Companies Act Cap 89:01**;

AND

2. The Shareholders of Banks DIH Limited as at the Effective Date.

1. **DEFINITIONS**

In this Scheme:

“Holding Company” means Banks DIH Holdings Inc.

“Effective Date” means the date on which this Scheme becomes effective in accordance with **Clause 5.3**.

“Ordinary Shares” means the ordinary shares held by the shareholders in the issued share capital of the Company.

“New Shares” means ordinary shares in the Holding Company which are to be issued to the Shareholders on the Effective Date.

“The Company” means Banks DIH Limited.

“This Scheme” means this Scheme of Arrangement.

“Shareholders” are the holders of the ordinary shares of the Company as at the date of the meeting to approve this Scheme and includes persons who are entitled to such shares by transmission.

2. THE COMPANY

2.1. The Company is authorized to issue and allot 1,400,000,000 ordinary shares. which were valued at sale price of \$1 each.

2.2. The issued and fully paid share capital of the Company is ~~\$~~849,861,536 divided into 849,861,536 ordinary shares.

2.3. The Company's Articles of Incorporation are annexed as **Schedule 1** to this Scheme.

THE HOLDING COMPANY

3.1. The Holding Company was incorporated by the Company under the **Companies Act Cap 89:01** on the 18th January, 2023 for the purpose set out hereunder.

3.2. The Holding Company is authorized to issue and allot 1,400,000,000 ordinary shares which were valued at sale price of \$1 each.

3.3. No shares have been issued by the Holding Company.

3.4. The Articles of Incorporation of the Holding Company are annexed as **Schedule 2** to this Scheme and are the same as those in respect of the Company.

3.5. The directors of the Holding Company are the directors of the Company.

4. PURPOSE

4.1. The purpose of this Scheme is to restructure the operations of the company and its subsidiaries by creating a Holding Company in order to take advantage of the benefits and advantages which are likely to accrue from the new structure.

4.2. The proposed restructuring has several advantages and benefits including:

(i) **Growth and Expansion** - the holding company structure facilitates business growth and expansion by providing focus for the development of business strategy at the holding company level while allowing subsidiaries to focus on their core business activities. It will also facilitate the spin-off of unrelated business activities to other subsidiaries so that they may employ the required focus that will facilitate growth and thus increase shareholder value. The research has shown that businesses thrive, when they focus on building on the business that they know well, including the pursuit of related activities, instead of pursuing differing, unrelated business activities.

(ii) **Synergies and Efficiencies** - the holding company structure facilitates efficiencies across the Group by having central functions that may be shared across the subsidiaries, thus allowing subsidiaries to

focus on their core business activities. Business functions that may be shared across the Group include but are not limited to, corporate and legal services, marketing and finance and information technology. The cost of centralized business functions may then be recharged to each subsidiary based on services utilized, thus relieving each subsidiary from the increased cost that may be associated with having its own functions.

(iii) **Flexibility and Agility** - considering the rapid growth that is being experienced by Guyana which is expected to continue many years in the future, there is a need for agility as business opportunities arise. The holding company structure facilitates flexibility and the need for quick action as subsidiaries can be created within a short time frame to take advantage of opportunities as they arise. In the same vein, the holding company structure will facilitate ease of divesting of lines of unprofitable lines of business by way of a sale of shares.

(iv) **Risk Minimization** - the holding company structure will facilitate risk reduction by shielding the assets of the company such that in the event that an unprofitable subsidiary experiences financial difficulties, the exposure of the Group will be limited to its net investment in that subsidiary. This can have implications for debt financing and the offer of collateral for securing the same. Additionally, the holding company structure will facilitate the pursuit of

investment activities that may present a higher level of risk while increasing returns and at the same time, shielding the other assets of the Group.

4.3. The proposed restructuring will be effected by means of a share for share exchange under which the Company cancels all of the Shareholders' shares in the Company and the Holding Company issues an equivalent number of ordinary shares to the same shareholders whose shares have been cancelled.

5. THE SCHEME


5.1. The Company shall cancel the Ordinary Shares on the Effective Date held by each of the Shareholders.

5.2. The Holding Company shall issue 849,861,536 ordinary shares. These shares shall be divided amongst and allotted to the Shareholders in such proportion as to enable the Shareholders to receive an equivalent number of shares in the Holding Company as they held in the Company at the time of the cancellation of their ordinary shares in the Company.

