

## HARDWARE & LUMBER LIMITED

Notice is hereby given that the **Eightieth** Annual General Meeting of Hardware & Lumber Limited will be held at the Registered Office, 697 Spanish Town Road, Kingston on **June 16, 2008** at 10:00am, for the following purposes:

**1. To receive and consider the Directors' Report and Financial Statements for the year ended December 31, 2007, and the Report of the Auditors thereon.**

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

**Resolution 1**

"THAT the Balance Sheet and the Profit and Loss Account together with the Reports of the Directors and the Auditors circulated with the Notice convening the meeting be and are hereby adopted."

**2. Dividend**

To declare the interim dividend of 32 cents paid during the year, as final dividend for the year ended 31 December 2007.

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

"That the interim dividend of 32 cents paid 28 December 2007, be declared as final dividend for the year ended 31 December 2007."

**3. To elect Directors and fix their remuneration**

(i) Pursuant to Article 100 of the Articles of Association Messrs. Paul Hanworth and Joseph Taffe having been appointed to the Board since the last Annual General Meeting will retire from Office and, being eligible offers themselves for re-election.

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

**Resolution 3 (a)**

"That retiring Director Mr. Paul Hanworth be and is hereby elected a Director of the Company."

**Resolution 3 (b)**

"That retiring Director Mr. Joseph Taffe be and is hereby elected a Director of the Company."

(ii) The Directors retiring from office by rotation pursuant to Article 96 of the Articles of Association are Messrs. A Anthony Holness, Rodney St A Davis and Gordon K G Sharp and being eligible, offer themselves for re-election

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

**Resolution 3 (c)**

"That retiring Director Mr. A Anthony Holness be and is hereby re-elected a Director of the Company."

**Resolution 3 (d)**

"That retiring Director Mr. Rodney St A Davis be and is hereby re-elected a Director of the Company."

**Resolution 3 (e)**

"That retiring Director Mr. Gordon K G Sharp be and is hereby re-elected a Director of the Company."

**Start**

**4. To confirm the remuneration of the Non Executive Directors**

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

**Resolution 4 (a)**

"THAT the Directors be and are hereby empowered to fix the remuneration of the non executive Directors."

**Resolution 4 (b)**

“THAT the amount shown in the accounts for the year ended December 31, 2007 for Directors’ fees be and is hereby approved.”

*A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint one or more proxies to attend and on a poll to vote instead of him. Such proxy must be lodged at the Company’s Registered Office not less than forty-eight hours before the meeting. A proxy need not be a member. A suitable form of proxy is enclosed.*

**5. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.**

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

**Resolution 5**

“THAT the Directors be authorized to fix the remuneration of the Auditors, PricewaterhouseCoopers, who have signified their willingness to continue in office.”

**6. Amendment to the Articles of Association and the adoption of the New Articles of Incorporation.**

To consider and (if thought fit) pass the following as a Special Resolution:

“THAT the Articles of Association of the company be amended in the manner set out and/or as described in the Table of Amendments entitled “Table of Amendments – Proposed Amendments for the Articles of Association of Hardware & Lumber Limited” attached to this notice and marked APPENDIX for identification and that the Articles so amended be adopted as the Articles of Incorporation of the company in lieu of the Memorandum of Association and Articles of Association of the Company”

**7. To consider any other business of an Annual General Meeting.**

By Order of the Board

Gene M. Douglas  
Secretary

Kingston, Jamaica  
.....2008

## **CORPORATE DATA**

As at 23 January 2008

### **Board of Directors**

Douglas R. Orane, C.D., B.Sc., M.B.A., J.P.  
Chairman

A. Anthony Holness, F.C.A., F.C.C.A.  
Chief Executive Officer

Erwin M. Burton, B.Sc., M.Sc., J.P.

Rodney St. Auburn Davis, B.B.M., C.I.C.A., I.C.A.O.

Paul Hanworth, A.C.C.A., C.P.A., M.Sc., MA.

Stephen B. Facey, M. Arch.

Gordon K. G. Sharp, B.Sc. (Eng.), M.B.A.

Joseph Taffe, BSc., FCA., FCCA

### **Secretary**

Gene M. Douglas, F.C.I.S., M.B.A.

