


**NOTICE OF
CABLE BAHAMAS LTD.
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

6:00 p.m., Thursday, June 30, 2011
British Colonial Hilton Hotel, Governor's Ballroom
Number One Bay Street, Nassau, N.P., The Bahamas

**PROXY STATEMENT
AND
2010 ANNUAL GENERAL
MEETING MINUTES**



**NOTICE OF ANNUAL GENERAL MEETING
CABLE BAHAMAS LTD.**

TUESDAY, JUNE 30, 2011 AT 6:00 P.M.

BRITISH COLONIAL HILTON HOTEL, GOVERNORS BALLROOM

ITEMS OF BUSINESS:

- (1) To announce the results of the examination of proxies, declare a quorum present and proceed to business;
- (2) To read and approve the minutes of the last Annual General Meeting held on June 15, 2010.
- (3) To receive and consider the Chairman's report;
- (4) To receive and approve the financial statements and the reports of the directors and auditors thereon;
- (5) To elect Directors for the ensuing year and fix their remuneration;
- (6) To confirm and approve dividends paid for the year ended December 31, 2010;
- (7) To consider and approve a standard resolution ratifying and confirming all acts, transactions and proceedings of the directors, officers and employees of the Company for the year 2010;
- (8) To approve the appointment of the Auditor of the Company, and authorise the directors to fix their remuneration;
- (9) To approve changes to the Memorandum and Articles of Association; and
- (10) To transact such other business as may properly come before the meeting and any adjournment thereof.

RECORD DATE:

Holders of Ordinary Shares of record at the close of business on June 9th, 2011 are entitled to vote at the meeting.

FINANCIAL STATEMENTS:

The Company's 2010 audited financial statements are included in the Company's 2010 Annual Report, which is enclosed as part of the proxy soliciting material.

PROXY VOTING:

It is important that your shares be represented and voted at the meeting. You can vote your shares by appearing in person or by completing and returning the proxy form enclosed. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

By order of the Board of Directors:



Barry Williams
Secretary

June 9, 2011

**CABLE BAHAMAS LTD.
PROXY STATEMENT**

We are providing these proxy materials in connection with the solicitation, by the Board of Directors of Cable Bahamas Ltd., of proxies to be voted at the Company's Annual General Meeting of Shareholders and at any meeting following adjournment thereof.

Shareholders are advised that no shareholder proposal has been filed. Further, no action is proposed by the Board of Directors, which would create the possibility of a "dissenting shareholder" under Section 159 of The Companies Act, 1992. The Board of Directors is also not aware of any solicitation of proxies by a person or group adverse to present management of this Company.

You are cordially invited to attend the Annual General Meeting on Tuesday June 30, 2011 beginning at 6 p.m. Shareholders will be admitted beginning at 5:30 p.m. The meeting will be held at the Governors Ballroom at the British Colonial Hilton Hotel.

This financial year of Cable Bahamas Ltd. began on January 1, 2010 and ended December 31, 2010. References in this proxy statement to the year 2010 or financial year refer to the period mentioned above.

We are mailing this proxy statement, accompanying forms of proxy, annual report and voting instructions on June 9th, 2011 to holders of record of the Company's ordinary shares as at the close of business on June 9th, 2011.

PROXIES AND VOTING PROCEDURES

The Board of Directors and the management of the Company do not contemplate the solicitation of proxies otherwise than by mail. The total amount estimated to be spent in connection with this solicitation of proxies is \$4,000.

Proxy Submission

A shareholder has the right to appoint a person or company (who need not be a shareholder), other than the persons designated by the directors as proxyholders in the accompanying form of proxy, to represent the shareholder at the meeting by striking out the names of the persons so designated and inserting the name of the chosen proxyholder in the blank space provided for that purpose in the form of proxy, or by completing and signing another proper form of proxy. A proxy must be in writing and must be executed by the shareholder or by an attorney authorized in writing. The proxy must arrive by mail or be delivered by hand to the offices of Bahamas Central Securities Depository Limited, 50 Exchange Place, P. O. Box EE-15672 Bay Street, Nassau, Bahamas no later than 4:00 p.m. June 29th, 2011.