5.3. This Scheme shall become effective as soon as an office copy of the Order of the Court sanctioning this scheme under **Section 217 of the Companies Act Cap 89:01** has been duly lodged with the Registrar of Companies for registration.

5.4. The Company may consent on behalf of all concerned to any modification of or addition to this Scheme or to any condition which the Court may think fit to approve or impose.




.....
Kavorn Kyte-Williams
Company Secretary/Corporate
Legal Officer

SCHEDULE 2

**The Articles of Incorporation of the
New Holding Company**

COMPANIES ACT, 1991
(SECTION 5)
ARTICLES OF INCORPORATION
OF
BANKS DIH HOLDINGS INC.

R# 60072AB
Fee \$6000
Net 83200
Copy \$700
863900
2023/01/19
8

1. **Name of Company** **Company No.**
Banks DIH Holdings Inc. 13958

2. **The classes and any maximum number of shares that the company is authorized to issue**
1,400,000,000 ordinary shares of minimum sale price of \$1: each

3. **Restrictions of any on share transfers**
None.

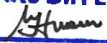
4. **Number of Directors**
Not less than three and no more than twelve directors.

5. **Restrictions if any on business the company may carry on**
None.

6. **Other provisions, if any**
None.

7. **Incorporator:** Date: 18th January, 2023



Name:	Address:	Signature:
BANKS DIH LIMITED	Thirst Park, Ruimveldt, Georgetown, Guyana.	 Mohamed Shabir Hus Engineering Services Director

Certified a True Copy
Shene Chow
Certifying Clerk
20/01/2023.

THE COURT ORDER

IN THE HIGH COURT OF THE SUPREME COURT OF JUDICATURE
OF GUYANA

COMMERCIAL JURISDICTION

2023-HC-DEM-CIV-FDA-627

BETWEEN: -

In the matter of an application by **BANKS DIH
LIMITED**

-and-

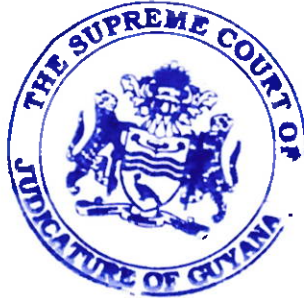
In the matter of Section 217 of the Companies Act.

-and-

In the matter of the Companies Act, Cap 89:01.

BANKS DIH LIMITED

Applicant



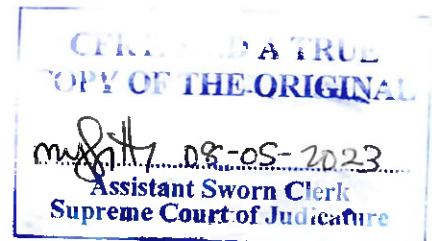
RB BEFORE THE HONOURABLE MADAM JUSTICE DAMONE YOUNGE

DATED THE 4TH DAY OF MAY 2023

ENTERED THE 8TH DAY OF MAY, 2023

Mr. N. Boston SC, Attorney -at- Law for the Applicant.

Matter dealt with without a hearing.



14'

ORDER

THIS APPLICATION made by **BANKS DIH LIMITED**, was heard on 4th day of May 2023, at the High Court Georgetown, Guyana, where the Applicant asks for the following orders:

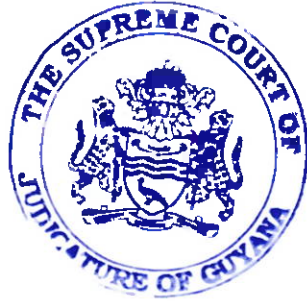
- a) An Order, pursuant to **Section 217 of the Companies Act, Cap 89:01** that the Applicant be at liberty to convene a meeting of the holders of the ordinary shares of the Applicant to be held at Thirst Park, Ruimveldt, Georgetown, Demerara, Guyana, at a time and date to be determined, for the purpose of considering and, if thought fit, approving with or without modification the Scheme of Arrangement (“the Scheme”) under Division k of the Companies Act, Cap 89:1 proposed to be made between the Applicant and the holders of the Ordinary Shares of the Applicant which is annexed hereto as **Schedule A**.
- b) An Order that the Chairman of the Meeting shall be the Chairman of the Applicant and that he be directed to report the results to the Court.
- c) Such further or other relief as the Court shall seem just.

UPON READING the Fixed Date Application with Affidavit of **KAVOM KYTE-WILLIAMS**, filed herein on the 4th May 2023. **AND UPON HEARING** the submissions of Attorney-at-Law for Applicant.

