

Notice of AGM

NOTICE is hereby given that the Annual General Meeting of Kingston Wharves Limited will be held at the **KWL Total Logistics Facility (TLF), 195 Second Street, Newport West, Kingston 13 on Thursday June 22, 2017 at 10 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the year ended December 31, 2016 and the Reports of the Directors and Auditors circulated herewith:

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

“THAT the Audited Financial Statements for the year ended December 31, 2016 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted”.

2. To declare the dividend of fourteen cents (\$0.14) per share paid on August 3, 2016 and of twenty cents (\$0.20) per share paid on January 19, 2017 as final.

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

“THAT as recommended by the Directors, the dividend of fourteen cents (\$0.14) per share paid on August 3, 2016 and of twenty cents (\$0.20) per share paid on January 19, 2017 be and are hereby declared as final and that no further dividend be paid in respect of the year under review.

3. Rotation of Directors

- (a) The directors retiring from office by rotation pursuant to Article 107 of the Company's Articles of Incorporation are Dr. Marshall Hall, Mr. Robert Scavone and Mr. Dorian Valdes, all Specially Appointed Directors pursuant to Article 86A of the Company's Articles of Incorporation, and Mr Kim Clarke. The Specially Appointed Directors have been approved by their respective Appointing Shareholders for reappointment to the Board, and all the retiring Directors, being eligible, offer themselves for re-election.

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

(i) “THAT Dr. Marshall Hall be and is hereby re-elected a Director of the Company.”

(ii) “THAT Mr. Robert Scavone be and is hereby re-elected a Director of the Company.”

(iii) “THAT Mr. Dorian Valdes be and is hereby re-elected a Director of the Company.”

(iv) “THAT Mr. Kim Clarke be and is hereby re-elected a Director of the Company.”

4. To appoint auditors and authorise the Directors to fix the remuneration of the Auditors.

To consider and if thought fit pass the following resolution:

“THAT PriceWaterhouseCoopers, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”

5. To fix the fees of the Directors or to determine the manner in which such fees are to be fixed.

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

“THAT the amount shown in the audited accounts of the Company for the year ended December 31, 2016 as fees of the Directors for their service as directors, be and is hereby approved.”

Notice of AGM

NOTICE is hereby given that the Annual General Meeting of Kingston Wharves Limited will be held at the **KWL Total Logistics Facility (TLF), 195 Second Street, Newport West, Kingston 13 on Thursday June 22, 2017 at 10 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the year ended December 31, 2016 and the Reports of the Directors and Auditors circulated herewith:

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

"THAT the Audited Financial Statements for the year ended December 31, 2016 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted".

2. To declare the dividend of fourteen cents (\$0.14) per share paid on August 3, 2016 and of twenty cents (\$0.20) per share paid on January 19, 2017 as final.

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

"THAT as recommended by the Directors, the dividend of fourteen cents (\$0.14) per share paid on August 3, 2016 and of twenty cents (\$0.20) per share paid on January 19, 2017 be and are hereby declared as final and that no further dividend be paid in respect of the year under review.

3. Rotation of Directors

- (a) The directors retiring from office by rotation pursuant to Article 107 of the Company's Articles of Incorporation are Dr. Marshall Hall, Mr. Robert Scavone and Mr. Dorian Valdes, all Specially Appointed Directors pursuant to Article 86A of the Company's Articles of Incorporation, and Mr Kim Clarke. The Specially Appointed Directors have been approved by their respective Appointing Shareholders for reappointment to the Board, and all the retiring Directors, being eligible, offer themselves for re-election.

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

- (i) "THAT Dr. Marshall Hall be and is hereby re-elected a Director of the Company."
- (ii) "THAT Mr. Robert Scavone be and is hereby re-elected a Director of the Company."
- (iii) "THAT Mr. Dorian Valdes be and is hereby re-elected a Director of the Company."
- (iv) "THAT Mr. Kim Clarke be and is hereby re-elected a Director of the Company."

4. To appoint auditors and authorise the Directors to fix the remuneration of the Auditors.

To consider and if thought fit pass the following resolution:

"THAT PriceWaterhouseCoopers, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company."

5. To fix the fees of the Directors or to determine the manner in which such fees are to be fixed.

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

"THAT the amount shown in the audited accounts of the Company for the year ended December 31, 2016 as fees of the Directors for their service as directors, be and is hereby approved."

Dated this 25th day of April, 2017

By Order of the Board



ANNA I. HARRY
Company Secretary

REGISTERED OFFICE
Kingport Building
Third Street
Newport West
Kingston, Jamaica

NB: A member entitled to vote at the meeting is entitled to appoint a proxy to vote in his stead. A proxy need not be a member of the company. Enclosed is a proxy form for your convenience, which must be lodged at the office of the Registrar and Transfer Agent of the company, Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, Jamaica at least forty-eight hours before the time appointed for holding the meeting. The Proxy Form shall bear the stamp of \$100.00. The stamp duty may be paid by adhesive stamp (s) to be cancelled by the person executing the proxy.



Aerial view of the KWL Total Logistics Facility construction site.