Revocation of Proxy

A shareholder who executes and returns the accompanying form of proxy may revoke it by an instrument in writing executed by such shareholder or attorney authorized in writing and deposited at the offices of Bahamas Central Securities Depository Limited, 50 Exchange Place, P. O. Box EE-15672 Bay Street, Nassau, Bahamas at any time up to and including the last business day preceding the day of the meeting, or with the Chairman of the meeting on the day of the meeting prior to the commencement thereof or in any other manner permitted by law.

Voting by Proxy

All shares entitled to vote and represented by properly completed proxies received prior to the meeting and not revoked will be voted at the meeting as specified by the shareholder. **If you do not indicate how your shares should be voted on a matter included in the proxy form, the shares represented by your properly completed proxy will be voted in the affirmative for each proposal.**

If any other matters are properly presented at the annual meeting for consideration including, among other things, consideration of a motion to adjourn the meeting to another time or place, the persons named as proxies and acting thereunder will have discretion to vote on those matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. At the date this proxy statement went to press, we did not anticipate that any other matters would be raised at the meeting.

SHAREHOLDERS ENTITLED TO VOTE AND VOTING SECURITIES

Shareholders at the close of business on the record date are entitled to notice of and to vote at the Annual General Meeting.

On June 9th, 2011 there were 18,668,224 ordinary shares of par value \$1.00 each outstanding.

At the close of business on June 9th, 2011, the following two shareholders beneficially owned at least 10% or more of the Company's issued ordinary shares.

SHAREHOLDER	NUMBER OF ISSUED ORDINARY SHARES	PERCENTAGE OWNERSHIP
Cable Shares Trust	5,074,805	27.18%
National Insurance Board	3,034,483	16.25%

To the knowledge of the Company, there are no other shareholders who own 10% or more of the Company's issued ordinary shares.

QUORUM AND REQUIRED VOTE

The presence, in person or by proxy, of members holding or representing one-fifth (1/5) in value of the subscribed and issued shares of the Company is necessary to constitute a quorum at the meeting.

As Cable Shares Trust owns 27.18% of the shares outstanding and it is anticipated that Cable Shares Trust will be represented at the meeting, the matter of quorum is not anticipated to be an issue.

RESOLUTIONS OF THE MEETING & EXPLANATORY NOTES

1. Approval of Minutes of last Annual General Meeting

The Minutes of the last Annual General Meeting of the shareholders held on June 15, 2010 at the British Colonial Hilton – Governors Room is included in the notice of meeting and proxy materials. They may also be read at this meeting unless waived by the shareholders at the meeting.

2. Receive and Consider the Chairman's Report and Financial Statements

3. Election of Directors and fixing of their Remuneration

Subject to the articles of the Company and applicable law, the directors are elected by the Ordinary shareholders at the Annual General meeting of shareholders or appointed by the Board of Directors between Annual General Meetings. Directors serve in accordance with the Articles of the Company and subject to any applicable laws.

Article 75 states that the directors shall be six in number at least four of whom shall be independent of any instrumentality of the Government of The Bahamas and/or shall not be officers or employees of the Company or any of its affiliates. An amendment will be proposed to have a minimum of five (5) and a maximum of eight (8) on the Board and that the majority of the Board shall be independent of any instrumentality of the Government of The Bahamas and/or shall not be officers or employees of the Company or any of its affiliates

Article 77 of the Company provides that two (2) directors shall retire at every Annual General Meeting and the Board of Directors of the Company shall consist of six persons, at least four of whom shall be independent of any instrumentality of the Government of The Bahamas and/or shall not be officers or employees of the Company. In accordance with the Articles, Messieurs Frank Watson and Brendan Paddick will be the retiring directors. The following persons will be proposed to serve on the Board – Mr. Frank Watson (re-election) and Mr. Algernon Cargill (election).

The Board of Directors held 10 meetings in 2010.

The persons designated as proxy holders in the accompanying form of proxy will vote Ordinary shares represented by such form of proxy, properly executed, for the election of the nominees whose names are set forth herein, unless specifically directed to withhold a vote.

If it becomes known at the meeting that a nominee is for any reason unavailable to serve (which the directors have no reason to believe to be the case), the persons designated as proxyholders in the accompanying form of proxy shall have the right to exercise their discretion by voting for another qualified nominee.

The following table sets forth the names of all persons proposed to be nominated for election as directors, their principal occupation or employment and the date on which they became directors of the Company, together with the number of shares and options on ordinary shares which each such person beneficially owned or controlled directly or indirectly.

