

Hardware and Lumber Ltd. 1997

Notice of Annual General Meeting

NOTICE is hereby given that the seventieth Annual General Meeting of Hardware & Lumber Ltd. will be held at the Registered Office, 697 Spanish Town Road, Kingston 11, on Thursday, June 18, 1998 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, 1997 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. C. A. L. Facey and Mr. R. O. Byles, who being eligible, offer themselves for re-election.

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

- a) "THAT the retiring Director, C. A. L. Facey be re-elected"

b) "THAT the retiring Director, R. O. Byles be re-elected".

3. To authorise the Directors to fix the remuneration of the Auditors.

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

"THAT the remuneration of the Auditors, Price Waterhouse, who have signified their willingness to continue in office, be fixed by the Directors.

4. To consider any other business of an Annual General Meeting - Special Resolution:

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

"THAT Article 27 of the Articles of Association, which states that the Instrument of Transfer of Shares shall be signed by the Transferor and by or on behalf of the Transferee, be amended by deleting the words **and by or on behalf of the Transferee.**"

By order of the Board

Gene M. Douglas
April 15, 1998.
