

HARWARE AND LUMBER LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the sixty eighth Annual General Meeting of Hardware & Lumber Ltd. will be held at the Registered Office, 697 Spanish Town Road, Kingston 11, on Thursday, September 5, 1996 at 2:30 p.m. for the following purposes:

1. To receive and consider the Directors' Report and Financial Statements for the year ended December 31, 1995 and the Report of the Auditors thereon.

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

"THAT the Balance Sheet and the Profit and Loss Account together with the Reports of the Directors and the Auditors thereon be and are hereby adopted".

2. To elect Directors

Directors retiring by rotation:

The Directors retiring by rotation pursuant to Article 100 of the Articles of Association are Mr. V. McMorris and Mr. W.G.B. Ewen, who being eligible, offer themselves for re-election.

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

- a) "THAT the retiring Director, V. McMorris be re-elected"
 - b) "THAT the retiring Director, W.G.B. Ewen be re-elected".
3. To approve the payment of a final dividend of 10% (5 cents per stock unit) as recommended by the Directors.

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

"THAT the Company pay a final Dividend in respect of 1995 of 10% (5 cents per stock unit) on October 4, 1996 to stockholders on record as at September 19, 1996".

4. To reappoint the Auditors and to authorise the Directors to fix their remuneration.

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

"THAT Price Waterhouse having indicated their willingness to continue in office in accordance with Section 153 of the Companies Act, be reappointed Auditors of the Company and that their remuneration be fixed by the Directors".

5. To consider any other business of an Annual General Meeting.

By order of the Board

Gene M. Douglas

June 17, 1996

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint one or more proxies to attend and on a poll to vote instead of him. Such Proxy must be lodged at the Company's Registered Office not less than 48

hours before the meeting. A Proxy need not be a member. A suitable form of Proxy is enclosed.