NAME AND POSITION OR OFFICE	PRINCIPAL OCCUPATION	DIRECTOR SINCE	NUMBER OF ORDINARY SHARES
Frank Watson	Chairman, Airport Authority	October 2007	2,500
Algernon Cargill	Director & Chief Executive Officer, National Insurance Board	–	Nil

4. Compensation of Directors

The Chairman receives \$25,000 and each non-executive director receives \$18,000 per annum for serving in their respective capacities. An additional \$1,200 is paid for each meeting attended.

5. Confirmation and Approval of Dividends Paid

During the year 2010 the Company paid dividends amounting to \$4,366,246 million to its Ordinary shareholders.

6. Ratification of Acts, Proceedings and Transactions of Directors and Officers

Directors and officers of the Company owe a duty to the Company to act honestly and in good faith with a view to the best interests of the Company. By voting in favour of the following resolution you will be (a) approving and adopting all of the acts of the directors and officers of the Company in respect of the past fiscal year of the Company and (b) agreeing to the Company indemnifying and defending the directors and officers against any claims, actions and proceedings that may be brought against them as a result of any act performed or omitted to be done by any of them, acting in their respective capacities as directors and officers of the Company, except in the case of any bad faith, intentional misconduct or other cause for which indemnity is precluded by applicable law, as may be determined by a court.

"RESOLVED that the Company does ratify, approve, sanction and confirm all acts, transactions and proceedings of the directors and officers of the Company from the previous fiscal year end December 31, 2009 to the last fiscal year end December 31, 2010 and further that the Company does fully and effectively indemnify and save harmless all directors and officers of the Company, otherwise than in respect of bad faith, intentional misconduct or other cause for which indemnity is precluded by applicable law, as may be determined by a court and the directors notwithstanding the personal interest of all of them, be authorized to execute on behalf of the Company an indemnity or indemnities in favour of such directors and officers as and when necessary and that in the event of any claim or necessity to defend proceedings against the directors or officers or any of them such defence is to be undertaken by the Company."

7. Appointment of Auditors

At the meeting, the Ordinary shareholders will be called upon to reappoint Deloitte & Touche, as the auditors of the Company to serve until the close of the next annual general meeting of the Company. To be effective, the resolution re-appointing Deloitte & Touche as the auditors of the Company must be approved by the majority of the votes cast by the holders of Ordinary Shares present in person, or represented by proxy, at the Meeting. The audit committee and the management of the Company recommend that the Ordinary shareholders vote for the

reappointment of Deloitte & Touche, who have acted as the auditors of the Company since 1999. Arrangements have been made for one or more representatives of Deloitte & Touche to attend the meeting.

8. Amendment to Articles of Association

The Board is proposing three amendments to the Articles.

- (i) To amend article 75 to allow for a minimum of five (5) and a maximum of eight (8) on the Board and that the majority of the Board shall be independent of any instrumentality of the Government of The Bahamas and/or shall not be officers or employees of the Company or any of its affiliates. The increase is being suggested in contemplation of provisions in the Rights attaching to Preference Shares which requires in the event of default that Preference Shareholders will have the right to elect a representative to the Board.
- (ii) In the event the resolution to change the number that constitutes the Board passes, the company will propose that the quorum for a Board meeting should be a majority of the independent directors.

EXECUTIVE COMPENSATION

The members of executive management inclusive of the Directors of the Company received aggregate compensation, including salary, performance bonuses and post employment benefits amounting to \$1,492,372 in the financial year 2010.

The following table sets forth the name of each executive officer of the Company who beneficially owns or controls directly or indirectly ordinary shares of the Company.

NAME AND POSITION OF OFFICER		NUMBER OF ORDINARY SHARES
Anthony Butler	President and Chief Executive Officer	4,600
Barry Williams	Senior Vice President/Finance, Secretary & Treasurer	5,100
John Gomez	Vice President/Engineering	1,100

Share Option Plan

The Company does not currently offer a share option plan to its directors, executive management or employees. The Company has in place a share appreciation rights (SARs) plan that requires the Company to pay the intrinsic value of the SARs to the employee at the date of exercise. Participation in the plan is determined on certain criteria as approved by the Board of Directors and members of the plan are granted participation units which vest in increments over a 5-year period. Any vested units which remain after any vested period is carried over to the subsequent period up to the expiry date of the plan. Any units not exercised by the expiry date become void. The units do not represent shares in the Company and as such employees are not granted ownership rights through this plan. The units are also not entitled to receive dividends.