THIS COURT ORDERS an order, pursuant to **Section 217 of the Companies Act, Cap 89:01**, that the Applicant be at liberty to convene a meeting of the holders of the ordinary shares of the Applicant to be held at Thirst Park, Ruimveldt, Georgetown, Demerara, Guyana, at a time and date to be determined, for the purpose of considering and, if thought fit, approving with or without modification the Scheme of Arrangement (“the Scheme”) under Division k of the Companies Act, Cap 89:1 proposed to be made between the Applicant and the holders of the Ordinary Shares of the Applicant which is annexed hereto as **Schedule A**.



IT IS FURTHER ORDERED that the Chairman of the Meeting shall be the Chairman of the Applicant and that he be directed to report the results to the Court.

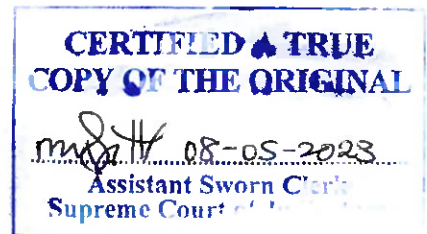


BY THE COURT

R. Bull

FOR REGISTRAR

IF YOU FAIL TO COMPLY WITH THE TERMS OF THIS ORDER, YOU WILL BE IN CONTEMPT OF COURT AND MAY BE LIABLE IMPRISONMENT OR TO HAVE YOUR ASSETS CONFISCATED



BANKS DIH LIMITED

**CREATION OF A NEW HOLDING COMPANY FOR BANKS DIH
LIMITED**

BOOKLET

BANKS DIH LIMITED

NEW HOLDING COMPANY PROJECT

CREATION OF A NEW HOLDING COMPANY FOR BANKS DIH LIMITED

Purpose of Booklet

This Booklet has been developed for the following purposes:

- i) To set out the background to the creation of the new corporate structure;
- ii) To explain the consequences and the benefits of the new entity;
- iii) To set out the legal steps required to bring into operation the new entity.

The Background

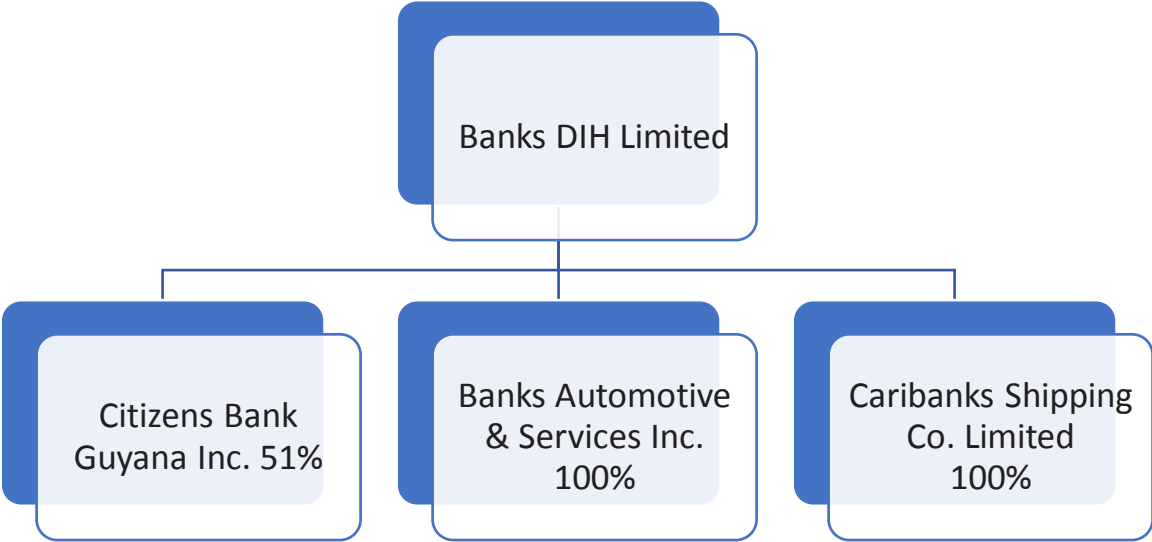
1. It was decided at a Board Meeting on 27th January, 2022 that the New Holding Company by the name of **Banks DIH Holdings Inc. (BDIHHI)** should be created. That name was reserved by the Registrar of Companies up until 31st January, 2023.
2. On 18th January, 2023 the New Holding Company by the name of Banks DIH Holdings Inc. (**BDIHHI**) was incorporated. One of the main steps to be taken in order to bring into operation BDIHHI is for the present shareholders of the Company to exchange their shares in the Company for new shares in BDIHHI. That share swap will result in the shareholders receiving shares with the same value. However, there is the prospect that the value of such shares could increase as a result of the new structure created.

