



# NORTHFIELDS INTERNATIONAL SCHOOLS HOLDINGS LIMITED

(Previously known as Northfields International High School Limited)

Committed to being the leading centre of academic excellence  
in the South-Western Indian Ocean Region.

## NOTICE OF ANNUAL MEETING OF MEMBERS

Notice is hereby given that the Annual Meeting of Members of **NORTHFIELDS INTERNATIONAL SCHOOLS HOLDINGS LIMITED (Previously known as Northfields International High School Limited)** (the "Company") will be held at **Main Road, Labourdonnais Village, Mapou** on the **26<sup>th</sup> February 2024** commencing at **16.00 hours** to transact the following business:

1. To approve the minutes of proceedings of the Annual Meeting held on 27<sup>th</sup> February 2023.

### ORDINARY RESOLUTION I.

"**RESOLVED** that the minutes of proceedings of the last Annual Meeting of Members held on 27<sup>th</sup> February 2023 be hereby approved."

2. To consider the Annual Report 2023 of the Company.

3. To receive the report of UHY & Co, the auditors of the Company.

4. To consider and approve the audited financial statements of the Company for the year ended 31<sup>st</sup> August 2023;

### ORDINARY RESOLUTIONS II.

"**RESOLVED** that the audited financial statements of the Company for the financial year ended 31<sup>st</sup> August 2023 be hereby approved."

5. To elect as Director of the Company, Mrs. Hema CEDERHAGE who has been nominated by the Board of Directors on 27<sup>th</sup> February 2023 effective as from 1<sup>st</sup> June 2023 and who offers himself for election.

### ORDINARY RESOLUTION III.

"**RESOLVED** that Mrs. Hema CEDERHAGE be elected as Director of the Company."

6. To re-appoint, by way of separate resolutions, as Directors of the Company to hold office until the next Annual Meeting of Members, the persons listed at IV to IX. below who offer themselves for re-election.

### ORDINARY RESOLUTIONS IV. to IX.

"**RESOLVED** that the following persons be hereby re-appointed as Directors of the Company."

- IV. Mr. Brett Ivor CHILDS
- V. Mr. John Wallace MCILRAITH
- VI. Mr. Didier MERVEN
- VII. Mrs. Proserpina DHLAMINI-FISHER
- VIII. Mrs. Alexis Marguerite BOTES
- IX. Mr. Mark John VAN BEUNINGEN

7. To re-appoint UHY & Co as auditors of the Company to hold office until the next Annual Meeting of Members and to authorise the Board of Directors to fix their remuneration.

### ORDINARY RESOLUTIONS X

"**RESOLVED** that UHY & Co be hereby re-appointed as auditors of the Company to hold office until the next Annual Meeting of Members and to authorise the Board of Directors to fix their remuneration".

### BY ORDER OF THE BOARD

**Navitas Corporate Services Ltd**  
**Company Secretary**

30<sup>th</sup> January 2024

### Notes:

- Any shareholder of the Company entitled to attend and vote at this meeting, may appoint a proxy of his/her behalf.
- A proxy form is attached to the present notice of meeting.
- The instrument appointing a proxy or any general power of attorney should be deposited at C/o Navitas Corporate Services Ltd, Navitas House, Robinson Road, Floréal, at least twenty-four (24) hours before the start of the meeting and in default, the instrument of proxy shall not be treated as valid.
- For the purpose of this Annual Meeting, the Directors have resolved, on compliance with Section 120(3) of the Companies Act 2001, that the shareholders who are entitled to receive notice of the meeting shall be those shareholders whose names are registered in the share register of the Company as at 26<sup>th</sup> January 2024.