

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of **LASCO DISTRIBUTORS LIMITED** will be held at the Knutsford Court Hotel on Monday, September 23, 2019 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, 2019 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 \$0.117 per stock unit paid on April 30, 2018 to stockholders on record at the close of business on April 13, 2018, be declared final for the year 2018.”

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. Vincent A. Chen** and **Dr. Eileen A. Chin** and being eligible, offer themselves for re-election.

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

- (i) **“THAT** retiring Director, **Mr. Vincent A. Chen**, 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, **Dr. Eileen A. Chin**, 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 herein before 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. Kenneth Sylvester** who was appointed on March 28, 2019, and being eligible offer himself for re-election.

To consider and if thought fit pass the following resolution:

- (i) **“THAT** retiring Director **Mr. Kenneth Sylvester**, 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:

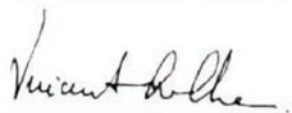
“THAT the remuneration of the Managing Director be fixed by the Compensation Committee of the Board.”

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 18th day of June, 2019
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.