3. The whole process of bringing into operation this new arrangement with respect to the Company's present shareholders requires Court approval pursuant to **Section 217 of the Companies Act**. In such a forum, the Company will be required to provide to the Court a **Statement** explaining the effects of this new arrangement on the Company's shareholders.
4. Before such steps are undertaken, transparency and good faith demand that all shareholders should be informed of the rationale for this move and the benefits to accrue from it.
5. It is against the foregoing background that the Company decided to hire and retain the services of an independent financial consultant. The firm chosen was **BDO Eastern Caribbean** and the person was Ms. Andrea St. Rose who is both a qualified accountant and an attorney-at-law.
6. BDO is reputed to be one of the world's leading accounting and advisory organizations. BDO was founded in 1963 with 5 original member firms in the United Kingdom, Germany, The Netherlands, The United States and Canada. These groups formed the Binder Seidman International Group. In 1973, the British, German and Dutch member firms adopted a common name whose acronym has endured for the entire global network. The name was Binder Hamlyn (UK), Dijker & Co (Holland), Otte & Co (Germany). BDO Eastern Caribbean was first BDO St. Lucia started in October 2009 and was subsequently established as BDO Eastern Caribbean after merging with KPMG Eastern Caribbean. BDO Eastern Caribbean has access to and interface with the BDO international network and is part of the unified global organization. BDO Eastern Caribbean has an expansive clientele including local and multinational corporations of varying sizes and complexities.

Questions and Answers

1. What is the present Corporate Structure of BANKS DIH Limited (BDIH)?

- At present BDIH has two operating subsidiaries. They are **Citizens Bank Guyana Inc.** in which BDIH owns 51% of the issued capital and **Banks Automotive and Services Inc.** in which BDIH owns 100% of the issued capital. There is also a dormant entity by the name of **Caribanks Shipping Co. Limited** which is not active. That structure is depicted in the following diagram set out hereunder.

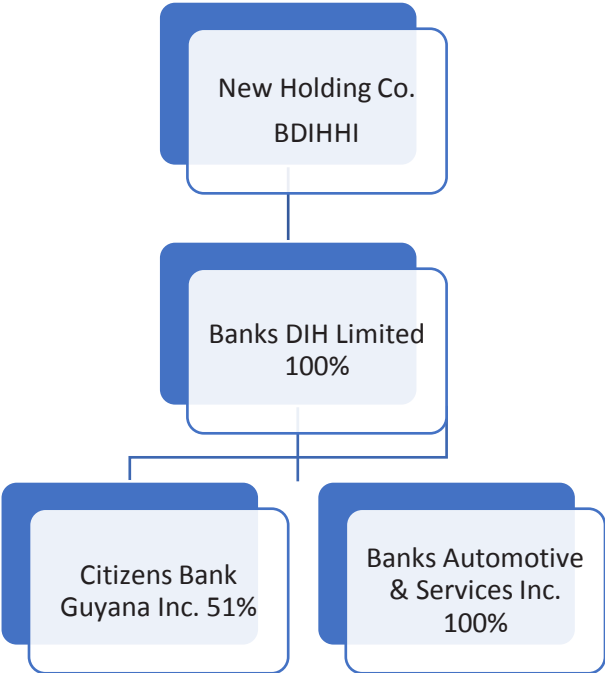


Citizens Bank Guyana Inc. - 51 per cent
Banks Automotive & Services Inc. - 100 per cent
Caribanks Shipping Co. Limited - 100 per cent (dormant).

2. What is the proposed new Structure?

- Under the proposed new structure, BDIHHI will become the Holding Company and in order to do so will acquire 100% of the shares issued by BDIH. This means that BDIH will become a wholly-owned subsidiary of the New Holding Company, BDIHHI. This will be done by shareholders of BDIH exchanging their shares for shares in the New Holding Company BDIHHI. This new structure is set out in the diagram hereunder.

