

Hardware and Lumber 1998

Notice of Annual General Meeting

NOTICE is hereby given that the seventy first Annual General Meeting of Hardware & Lumber Ltd. will be held at the Registered Office, 697 Spanish Town Road, Kingston 11, on Thursday, July 22, 1999 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, 1998 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 Messrs. W. G. B. Ewen, V. McMorris and J. E. Morrison, whom being eligible offer themselves for re-election.

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

- (a) "THAT the retiring Director, W. G. B. Ewen be re-elected".

(b) "THAT the retiring Director, V. McMorris be re-elected".

(c) "THAT the retiring Director, J. E. Morrison 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 Directors be authorized to fix the remuneration of the Auditors PricewaterhouseCoopers, who have signified their willingness to continue in office."

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

WHEREAS the official name of the Company is Hardware and Lumber Limited, and

WHEREAS over the years the Company has used the name Hardware & Lumber Limited.

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

"THAT the name of the Company be changed to 'Hardware & Lumber Limited'."

By order of the Board

Gene M. Douglas
Secretary

April 29, 1999
