

23rd August 2023

Dear Shareholder,

Please be advised that The Annual General Meeting of the Company will be held on 12th September 2023 at the Company's offices on Pitts Bay Road, Pembroke, to consider matters listed on the attached agenda.

You will find attached the following:

- A blank proxy form to be completed if you cannot attend the meeting in person;
- The amended bye-laws 37 and 55; and
- Minutes of the previous meeting.

The Financial Statements and other relevant information are posted on our web site at www.westhamilton.bm.

Please contact us by email: admin@westhamilton.bm or by phone at 295-5985.

Sincerely,



West Hamilton Holdings Limited

WEST HAMILTON HOLDINGS LIMITED

(the "Company")

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting of the Members of the Company will be held at 69 Pitts Bay Road, Pembroke, Bermuda on Tuesday, 12th September 2023 at 4.00 pm. for the following purposes:

AGENDA

1. To appoint a chairperson of the meeting.
2. To confirm notice.
3. To consider, if available, the minutes of the last meeting of Members.
4. To receive the financial statements of the Company for the year ended 30 September 2022.
5. To consider and approve the amendments to the bye-laws.
6. To determine the number of Directors for the forthcoming year and to elect Directors.
7. To consider fees payable to the Directors.
8. To consider the appointment of an auditor for the forthcoming year.
9. To consider, and if thought appropriate, approve the voluntary withdrawal of listing from The Bermuda Stock Exchange on or before 31 December 2023.
10. To ratify and confirm all and any actions taken by the Directors and Officers of the Company, relative to the business of the Company, up to the date of the meeting.

Dated:



Conyers Corporate Services (Bermuda) Limited
Secretary

WEST HAMILTON HOLDINGS LIMITED
(the "Company")

P R O X Y

I/We, _____, being a Member/Members of the above-named Company holding _____ shares hereby appoint the Chairman of the Meeting (Note 1) or _____ as my/our proxy to vote on my/our behalf at the 2023 Annual General Meeting of the Company to be held at 69 Pitts Bay Road, Pembroke, Bermuda on Thursday, 12th September 2023 at 4:00 p.m., or at any adjournment thereof.

RESOLUTIONS

1. That the minutes of the last Annual General Meeting held on 31 March 2022 be and they are hereby approved.

FOR **AGAINST** **ABSTAIN**

2. That the financial statements of the Company for the year ended 30 September 2022, together with the Auditors' report thereon, be and they are hereby received and adopted.

FOR **AGAINST** **ABSTAIN**

3. That the following proposed amendments to the bye-laws be approved:

- (i) Bye-law 37 be amended by deleting the words "not less than five and not more than seven Directors" in the first line of the bye-law and inserting the words "not less than 3 and not more than 5 Directors" in their place.

FOR **AGAINST** **ABSTAIN**

- (ii) Bye-law 55 be amended by deleting the word "three" in the first line of the bye-law and inserting the word "two" in its place.

FOR **AGAINST** **ABSTAIN**

4. That the number of Directors be five (5).

FOR **AGAINST** **ABSTAIN**

5. That the following persons be and are hereby elected Directors of the Company until the next annual general meeting, or until their appointment is terminated in accordance with the Bye-Laws:

Peter Pearman, Duncan Saville, Harrichand Sukdeo and Alasdair Younie.

FOR AGAINST ABSTAIN

6. That the Board may fill the vacancy for one Director and any vacancy left unfilled for any reason.

FOR AGAINST ABSTAIN

7. That Directors' Fees be approved as follows:

Annual Fees	Peter Pearman	\$10,000
	Harrichand Sukdeo	\$10,000
	Duncan Saville	\$10,000
	Alasdair Younie	\$15,000

FOR AGAINST ABSTAIN

8. That KPMG Audit Limited of Hamilton, Bermuda, be and are hereby appointed as Auditor of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors.

FOR AGAINST ABSTAIN

9. That the voluntary withdrawal of listing from the Bermuda Stock Exchange be approved.

FOR AGAINST ABSTAIN

10. That the Members ratify and confirm all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date of this meeting.

FOR AGAINST ABSTAIN

MINUTES of the 2022 annual general meeting of the Members of West Hamilton Holdings Limited (the "Company") held at 69 Pitts Bay Road, Pembroke, Bermuda on 31 March 2022 at 10:00 a.m.

PRESENT: J. Michael Collier (Chairman)

BY PROXY: Per Proxy List Attached

IN ATTENDANCE: Kim McCullough
Harrichand Sukdeo

*Via Teams

<u>Action Items</u>	
	<p>1. <u>CHAIRMAN</u></p> <p>J. Michael Collier chaired the meeting and Kim McCullough, representing Conyers Corporate Services (Bermuda) Limited, acted as secretary and kept the minutes thereof.</p>
	<p>2. <u>NOTICE AND QUORUM</u></p> <p>The Secretary confirmed that notice of the meeting had been given to all Directors and that a quorum was present.</p>
	<p>3. <u>MINUTES OF PREVIOUS MEETINGS</u></p> <p>The minutes of the 2021 annual general meeting of the Members held on 12 March 2021 were approved.</p>
	<p>4. <u>FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2021</u></p> <p>The financial statements of the Company for the financial year ended 30 September 2021, together with the Auditor's report thereon, were laid before the meeting and taken as read.</p> <p>The Chairman advised that as per the Chairman's letter, it was anticipated that the Company would proceed with Building B in April 2022, following receipt of planning approval. However in light of recent global economic and political events the Board feels that they need to further review and analyse the cost associated with Building B in advance of beginning construction.</p> <p>It was noted that the estimated cost, being \$16m, which was outlined in the Chairman's letter was considered fair and equitable at the time of writing the Chairman's letter, however in light of recent event and the impact this will have on cost of living, fuel and supplies it is anticipated that the cost will now have increased. It was further noted that the Board will not proceed until the numbers have been reviewed and are considered to be realistic and the</p>

