

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of **LASCO MANUFACTURING LIMITED** will be held on Monday, September 23, 2019 at 11:00 a.m. in the Blue Mountain Suite of The Knutsford Court Hotel, 16 Chelsea Avenue, Kingston 5 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 the notice convening the meeting, be and are hereby adopted.”

2. Ratification of Dividend

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

“**THAT** the Interim Dividend of \$0.038 per stock unit was paid on August 31, 2018 to shareholders on record at the close of business on August 15, 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 **Mrs. Jacinth Hall-Tracey** and **Mr. Vincent Anthony Chen** and being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

To consider and if thought fit pass the following resolution:

(i) “**THAT** retiring Director **Mrs. Jacinth Hall-Tracey** 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. Vincent Anthony Chen** 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.

The Director retiring under this Article is **Mr. Kenneth Sylvester** who was appointed on April 30, 2019 and being eligible offers himself for re-election.

To consider and if thought fit pass the following resolution:

“THAT retiring Director **Mr. Kenneth Sylvester**, be and is hereby re-elected a Director of the Company.”

4. **Directors Remuneration**

Article 82 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 123 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.”

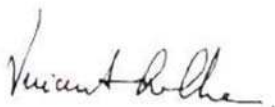
5. **Remuneration of Auditors**

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, 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. 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.