

CARIBBEAN CEMENT COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-seventh Annual General Meeting of Caribbean Cement Company Limited will be held in the Ballroom at the Wyndham Kingston Hotel, 77 Knutsford Boulevard, Kingston 10 on 30th September, 1996 at 10:30 a.m. to transact the following business:

(1) Audited Accounts for December 1995

To receive the audited accounts for the year ended 31st December, 1995 together with the Directors' and Auditors' Reports circulated therewith. To consider and (if thought fit) pass the following resolution:
THAT the Balance Sheet and Profit and Loss Account for the year ended 31st December, 1995 together with the Reports of the Directors and Auditors now submitted to this meeting be and are hereby adopted."

(2) Appointment of Auditors

To appoint and fix the remuneration of the Auditors. Price Waterhouse have indicated their willingness to continue as Auditors. To consider and (if thought fit) pass the following resolution:
THAT Price Waterhouse be appointed Auditors of

the Company until the conclusion of the next Annual General Meeting at a remuneration to be agreed with the Directors."

(3) Election of Directors

In accordance with Article 98 of the Company's Articles of Association, the following Directors retire by rotation, and being eligible, offer themselves for re-election:

- Mr. F. Carl Barnett
- Mr. Richard Hilton

In accordance with Article 106 of the Company's Articles of Association, Messrs. Alejandro Gonzalez and Artemio Salinas, having been appointed since the last Annual General Meeting, retire, and being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following resolutions:

- (a) "That the retiring Director, Mr. F. Carl Barnett, be and is hereby re-elected."
- (b) "That the retiring Director, Mr. Richard Hilton, be and is hereby re-elected."
- (c) "That the retiring Director, Mr. Alejandro Gonzalez be and is hereby re-elected."
- (d) That the retiring Director, Mr. Artemio Salinas be and is hereby re-elected."

Pursuant to Article 103 (A) of the Company's Articles of Association, members qualified to attend and vote at the meeting who wish to nominate a person (other

than a retiring Director who may be re-appointed at the Meeting) to stand as a Director shall deposit such nomination, in writing, signed by the member at the Registered Office of the Company situated at Rockfort (along Rockfort Road) in the City and Parish of Kingston addressed to "The Company Secretary, Caribbean Cement Company Limited" between 8:00 a.m. on the 17th day of September, 1996 and 4:00 p.m. on the 23rd day of September, 1996. Each such nomination shall be accompanied by a notice in writing, signed by the person nominated, indicating his/her willingness to be elected.

(4) Remuneration of Directors

To consider and (if thought fit) pass the following resolution:

"THAT the amount shown in the Accounts of the Company for the year ended 31st December, 1995 as remuneration of the Directors for their services as Directors be and is hereby approved."

(5) Dividend

To declare the interim dividend paid on December 4, 1995 as final. To consider and (if thought fit) pass the following resolution:

"THAT no further dividends being recommended in respect of the year ended 31st December, 1995, the interim dividend of 7.5 cents paid on December 4, 1995 be and is hereby declared as final dividend for the said year."

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

DATED August 28, 1996

NOTE

A member may appoint a proxy to attend and vote on his/her behalf. The proxy appointed need not be a member of the company. An appropriate form of proxy accompanies this Notice.

The Proxy Form must be signed and deposited duly stamped at the Registered Office of the Company situated at Rockfort in the City and Parish of Kingston addressed to "The Company Secretary, Caribbean Cement Company Limited" not less than forty-eight hours before the meeting.

BY ORDER OF THE BOARD

Ebhana Hardy-Henry (Mrs)
Company Secretary
Caribbean Cement Company Limited

Registered Office:
Rockfort, Kingston

Postal Address:
P.O. Box 448, Kingston