

JAMAICA LIVESTOCK ASSOCIATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 55th Annual General Meeting of The Jamaica Livestock Association Limited will be held at the offices of the Association at Newport East, Kingston, on July 30, 1996 commencing at 10.30a.m. for the purposes of transacting the following business:

1. To receive the Audited Accounts for the year ended November 30, 1995 and the Reports of the Directors and Auditors thereon.
2. To declare as final, with no further dividend being paid in respect of the year under review, as recommended by the Directors, the fixed 7 1/2% dividend on the cumulative participating preference shares paid 3 1/2% in April and 4% in September 1995.
3. To elect Directors:
Directors retiring by rotation and eligible for re-election are Mr.G.K.G Sharp, Mr. Joseph Hendricks, Mr. Arthur E. Barrett and Dr. Keith Roache.
 - a) To re-elect Mr. G.K.G. Sharp, a Director of the Association.
 - b) To re-elect Mr. Joseph Hendricks, a Director of the Association.
 - c) To re-elect Mr. Arthur E. Barrett, a Director of the Association.
 - d) To re-elect Dr. Keith Roache, a Director of the Association.
4. To authorise the Directors to fix the remuneration of KPMG Peat Marwick, who have indicated their willingness to continue in office as Auditors.

5. Special Business

- a) To consider, and if thought fit, pass the following as an Ordinary Resolution:

That the capital of the Association be increased from J\$20,004,000 (comprising 8,000 ordinary "A" shares of J\$0.50 each and 20,000,000 7 1/2% cumulative participating preference shares of J\$1.00 each) by J\$40,000,000 to J\$60,004,000 by the creation of 40,000,000 7 1/2% cumulative participating preference shares of J\$1.00 each to rank pari passu in all respects with the existing 7 1/2% cumulative participating preference shares in the capital of the Association.

- b) To consider, and if thought fit, pass the following as a Special Resolution:

That the Articles of Association of the Association be amended by deleting from Article 75 the word "twelve" and substituting therefor the word "seven".

6. To transact any other business that may be properly transacted at an Annual General Meeting.

DATED the 2nd day of July, 1996.

By Order of the Board

Alfred S. Johnson
Secretary

NOTES

1. A form of proxy accompanies this Notice.
2. Copies of the Articles of Association of the Association are available for inspection at the Registered Office of the Association or at the office of the Registrar of Companies.

3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Association.
4. Article 91(e) provides that:
No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than three (3) nor more than twenty-one (21) days before the date appointed for the meeting there shall have been left at the registered office of the Association notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected."
5. Article 75 provides that:
The number of Directors shall not be less than twelve nor more than twenty of whom two shall be appointed only in the manner indicated in Article 76 hereof."