

NOTICE OF AGM

NOTICE is hereby given that the Annual General Meeting of Kingston Wharves Limited will be held at the **Jamaica Pegasus Hotel, 81 Knutsford Boulevard, Kingston 5 on June 23, 2016 at 10 a.m.** for the following purposes:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended December 31, 2015 and the Reports of the Directors and Auditors circulated herewith.

To consider and (if thought fit) pass the following Ordinary Resolution:

“THAT the Audited Financial Statements for the year ended December 31, 2015 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted”.

2. To declare the dividend of ten cents (\$0.10) per share paid on August 11, 2015 and of fifteen cents (\$0.15) per share paid on January 20, 2016 as final.

To consider and (if thought fit) pass the following Ordinary Resolution:

“THAT as recommended by the Directors, the dividend of ten cents (\$0.10) per share paid on August 11, 2015 and of fifteen cents (\$0.10) per share paid on January 20, 2016 be and are hereby declared as final and that no further dividend be paid in respect of the year under review.

3. To allow for the Rotation of Directors.

The directors retiring from office by rotation pursuant to Article 107 of the Company's Articles of Incorporation are Messrs. Jeffrey Hall and Bruce Brecheisen, and Mrs. Kathleen Moss, all Specially Appointed Directors pursuant to Article 86A of the Company's Articles of Incorporation, and Mr Alvin Henry. The Specially Appointed Directors have been approved by their respective Appointing Shareholders for reappointment to the Board, and all the retiring Directors, being eligible, offer themselves for re-election.

To consider and (if thought fit) pass the following Ordinary Resolutions:

- (i) “THAT Mr. Jeffrey Hall be and is hereby re-elected a Director of the Company.”
- (ii) “THAT Mr. Bruce Brecheisen be and is hereby re-elected a Director of the Company.”
- (iii) “THAT Mrs. Kathleen Moss be and is hereby re-elected a Director of the Company.”
- (iv) “THAT Mr. Alvin Henry be and is hereby re-elected a Director of the Company.”

4. To appoint auditors and authorise the Directors to fix the remuneration of the Auditors.

To consider and if thought fit pass the following Ordinary Resolution:

“THAT PriceWaterhouseCoopers, Chartered Accountants, having agreed to continue in office as auditors, be and are hereby appointed Auditors of the Company to hold office until the next Annual General Meeting at a remuneration to be fixed by the Directors of the Company.”

5. To fix the fees of the Directors or to determine the manner in which such fees are to be fixed.

To consider and (if thought fit) pass the following Ordinary Resolution:

“THAT the amount shown in the audited accounts of the Company for the year ended December 31, 2015 as fees of the Directors for their service as directors, be and is hereby approved.”

SPECIAL BUSINESS

6. To amend the Articles of Incorporation of the Company by fixing a maximum number of Directors, and by deleting a duplicated clause.

To consider and (if thought fit) pass the following Resolutions as **SPECIAL RESOLUTIONS**:

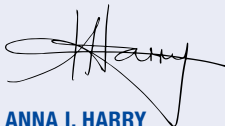
- (i) THAT the existing Article 84 of the Articles of Incorporation be deleted in its entirety and replaced with the following:

The Board of Directors shall consist of a minimum of three (3) and a maximum of twelve (12) directors, excluding alternate directors.

- (ii) “THAT the existing Article 122, which is in effect a duplication of Article 85, be deleted in its entirety, and the succeeding Articles be renumbered accordingly.

Dated this 28th day of April, 2016.

By Order of the Board



ANNA I. HARRY
Company Secretary

REGISTERED OFFICE
Kingport Building
Third Street
Newport West
Kingston, Jamaica

NB: A member entitled to vote at the meeting is entitled to appoint a proxy to vote in his stead. A proxy need not be a member of the company. Enclosed is a proxy form for your convenience, which must be lodged at the office of the Registrar and Transfer Agent of the company, KPMG Regulatory & Compliance Services, 6 Duke Street, Kingston, Jamaica at least forty-eight hours before the time appointed for holding the meeting. The Proxy Form shall bear the stamp of \$100.00. The stamp duty may be paid by adhesive stamp (s) to be cancelled by the person executing the proxy.



KINGPORT BUILDING

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