Compensation Committee Report on Executive Compensation

The Compensation Committee of the Board of Directors has primary responsibility for the appointment, evaluation, and remuneration of key executives, and the design of the Company's compensation plans. The Board of Directors approves all matters related to compensation of the executive officers.

Indebtedness of Management

As at the end of the fiscal year and up to June 9th, 2011, the record date, there was no indebtedness outstanding from any of the directors or executive management.

CORPORATE GOVERNANCE

Duties of the Board

The Board of Directors of the Company has the obligation to oversee the conduct of the business of the Company and to supervise senior management who are responsible for the day-to-day conduct of the business. Except for the Compensation, Audit and Special Committees, no other responsibilities are delegated to sub-committees of the Board or senior management but all remains with the full board.

The Board of Directors deals with all matters that materially impact the Company. The determination as to whether board approval needs to be sought on a particular matter is the responsibility of the Chairman and the Chief Executive Officer.

Composition of the Board of Directors

The Board of Directors of the Company is comprised of 6 members effective upon the election of directors at the Meeting.

Committees of the Board of Directors

The Board of Directors has delegated certain of its responsibilities to committees of the board. Such committees are generally responsible for reviewing matters specified in their mandates and making recommendation to the board, which retains ultimate decision-making authority. The Board of Directors has constituted the following committees:

- Compensation Committee
- Audit Committee

Compensation Committee

The Compensation Committee of the Board of Directors has primary responsibility for the appointment, evaluation, and remuneration of key executives, and the design of the Company's compensation plans.

Audit Committee

The Audit Committee is comprised of directors who are neither officers nor employees of the Company or any of its subsidiaries. The Audit Committee is responsible for the oversight of the financial reporting and internal controls of the Company, which includes the review and evaluation of the appropriate accounting principles and practices to be observed in the preparation of the accounts of the Company and its subsidiaries. The Audit Committee is responsible for the initial review of the Company's annual audited consolidated financial statements prior to consideration thereof by the Board of Directors. It approves the scope of the audit activities proposed each year to be conducted by the independent auditors. It also recommends the appointment and approves the terms of engagement of the independent auditors.

SHAREHOLDER FEEDBACK AND COMMUNICATION

The Company's communications policy is reviewed by the Board of Directors of the Company periodically and provides that communications with all constituents will be made in a timely, accurate and effective manner. The Company communicates regularly with its shareholders through press releases, and quarterly and annual reports. At the Company's shareholders' meetings, a full opportunity is afforded to permit shareholders to ask questions concerning the Company's activities. Investor and shareholder concerns are addressed on an on-going basis through the office of the Corporate Secretary. Information about the Company is also available on the Company's Internet site at www.cablebahamas.com. The home page is updated regularly and permits access to quarterly reports, annual financial reports, press releases, product overviews, corporate environmental reports, and other information.

DIRECTORS' APPROVAL AND CERTIFICATE

The contents and the sending of this Proxy Statement and Proxy Form have been approved by the Board of Directors of the Company. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Dated at the City of Nassau, New Providence Island, in the Commonwealth of The Bahamas this 9th day of June, 2011.



Philip Keeping
Chairman



Barry Williams
Secretary

CABLE BAHAMAS LTD. 2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS MEETING MINUTES

**HELD AT 6:00 P.M. ON JUNE 15, 2010
AT THE BRITISH COLONIAL HILTON HOTEL, NASSAU, BAHAMAS**

1. Call to Order and Introduction

The Annual Meeting of Shareholders of Cable Bahamas Ltd. was called to order by Mr. Philip Keeping, the Chairman of the Board of Directors. Mr. Keeping welcomed the Shareholders to the meeting on behalf of the Board of Directors and the Management of the Company.

Mr. Keeping advised the Shareholders that he would act as Chairman of the meeting and that Ms. Judith Smith would act as Secretary of the meeting.

Mr. Keeping thanked Mr. Paddick for his contribution as Chairman of the Company for the past 6 years and for agreeing to continue to serve as a director. He also thanked Messieurs. John Risley and Max Parsons for their contribution. The Chairman wished Messieurs Risley and Paddick success as they continue to grow Columbus Communications. Mr. Keeping proceeded to introduce the proposed members of the Board of Directors and Officers in attendance, namely: Mr. Frank Watson and Mr. Gary Kain. Apologies were given for Mr. Brendan Paddick and Ms. Sandra Knowles.

