

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting of **LASCO DISTRIBUTORS LIMITED** will be held at the Knutsford Court Hotel on Friday, September 28, 2018 at 1:00 p.m. 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, 2018 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 \$0.045 per stock unit which was paid on July 26, 2017 to shareholders on record at the close of business on July 14, 2017, be declared final for the year 2017.”

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 **Professor Kenneth Hall** and **Mr. Gary Peart** and being eligible, offer themselves for re-election.

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

- (i) **“THAT** retiring Director, **Professor Kenneth Hall**, 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, **Mr. Gary Peart**, 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. Colin Maxwell** who was appointed on January 26, 2018, and being eligible offer himself for re-election.

To consider and if thought fit pass the following resolution:

“THAT retiring Director **Mr. Colin Maxwell** , 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 14th day of June, 2018
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.