The proposed Group Structure may be depicted as follows:



- Banks DIH Limited - 100 per cent
- Citizens Bank Guyana Inc. - 51 per cent
- Banks Automotive & Services Inc. - 100 per cent

- Under the proposed Group Structure, the current parent company, BDIH will become a wholly owned subsidiary of the New Holding Company. The former subsidiaries will continue as such. The New Holding Company, BDIHHI, will become the ultimate parent company of those subsidiaries of BDIH.

3. What will be the position of the those who hold shares in BDIH as a result of the new structure?

- As indicated above, in order to put into operation the new structure, all shareholders in BDIH will exchange their shares for shares in the New Holding Company, BDIHHI. The present share certificates will be replaced by share certificates issued by BDIHHI. Those shares will carry the same value with the potential for increase as a result of the advantages likely to result from the new structure.
- In order to obtain judicial approval for the foregoing, an Application would have to be made to the High Court pursuant to **Section 217 of the Companies Act, Cap. 89:01** of the laws of Guyana and the document referred to as a **Statement** would have to be filed explaining the steps being taken in order to secure judicial blessing for this new arrangement.
- As stated above, one of the main fundamental features involved in the implementation of the new BDIHHI structure is the process whereby the shareholders in BDIH will swap their shares for shares to be issued in BDIHHI. This exercise would amount to an **arrangement** under **section 217 of the Companies Act, Cap. 89:01** and is to be effected by a 2-stage judicial process.

(i) Stage 1

The first stage would be an Application to the Court for directions as to the summoning of a shareholders' meeting and the passage of a resolution by the shareholders to effect an **arrangement** which would involve the present shareholders of BDIH swapping their shares for shares in BDIHHI.

This Stage has been completed, the Court has approved the application for the summoning of a shareholders' meeting for the purpose set out in Stage 1.

Present Certificate and New Certificate

Attached hereto are examples of the present certificate and the new certificate which will replace the present certificate. The two certificates show that the shareholders will be swapping like for like and will be given the same as they had before.

Those examples are attached hereto as **Appendix A**.

(ii) Stage 2

On the assumption that this resolution is passed, the second stage will involve judicial sanction of the resolution passed at the shareholders' meeting.

4. What are the advantages and benefits of the proposed restructuring?

- The BDO Report is a confidential Report that deals in detail on **page 21, section 10** with the advantages and benefits which will accrue from the

restructuring of the BDIH Group by the creation of the New Holding Company. The advantages and benefits have been set out in detail in the Scheme of Arrangement. However, they are best summarized at **page 23 under section 12** of the BDO Report headed **“Conclusion”** as follows:

“...The proposed Group restructuring presents an opportunity for the Company and the Group to take advantage of the many opportunities that Guyana presents in light of the unprecedented growth that the country has been experiencing since the discovery of oil reserves.

The proposed structure will position the Group so that the newly formed holding company can focus its efforts on group strategy, growth and profitability. The Company and the Group will gain agility and flexibility that will facilitate quick decision making.

The proposed restructuring also presents an opportunity for the Company to spin off certain business activities to subsidiaries while focusing on its core business activities. Additionally, each subsidiary will benefit from synergies associated with the delivery of central services by the newly formed holding company to the subsidiaries.

As at the date of the restructuring, existing shareholders will maintain the same interest that they had immediately before the establishment of the holding company. Based on the financial forecasts, the Group remains profitable. Overall, the initiative presents an opportunity for increased profitability and by extension, increase in shareholder value”

- In summary form, it can therefore be said that the New Holding Company Structure will facilitate growth and expansion; enhance synergies and efficiencies within the group; provide flexibility and agility to expand the group’s business and minimize risk in relation to any new subsidiary which may be created to enter into any new line of business.

5. Are the shares of BDIHHI going to be listed on the Guyana Stock Exchange?

- Yes, the shares to be issued to the present shareholders of BDIH in exchange for their existing shares in BDIH will obviously be listed on the Guyana Stock Exchange. This is because BDIH will cease to be a public company and the new public company will be BDIHHI.
- The required notification and Applications for approval to the **Guyana Securities Council (GSC)** and **The Guyana Association of Securities Companies and Intermediaries Inc. (GASCI)** will be made at the appropriate stage.
- Once the Scheme of Arrangement is approved and registered, the implementation of the Scheme of Arrangement will involve the following:
 - a) All shareholders in BDIH will exchange their shares for shares in the new holding company BDIHHI.
 - b) The present share certificates will be replaced by the new share certificates issued by the new holding company BDIHHI.
 - c) The shares in BDIH which are currently traded on the stock exchange are to be delisted and the shares to be issued to shareholders by BDIHHI are to be listed on the stock exchange.
 - d) The shares to be issued to shareholders by BDIHHI will be listed on the stock exchange at the same trading price of the shares in BDIH as existed at the time of the delisting of the BDIH shares.
 - e) All of the foregoing is subject to the approval of the regulatory bodies referred to above.