The officers present were: Mr. Anthony Butler, President and Chief Executive Officer, Mr. Barry Williams Senior Vice-President Finance, Mr. John Gomez, Vice President, Engineering and Mr. Blaine Schafer, Vice President Information and Telecoms Services.

2. Appointment of Scrutineer

The Chairman appointed Ms. Jessica Ferguson of Bahamas Central Securities Depository Limited to act as Scrutineer of the meeting.

3. Tabling Notice of Meeting

The Chairman requested Judith Smith as the Secretary of the Meeting to table proof of service of the Notice calling the meeting, the Form of Proxy and the Annual Report, and the Secretary of the Meeting duly complied by tabling the Certificate of the Company's Registrar Transfer Agent, as to the due mailing of the Notice, Form of proxy and the Annual Report. The Chairman ordered that these items be kept as part of the record of the meeting.

4. Quorum

The Chairman advised that a quorum was present and that the Scrutineer's report would be made during the course of the meeting. He then proceeded with the business of the meeting.

5. Declaration of Regular Constitution of the Meeting

The Chairman declared that, as Notice of the meeting had been duly provided and a quorum of the Shareholders was present, the meeting was regularly called and properly constituted for the transaction of business and therefore proceeded to the business of the meeting.

6. Minutes of the last meeting of Shareholders

The Chairman tabled the Minutes of the Annual General Meeting of the Shareholders held on the 23rd September, 2009.

The Chairman advised that the Minutes were available for inspection at the meeting and were circulated to all shareholders. He then advised that he was prepared to receive a resolution that the reading of the Minutes be dispensed with and that the Minutes be adopted.

A motion was made by Mr. David Burrows and seconded by Mr. Wilshire Bethel that the reading of the Minutes be dispensed with and that the Minutes be adopted. The motion was carried unanimously.

7. Chairman's Report

The Chairman then tabled his report and advised that it was included in the Company's Annual Report and that it was available for inspection. He then advised that he was prepared to receive a resolution that the reading of the reports be dispensed with and that the report be adopted.

A motion was made by Mr. Oliver Hutchinson and seconded by Mr. Wilshire Bethel that reading be dispensed with and the Report adopted.

The Motion was put to a vote and carried unanimously.

8. Scrutineer's Report

The Chairman informed the meeting that the Scrutineer's Report was ready and asked Ms. Jessica Ferguson of Bahamas Central Securities Depository Limited to present her Report.

Ms. Ferguson advised that the total shares represented at the meeting in person or by proxy were 14,180,703 representing 75.96% of the issued and outstanding shares of the Company.

9. Consideration of Financial Statements and Report of Auditors

The Chairman advised that a copy of the Financial Statements for the financial year ended 31st December, 2009 was mailed to each of the Shareholders of the Company. He further advised that the Financial Statements were comprised of the Consolidated Statement of Financial Position of the Company as at 31st December, 2009, the Consolidated Statement of Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended 31st December, 2008; and the Notes to the Consolidated Financial Statements.

The Chairman called upon Mr. Geoff Andrews of Deloitte & Touche to read in summary only the Opinion portion of the Report of the Auditors instead of the entire Report.

Mr. Andrews informed the meeting that the Report of the Auditors Deloitte & Touche was dated the 19th March, 2010 and proceeded to read only the Opinion.

After the reading of the Opinion by Mr. Andrews, the Chairman informed the meeting that Mr. Andrews was available to respond to questions or comments from the Shareholders concerning the Auditors' Report. No questions or comments were made and the Chairman advised the Shareholders that he would entertain a motion for the adoption of the Financial Statements.

A motion was duly moved by Mr. McDonald Rolle, seconded by Mr. Wilshire Bethel and carried unanimously approving the Financial Statements.

10. Election of Directors

The Chairman proceeded with the election of directors. He advised the Meeting that this was only to elect the five Board Members in accordance with the Articles of the Company as they presently stand. This did not deal with the additional director that may be necessary if the proposed amendments to the Articles are passed.

