

# Trinidad Cement Limited 1997

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## Notice of Annual General Meeting

Notice is hereby given that the ANNUAL GENERAL MEETING of TRINIDAD CEMENT LIMITED for the year ended December 31, 1997, will be held at Gulf City Auditorium, Gulf View, La Romain, on Tuesday March 31, 1998 at 4:30 p.m. for the transaction of the following business:

### A. ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 1997, with the Report of the Auditors thereon.
2. To declare a Final Dividend.
3. To elect Directors.
4. To appoint Auditors and authorise the Directors to fix their remuneration for the ensuing year.

### B. SPECIAL BUSINESS

- (i) Application for continuance under The Companies Act 1995.

To consider and, if thought fit, to approve the following resolutions:

#### 1. Ordinary Resolution

That the 200,000,000 issued ordinary stock units of \$1.00 each of the company be reconverted into 200,000,000 fully paid ordinary shares of \$1.00 each and that the stock certificates in issue be deemed to be as valid and effective as if they had originally been issued for the same number of shares.

2. Special Resolution

Whereas the company was incorporated pursuant to the Companies Ordinance Chapter 31 No. 1 of the Laws of Trinidad and Tobago on the 19th day of November 1951

Be It And It Is Hereby Resolved as a special resolution that:

- (a) The company apply for a certificate of continuance continuing the company under the Companies Act, 1995 pursuant to Sections 340 (1A) and the directors are authorized to make the application;
- (b) Subject to the issuance of the certificate of continuance and without affecting the validity of the incorporation and existence of the company by and under its Memorandum of Association and Articles of Association (hereinafter collectively referred to as "the Charter") and of any act done under it, its charter is hereby amended by deleting all of its provisions and substituting for them the provisions set out in the articles of continuance submitted for shareholder consideration;
- (c) The directors and proper officers of the company be and they are hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out the foregoing; and
- (d) The Shareholders agree to confirm the adoption, without variation of By-law No. 1 in terms of the draft submitted for their consideration:

Effective Date. - This by-law shall come into force on the date of issue of a certificate of continuance to the Company continuing the Company under the Act.

Repeal. - The Articles of Association of the Company, are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any Article so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such Article prior to its repeal. All officers and persons acting under any Article so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or Board with continuing effect passed under any repealed Article shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

3. Ordinary Resolution

Be It And It Is Hereby Resolved as an ordinary resolution that:  
Consequent upon the issue of a certificate of continuance in favour of the Company and the coming into effect of By-law No.1 that in accordance with Paragraph 11.1 thereof that the Directors be and are hereby authorised to appoint such alternative Directors as may be necessary for the proper discharge of the affairs of the Company.

(ii) Corporate Restructuring.

4. Special Resolution

Be It And It Is Hereby Resolved as a special resolution that:

The company, Trinidad Cement Limited, proceed with a restructuring exercise by exchanging all the issued share capital of the company for a like number of shares in the proposed holding company "TCL Holdings Limited" subject to compliance with all laws, regulations or other statutory requirements for the time being in force.

5. Ordinary Resolution

Be It And It Is Hereby Resolved as an ordinary resolution that:

Upon completion of the share exchange the Directors of TCL Holdings Limited be authorised to fix their remuneration in accordance with Clause 7.2 of the By-laws of that company.

C. OTHER BUSINESS

To transact any other business which may be properly brought before the meeting.

BY ORDER OF THE BOARD

ALAN NOBIE  
Secretary  
March 06, 1998

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