

# Notice of AGM



NOTICE is hereby given that the Annual General Meeting of Kingston Wharves Limited (the "Company") will be held at **195 Second Street, Newport West, Kingston 13, on Thursday, June 18, 2020 at 10:00 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors and Auditors circulated therewith:

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

"THAT the Audited Financial Statements for the year ended December 31, 2019 and the Reports of the Directors and Auditors circulated with the Notice convening the meeting be adopted".

2. To declare the dividend of Twenty-Three cents (\$0.23) per share paid on August 19, 2019 and of Thirty-One cents (\$0.31) per share paid on January 16, 2020 as final.

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

"THAT as recommended by the Directors, the dividend of Twenty-Three cents (\$0.23) per share paid on August 19, 2019 and of Thirty-One cents (\$0.31) per share paid on January 16, 2020 be and are hereby declared as final and that no further dividend be paid in respect of the year under review.

3. Election of Directors

By Rotation

- (a) The Directors retiring from office by rotation pursuant to Article 107 of the Company's Articles of Incorporation are Messrs. Charles Johnston, Marshall Hall, Robert Scavone and Dorian Valdes. All the retiring Directors, being eligible, offer themselves for re-election.

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

- (i) "THAT Mr. Charles Johnston be and is hereby re-elected a Director of the Company."
- (ii) "THAT Dr. Marshall Hall be and is hereby re-elected a Director of the Company."
- (iii) "THAT Mr. Robert Scavone be and is hereby re-elected a Director of the Company."
- (iv) "THAT Mr. Dorian Valdes be and is hereby re-elected a Director of the Company."

By Election

- (b) "THAT Mr. Mark Williams who retires after having been appointed to the Board since the last Annual General Meeting, be and is hereby 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 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 resolution:

"THAT the amount shown in the audited accounts of the Company for the year ended December 31, 2019 as fees of the Directors for their service as directors, be and is hereby approved."

Dated the 7th day of May, 2020.

By Order of the Board

A handwritten signature in black ink, appearing to be 'Jeffrey Hall', with a horizontal line extending to the right.

**Jeffrey Hall**  
Chairman

REGISTERED OFFICE  
195 Second Street  
Newport West  
Kingston 13  
St. Andrew, 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, Jamaica Central Securities Depository Limited, 40 Harbour Street, Kingston, Jamaica, or with the Company Secretary at, 195 Second Street, Newport West, Kingston 13, St. Andrew, 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.



SCAN ME to view the 2019 Annual Report or  
visit [kingstonwharves.com/2019annualreport](http://kingstonwharves.com/2019annualreport)