A motion was moved by Ms. Judith Smith and seconded by Mr. Andre Knowles that the following persons be nominated to hold office until the next annual election of directors or until their successors are elected:

(1) Philip Keeping

(2) Sandra Knowles

(3) Frank Watson

(4) Brendan Paddick

(5) Gary Kain

A motion was made by Mr. Andre Knowles and seconded by Mr. Wesley Percentie that nominations be closed.

The five (5) persons nominated were unanimously elected Directors of the Company to hold office until the next Annual Meeting of the Shareholders or until their successors are elected.

11. Approval of Directors Remuneration

(i) The Chairman invited a motion to approve the increase in remuneration to \$18,000.00 per annum for each non-executive director.

A motion was made by Mr. David Burrows and seconded by Dr. Keith Wisdom that the remuneration of \$18,000 per annum for each non-executive director to be approved.

(ii) The Chairman invited a motion to approve the increase in remuneration of the Chairman of the Board of Directors to \$25,000.00 per annum.

A motion was made by Dr. Keith Wisdom and seconded by Mr. David Burrows that the remuneration of \$25,000 per annum for the Chairman of the Board of be approved.

(iii) The Chairman invited a motion to approve the increase in attendance fee for each board meeting or committee meeting by non-executive directors of the Company to \$1,200.00 per meeting to a maximum of two meetings on any one day.

A motion was made by Dr. Keith Wisdom and seconded by Ms. Velma Miller and duly approved that attendance fee of \$1,200.00 be paid for each board meeting or committee meeting attended by non-executive directors of the Company to a maximum of two meetings on any one day.

12. Approval of Dividends paid in 2009

The Chairman advised the Meeting that for the year ended December 31, 2009, the Company paid a total of \$5,502,387 in dividends to its ordinary shareholders and he invited a motion to approve the dividends paid in 2009.

A motion was made by D'ionisio D'Aguilar and seconded by Mr. Wesley Percentie to approve the dividends paid by the Company in 2009. The motion was duly carried.

13. Ratification of Acts, Proceedings and Transactions of Directors and Officers

The Chairman requested a motion to ratify and confirm all acts, transactions and proceedings of Directors and Officers of the Company from the previous fiscal year end December 31, 2008 to the last fiscal year December 31, 2009 and for approval of the indemnity and defence. The motion was duly made by David Burrows and seconded by Wilshire Bethel. The motion was put to a vote and was carried unanimously.

14. Appointment of Auditors

The Chairman invited a motion for the appointment of auditors. A motion was duly made by Mr. Troy D'arville and seconded by Mr. Wilshire Bethel that Deloitte & Touche be appointed Auditors of the Company to hold office until the next Annual General Meeting of the Shareholders or until a successor be appointed and that the directors be authorized to fix their remuneration.

The motion was put to a vote and carried unanimously.

The Chairman declared that Deloitte & Touche were appointed Auditors of the Company for the ensuing year and that the directors were authorized to fix their remuneration.

15. Amendment to the Articles of Association

The Chairman explained that as a result of the Columbus Communications Ltd. selling its shareholding in the Company, a review and restatement of the Memorandum and articles of association was required. The proposed amendments were fully disclosed in the proxy forms and the Secretary was asked to speak generally to amendments and answer any questions. The Secretary informed the meeting of the main changes and their impact. There were no questions.

The Chairman therefore invited a motion to approve the proposed amendments to the memorandum and articles of association. A motion was duly made by Mr. Oliver Hutchinson and seconded by Mr. Wilshire Bethel that the proposed amendments be approved.

The motion was put to a vote and carried unanimously.

16. Election of Additional Director

The Secretary proposed the election of Anthony Butler the President and Chief Executive Officer of the Company. It was seconded by Mr. Dionisio D'Aguilar. There being no other nominations, Mr. David Burrows moved that the nominations be closed and it was seconded by Mr. Wesley Percentie.

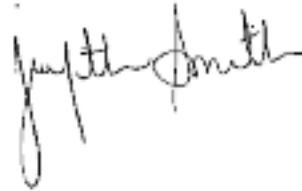
The motion was put to a vote and carried unanimously. The Chairman declared that Anthony Butler had been elected as a Director of the Company.

17. Termination

There being no further business, a motion was duly moved by Mr. McDonald Rolle and seconded by Mr. Dionisio D'Aguilar, that the meeting be terminated. The motion was carried and the Chairman declared the meeting at an end at 6:30 p.m.



Philip Keeping
Chairman



Judith Smith
Secretary for the Meeting