

Grace, Kennedy & Company Limited 1999

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Grace, Kennedy & Company Limited will be held at 73 Harbour Street, Kingston, on Monday, 29th May, 2000, at 4:00 p.m. for the following purposes:-

1. To receive the Audited Group Accounts for the year ended 31st December, 1999 and the Reports of the Directors and Auditors circulated herewith.

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

"THAT the Audited Group Accounts for the year ended 31st December, 1999 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted."

2. To declare the interim dividend paid on 15th December, 1999 and the interim dividend payable on 19th May, 2000 as final.

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

"THAT as recommended by the Directors, the interim dividends paid on 15th December, 1999 and 19th May, 2000 be and they are hereby declared as final and no further dividend be paid in respect of the year under review."

3. In accordance with Article 98 of the Company's Articles of Association, Messrs. Edward C. Alexander, U. Philip Alexander, E. Donovan
Anderson, Erwin M. Burton, James S. Moss
Solomon, Gordon K. Sharp and Gordon V.
Shirley will retire by rotation, and being eligible,

offer themselves for re-election.

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

i. "THAT the Directors to be re-elected be re-elected en bloc."

ii. "THAT Messrs. Edward C. Alexander, U. Philip Alexander, E. Donovan Anderson, Erwin Burton, James Moss-Solomon, Gordon K. Sharp and Gordon V. Shirley be and they are hereby re-elected Directors of the Company."

4. To fix the remuneration of the Auditors or to determine the manner in which such remuneration is to be fixed.

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

"THAT the Directors be and they are hereby authorised to fix the remuneration of the Auditors at a figure to be agreed with them."

5. To fix the fees of the 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, 1999 as fees of the Directors for their Services as Directors be and is hereby approved."

By Order of the Board

Dated this 25th day of April, 2000

E. Donovan Anderson
Corporate Secretary