Appendix A
Present Certificate and New Certificate

Certificate No. 175178

BANKS DIHLTD

INCORPORATED UNDER THE COMPANIES ORDINANCE

CAPITAL ~~XXXXXXXXXXXXXXXXXXXX~~ \$1,400,000,000.00

~~1,400,000,000~~ Shares of \$1.00 each

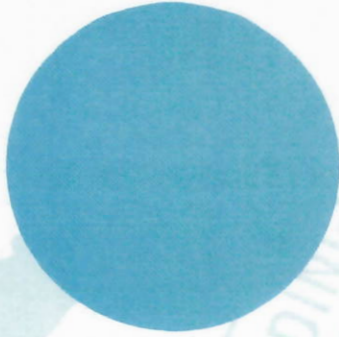
FREDERICK ATKINS

This is to certify that
of LOT 94 PRINCE WILLIAM STREET PLAISANCE EAST COAST DEMERARA
of *****1,000 fully paid shares of \$1.00 each, numbered 99,939,582 to 99,940,581
is the Registered Holder

inclusive, in the above-named Company, subject to the Articles of Continuance.

Given under the Common Seal of the Company,

This 14 day of MARCH 2017



Director

Secretary

No Transfer of the whole or any portion of the above shares can be registered without the production of this certificate

Shareholder's Questionnaire

July 15, 2023

Dear Shareholder,

I shall be glad to welcome you to the Special General Meeting on Saturday, 15th July 2023 at Thirst Park, Ruimveldt at 5:00 p.m. (17:00 hours), and be pleased to answer any questions you may care to ask. If you have a question, I would appreciate it if you would write it on the form provided below, and mail it to me as soon as possible (at least 7 days before the meeting).

If you fail to mail it, you can bring it along to the Special General Meeting and hand it to one of our Ushers on arrival.

I will endeavour to answer all questions at the Special General Meeting, especially those which have been mailed in, but if your question is not answered at the Special General Meeting, I will send you a written answer afterwards.

Yours Sincerely,

C.B. Reis, C.C.H.,

Chairman/Managing Director

Shareholder's Question Form

Name of Shareholder: _____

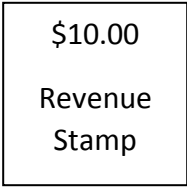
Address: _____

Question: _____

Cross out the one
which does not apply
be addressed to:

(You may mention my name)
(Please do not mention my name)
Chairman
Banks DIH Limited P.O. Box 10194
Thirst Park, Georgetown.

Proxy Form



The undersigned shareholder of Banks DIH Limited hereby appoints

(Mr. /Mrs.) _____

Of (address) _____

Or failing him/her (Mr. /Mrs.) _____

Of (address) _____

as a Proxy of the undersigned to attend and act for the undersigned and on behalf of the undersigned at the Special General Meeting of the Ordinary Shareholders of Banks DIH Limited to be held on July 15, 2023, at Banks DIH Limited, and any adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said meeting or such adjournments thereof. The Special General Meeting is called to consider and, if thought fit, approve (with or without modification) a scheme of arrangement ("**the Scheme of Arrangement**") proposed to be made pursuant to **Section 217 of the Companies Act Cap 89:01** between Banks DIH Limited ("**the Company**") and the holders of the Ordinary Shares.

Dated this _____ day of _____ 2023

To be valid, this proxy form must be completed and deposited at the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the Special General Meeting or adjourned meeting (Note: Saturdays and Public Holidays are to be excluded when determining the forty-eight hour period.)

NOTE: A PROXY MUST PRESENT THE PRINCIPAL SHAREHOLDER'S INVITATION, THE PROXY'S IDENTIFICATION CARD AND A COPY OF THE PROXY FORM AT THE GATE FOR REGISTRATION OR ACCESS TO THE MEETING WILL BE DENIED.

.....
Signature of Shareholder

.....
Signature of Shareholder

.....
Printed Name of Shareholder

.....
Printed Name of Shareholder