	project is considered to be in the best interests of all shareholders.												
	<p>5. <u>DIRECTORS</u></p> <p>RESOLVED THAT:</p> <p>(i) The number of Directors be no more than SEVEN and no less than FIVE;</p> <p>(ii) The following persons be and are hereby appointed Directors, until the next annual general meeting or until their appointment is terminated in accordance with the Bye-Laws:</p> <p style="padding-left: 40px;"><u>Directors:</u> Duncan Saville Alasdair Younie Peter Pearman Glenn M. Titterton J. Michael Collier</p> <p>(iii) The Board may fill any vacancy in their number left unfilled for any reason.</p>												
	<p>6. <u>DIRECTORS' FEES</u></p> <p>RESOLVED THAT the following annual Directors fees be paid as follows, effective immediately:</p> <table data-bbox="552 1176 1039 1386" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;"><u>Director</u></th> <th style="text-align: left;"><u>Fee</u></th> </tr> </thead> <tbody> <tr> <td>Peter Pearman</td> <td>\$ 10,000</td> </tr> <tr> <td>Glenn Titterton</td> <td>\$ 10,000</td> </tr> <tr> <td>Duncan Saville</td> <td>\$ 10,000</td> </tr> <tr> <td>Alasdair Younie</td> <td>\$ 15,000</td> </tr> <tr> <td>J. Michael Collier</td> <td>\$ 30,000</td> </tr> </tbody> </table>	<u>Director</u>	<u>Fee</u>	Peter Pearman	\$ 10,000	Glenn Titterton	\$ 10,000	Duncan Saville	\$ 10,000	Alasdair Younie	\$ 15,000	J. Michael Collier	\$ 30,000
<u>Director</u>	<u>Fee</u>												
Peter Pearman	\$ 10,000												
Glenn Titterton	\$ 10,000												
Duncan Saville	\$ 10,000												
Alasdair Younie	\$ 15,000												
J. Michael Collier	\$ 30,000												
	<p>7. <u>AUDITOR</u></p> <p>RESOLVED THAT KPMG Audit Limited of Hamilton, Bermuda, be and are hereby appointed as Auditor of the Company until the conclusion of the next annual general meeting at a fee to be agreed by the Directors.</p>												
	<p>8. <u>CONFIRMATION OF ACTS</u></p> <p>RESOLVED THAT the Members ratify and confirm all and any actions taken by the Directors and Officers of the Company relative to the business of the Company up to the date of this meeting.</p>												

9. **CLOSE**

There being no further business, the proceedings then concluded.

J. Michael Collier
Chairman

DIRECTORS AND OFFICERS

37. Election of Directors

The Board shall consist of not less than ~~five~~three and not more than ~~seven~~five Directors as the Members may from time to time determine who shall be elected or appointed in the first place at the statutory meeting of the Company and thereafter, except in the case of casual vacancy, at the annual general meeting or at any special general meeting called for the purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, until the next annual general meeting or until their successors are elected or appointed or their office is otherwise vacated, and any general meeting may authorise the Board to fill any vacancy in their number left unfilled at a general meeting.

38. Alternate Directors

38.1 At any general meeting, the Members may elect a person or persons to act as a Director in the alternative to any one or more Directors or may authorise the Board to appoint such Alternate Directors.

38.2 Unless the Members otherwise resolve, any Director may appoint a person or persons to act as a Director in the alternative to himself by notice deposited with the Secretary. Any person so elected or appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present.

38.3 An Alternate Director shall be entitled to receive notice of all meetings of the Board and to attend and vote at any such meeting at which a Director for whom such Alternate Director was appointed in the alternative is not personally present and generally to perform at such meeting all the functions of such Director for whom such Alternate Director was appointed.

38.4 An Alternate Director shall cease to be such if the Director for whom he was appointed to act as a Director in the alternative ceases for any reason to be a Director, but he may

53. Notice of Board Meetings

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director verbally (including in person or by telephone) or otherwise communicated or sent to such Director by post, electronic means or other mode of representing words in a visible form at such Director's last known address or in accordance with any other instructions given by such Director to the Company for this purpose.

54. Electronic Participation in Meetings

Directors may participate in any meeting by such telephonic, electronic or other communication facilities or means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

55. Quorum at Board Meetings

The quorum necessary for the transaction of business at a meeting of the Board shall be ~~three~~ two Directors.

56. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number but, if and so long as its number is reduced below the number fixed by these Bye-laws as the quorum necessary for the transaction of business at meetings of the Board, the continuing Directors or Director may act for the purpose of (i) summoning a general meeting; or (ii) preserving the assets of the Company.

57. Chairman to Preside

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one, and if not, the President, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In their absence a chairman shall be appointed or elected by the Directors present at the meeting.