

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting of LASCO DISTRIBUTORS LIMITED will be held at the Knutsford Court Hotel on Friday, September 29, 2017 at 1:00pm for the following purposes:

#### Ordinary Resolutions

##### 1. Audited Accounts

To consider and if thought fit, pass the following resolution:

**“THAT** the Audited Accounts for the year ended March 31, 2017 and the Reports of the Directors and Auditors, circulated with notice convening the meeting, be and are hereby received and adopted.”

##### 2. Ratification of Dividend

To consider and if thought fit, pass the following resolution:

**“THAT** the Interim Dividend of \$0.053 cents per stock unit which was paid on June 30, 2016 to shareholders on record at the close of business on June 22, 2016, be declared final for the year 2016.”

##### 3. Election of Directors

- (A) **Article 97** of the Company’s Articles of Incorporation provides that one-third of the Directors, if their number is not three (3) or a multiple of three (3), the number nearest one-third (1/3), shall retire from office at each Annual General Meeting.

**Article 98** of the Company’s Articles of Incorporation provides that the Directors to retire in every year shall be those who have been longest in office since their last election.

The Directors retiring under these Articles are **Mr. J. A. Lester Spaulding and Mrs. Jacinth Hall-Tracey** and being eligible, offer themselves for re-election.

To consider and if thought fit, pass the following resolution:

- (i) **“THAT** retiring Director, **Mr. J. A. Lester Spaulding**, be and is hereby re-elected a Director of the Company.”

To consider and if thought fit, pass the following resolution:

- (ii) **“THAT** retiring Director, **Mrs. Jacinth Hall-Tracey**, be and is hereby re-elected a Director of the Company.”

- (B) **Article 93** of the Company’s Articles of Incorporation empowers the Directors at any time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following annual general meeting, when he shall retire but shall be eligible for re-election.

The Director retiring under this Article is Mr. James Rawle who was appointed on June 1, 2017, and being eligible offer himself for re-election.

To consider and if thought fit pass the following resolution:

- (i) **“THAT** retiring Director Mr. James Rawle, be and is hereby re-elected a Director of the Company.”

#### 4. Directors Remuneration

**Article 77** of the Articles of Incorporation empowers the Directors or any appropriate Committee of the Board of Directors to fix the remuneration of the Directors.

To consider and if thought fit, pass the following resolution:

**“THAT** the remuneration of the Directors be fixed by the Compensation Committee of the Board.”

**Article 111** empowers the Directors, or any appropriate Committee of the Board of Directors, to determine, the remuneration of the Managing Director.

To consider and if thought fit, pass the following resolution:

**“THAT** the remuneration of the Managing Director be fixed by the Compensation Committee of the Board.”

#### 5. Remuneration of Auditors

To consider and if thought fit, pass the following ordinary resolution:

**“THAT** the remuneration of the Auditors, BDO, be fixed by the Directors of the Company.”

Dated this 14<sup>th</sup> day of June, 2017  
BY ORDER OF THE BOARD

  
**Vincent A. Chen**  
COMPANY SECRETARY

#### NOTE:

1. A Member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as his/her Proxy to attend and vote in his/her stead, and a Proxy need not be a Member of the Company.
2. All Members are entitled to attend and vote at the meeting.
3. Enclosed is a form of Proxy which must be deposited with the Secretary at the registered office of the Company not less than 48 hours before the time appointed for holding the meeting or to the Registrar and Transfer Agent, Jamaica Central Securities Depository, 40 Harbour Street, Kingston,