



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh Annual General Meeting of **LASCO MANUFACTURING LIMITED** will be held on Wednesday, September 29, 2021 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, 2021 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 \$0.061 per stock unit was paid on July 24, 2020 to shareholders on record at the close of business on July 10, 2020 be declared final for the year 2020.”

### 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 ( $\frac{1}{3}$ ), 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 **Mr. Compton Rodney** 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 **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, **Mr. Compton Rodney**, 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, 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. Noel daCosta**, who was appointed to the Board of Directors on Friday, July 16, 2021, and being eligible offers himself for re-election.

To consider and if thought fit pass the following resolution:

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



#### 4. Directors' Remuneration

- a) **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.”

- b) **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 17<sup>th</sup> day of June, 2021

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Vincent A. Chen".

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.

#### SHAREHOLDERS,

Please note that an order of the Supreme Court has authorized that the Annual General Meeting may proceed via electronic means as well as in person. Shareholders wishing to attend in person may do so by emailing the Company at [lasmagm2021@lascoja.com](mailto:lasmagm2021@lascoja.com).

The number of Shareholders who may attend in person will be determined by prevailing Government protocols. All other Shareholders will be constrained to participate by a Zoom link which will be provided to you in the Letter to Shareholders.