



RC. 250346

## Japaul Oil & Maritime Services Plc.

### CORPORATE HEAD OFFICE:

JAPPAUL HOUSE,  
Plot 8, Dr. Nurudeen Olowopopo Avenue,  
Ikeja Central Business District (CBD),  
Agidingbi, Ikeja, Lagos, Nigeria, Nigeria.  
Tel: +234 1 883 9642 E-mail: info@japaulgroup.com  
Website: www.japaulgroup.com

### PORT HARCOURT OFFICE:

Plot 39, Eastern By-Pass,  
Marine Base, P.O. Box 12932,  
Port Harcourt, Rivers State  
Tel: +234 84 744566.

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 15<sup>th</sup> Annual General Meeting of members of **Japaul Oil & Maritime Services Plc** will be held at Japaul House, Plot 8, Dr. Nurudeen Olowopopo Avenue, Ikeja Central Business District (CBD), Agidingbi, Ikeja, Lagos on Wednesday the 29<sup>th</sup> day of July 2020 at the Hour of 10.00a.m. to transact the following:

### **1. ORDINARY BUSINESS:**

- i. Lay before Members, the Report of the Directors, the Consolidated Statement of Financial Position of the Company as at 31<sup>st</sup> December, 2019 together with the Consolidated Statement of Comprehensive Income for the year ended on that date and the Reports of the Auditors and Audit Committee thereon;
- ii. To re-elect Directors.
- iii. To re-appoint Auditors.
- iv. To authorize the Directors to fix the remuneration of Auditors.
- v. To elect members of the Audit Committee.

### **2. SPECIAL BUSINESS:**

To consider and if thought fit approve the following Special Resolutions of the Company:

- a. That the authorized Share Capital of the Company be and is hereby increased from 6,000,000,000 (Six Billion) Ordinary shares to 60,000,000,000 (Sixty Billion) Ordinary and/or Preference shares.
- b. That the Company be and is hereby authorized to raise additional Equity Capital up to N27,000,000,000 (Twenty Seven Billion Naira) whether by way of Rights Issue, Public Offer, Private Placement through Book building or Offer for Subscription, and/or other Securities at such time for such Consideration and upon such Terms and Conditions as the Directors may deem fit.



- c. That the name of the Company be and is hereby changed from Japaul Oil & Maritime Services Plc. to Japaul Gold & Ventures Plc.
- d. That the Company be and is hereby authorized to engage in Mining and Technology business activities, through partnerships and acquisitions.
- e. That, in an attempt to raise Equity, the Company is hereby authorized to carry out Share Reconstruction.
- f. That the Directors be, and are hereby authorized to do all things necessary and incidental to the achievement and fulfillment of the above special resolutions including amending the Memorandum and Articles of Association of the Company.
- g. That the Company Secretary be and is hereby authorized to file any requisite documents at the required regulatory bodies.

**NOTES:**

**1. COMPLIANCE WITH COVID-19 RELATED DIRECTIVES AND GUIDELINES**

The Federal Government of Nigeria, State Governments, Health Authorities and Regulatory Agencies have each issued a number of directives and guidelines aimed at curbing the spread of Covid-19 in Nigeria. Particularly, the Lagos State Government prohibited the gathering of more than 20 People whilst the Corporate Affairs Commission (CAC) issued Guidelines on holding of Annual General Meetings by Proxy. The convening and conduct of this Annual General Meeting shall be done in compliance with these directives and Guidelines.

**2. PROXY**

Any member of the Company entitled to attend and vote at this meeting is also entitled to appoint a Proxy to attend and vote in his/her/its stead. A Proxy need not be a member. A Proxy Form is enclosed and if it is to be valid for purposes of the meeting, it must be completed, duly stamped as required under the Stamp Duties Act and deposited at the registered office of the Company or the Office of the Registrar of the Company, Pace Registrars Ltd. Knight Frank Building, 24 Campbell Street, Lagos Island, Lagos State or by email to [info@paceregistrars.com](mailto:info@paceregistrars.com) not later than 48 hours before the time for holding the meeting.



### **3. ATTENDANCE BY PROXY**

In line with the CAC Guidelines, attendance at this meeting shall be by proxy only. Shareholders are required to appoint a Proxy of their choice from the list of nominated Proxies below:

- a. MR. JEGEDE PAUL ABIODUN.
- b. MR. AKINLOYE DANIEL OLADAPO.
- c. MR. ADIO A. ALEX.
- d. MRS. OBIDEYI EFUNYEMI OLATUNDE.
- e. MR. OWOLABI ADENIRAN SEGUN.
- f. MR. GILBERT OLUFEMI AYOOLA.
- g. MR. TUNDE BADMUS.
- h. MRS. ESTHER FUNKE AUGUSTINE.

### **4. STAMPING OF PROXY**

The Company has made arrangements at its cost for the stamping of duly completed and signed Proxy Forms submitted to the Company's Registrars within the stipulated timeline

### **5. LIVE STREAMING OF THE AGM**

The AGM will be streamed live. This will enable Shareholders and other Stakeholders who will not be attending physically to follow the proceedings. The link for the live stream will be made available on the Company's website at [www.japaulgroup.com](http://www.japaulgroup.com).

### **6. AUDIT COMMITTEE**

In accordance with section 359 (5) of the Companies and Allied Matters Act (Cap C20, Laws of the Federation of Nigeria, 2004), any member may nominate a Shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Secretary of the Company at least 21 days before the Annual General Meeting. The Securities & Exchange Commission's Code of Corporate Governance for Public Companies indicates that members of the Audit Committee should have basic financial literacy and should be able to read Financial Statements. We therefore request that nominations be accompanied by a copy of the Nominee's Curriculum Vitae.



## 7. DIRECTORS RETIRING BY ROTATION

In accordance with the provisions of the Company's Articles of Association, the following Directors retire by rotation and being eligible have offered themselves for re-election:

- (i) MR. PAUL ABIODUN JEGEDE.
- (ii) MR. OLUWASEYI OYINLOLA.
- (iii) HON. ABDULKADIR NASIR.

The biographical details of the Directors submitted for re-election are contained in the Annual Report and on the Company's website at [www.japaulgroup.com](http://www.japaulgroup.com).

## 8. RIGHTS OF SECURITIES' HOLDERS TO ASK QUESTIONS

Securities' Holders have a right to ask questions not only at the Meeting, but also in writing prior to the Meeting, and such questions must be submitted to the Company on or before 20<sup>th</sup> day of July, 2020.

## 9. E-ANNUAL REPORT

In order to improve the delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Annual Report of the Company in Electronic Format to complete and return the Form to the Registrars for further processing. In addition, the Annual Reports are available online for viewing and download from our website at [www.japaulgroup.com](http://www.japaulgroup.com).

## BY ORDER OF THE BOARD

Dated 9<sup>th</sup> day of June, 2020

**Michael Edeko Esq.**  
COMPANY SECRETARY

REGISTERED OFFICE  
Plot 8, Dr. Nurudeen Olowopopo Avenue,  
Ikeja Central Business District (CBD)  
Agidingbi,  
Ikeja-Lagos.