### **Registered Office**

697 Spanish Town Road  
Kingston 11, Jamaica

### **Registrar**

Pan Caribbean Merchant Bank Limited  
Corporate Trust Division  
60 Knutsford Boulevard  
Kingston 5

### **Bankers**

The Bank of Nova Scotia (Jamaica) Limited  
Citiigroup, N.A.  
FirstCaribbean International (Jamaica) Limited  
National Commercial Bank Jamaica Limited  
First Global Bank Limited

### **Auditors**

PriceWaterhouseCoopers

### **Attorneys-at-Law**

DunnCox

### **Executive Team**

A. Anthony Holness, F.C. A., F.C.C.A.  
Chief Executive Officer  
Hardware & Lumber Limited

Errol Alliman  
Distribution Manager  
Hardware & Lumber Limited

Geddes Brown, Dip.(Agriculture)  
Branch Manager – Agro-Grace  
Hardware & Lumber Limited

Dean Clarke, J.P.  
Merchandise Manager – Retail Department  
Hardware & Lumber Limited

Glenford Clarke, M.B.A., B.Sc. (Econ. & Mgmt.)  
Sales & Special Projects Manager – Wholesale Dept.  
Hardware & Lumber Limited

Codrck Farquharson, Dip. (J.S.A.), B.Sc. (Agri.Sc.)  
Sales Manager – Agro-Grace  
Hardware & Lumber Limited

Yvette Johnson, M.B.A., B.Sc. (Elec. & Comp. Engineering)  
Chief Information Officer  
Hardware & Lumber Limited

Oscar P. Kerr Jnr., B.Sc.  
General Manager – Retail & Purchasing Departments  
Hardware & Lumber Limited

Stephen Lewis, B.Sc., (Comp.Std. & Mgmt.)  
Manager, Information Systems  
Hardware & Lumber Limited

Kelly McIntosh, B.Sc., (Agron.), M. Phil. (Botany)  
Purchasing Manager – Agro-Grace  
Hardware & Lumber Limited

Garnet Malcolm, B.Sc., (Agri.Sc.)  
General Manager – Agro-Grace  
Hardware & Lumber Limited

Jacqueline Johnson  
Chief Financial Controller  
Hardware & Lumber Limited

Olive Downer-Walsh, Assoc. Degree (Agri.Sc.), B.Sc.,  
(Agri. Sc.)Retail Development & Marketing Manager –  
Agro-Grace  
Hardware & Lumber Limited

Christopher Bond,  
Group Human Resource Manager  
Hardware & Lumber Limited

## **REPORT OF THE DIRECTORS**

1. The Directors submit herewith their Annual Report and the Audited Financial Statements for the year ended December 31, 2007.

	\$'000
The net profit before Tax	198,632
The charge for taxation was	(69,082)
Making the profit after taxation	133,550
Dividend Paid	(25,784)
To which is added the retained profits brought forward from the previous year of	392,485
Leaving retained earnings to be carried forward to the next year of	502,251

### 2. **Directors**

The Directors as at December 31, 2007 were as follows:

Messrs. Douglas R. Orane, A. Anthony Holness, Erwin M. Burton, Mr. Rodney St. A. Davis, Paul Hanworth, Stephen B. Facey, Gordon K. G. Sharp and Joseph Taffe.

Mr. Joseph Taffe was appointed to the Board of Directors effective 1<sup>st</sup> October 2007.

Mr. Paul Hanworth was appointed to the Board of Directors effective 3<sup>rd</sup> December 2007.

In accordance with Article 100 of the Company's Articles of Association, Mr. Joseph Taffe and Mr Paul Hanworth having been appointed to the Board since the last Annual General Meeting will retire from office, and being eligible, offer themselves for re-election.

During the year Messrs. Donald G. Wehby and William G. Bryan Ewen resigned as Directors of the Company.

In accordance with Article 96 of the Company's Articles of Association, Messrs. A. Anthony Holness, Rodney St. A. Davis and Gordon K. G. Sharp will retire by rotation and being eligible, offer themselves for re-election.

**3. Auditors**

Messrs. PriceWaterhouseCoopers, have expressed their willingness to continue in office in accordance with Sections 154 and 155 of the Companies Act.

- 4.** The Directors wish to express their appreciation to the management and staff for the work done during the year.

By order of the Board

Dated this ..... day ..... 2008

Gene M. Douglas  
Secretary

**INTEREST OF DIRECTORS AND SENIOR MANAGEMENT  
AS AT 31 DECEMBER 2007**

<b>DIRECTORS</b>	<b>PERSONAL SHAREHOLDINGS</b>	<b>STOCKHOLDINGS IN WHICH DIRECTOR/OFFICER HAS AN INTEREST</b>
Douglas R. Orane	31,080	-
A. Anthony Holness	60,000	-
Erwin M. Burton	1,000	-
Rodney St. A. Davis	5,218	-
Stephen B. Facey	1,000	-
Paul Hanworth	Nil	-
Gordon K. G. Sharp	60,000	-
Joseph Taffe	20,000	-

**SENIOR MANAGEMENT**

A. Anthony Holness	60,000	-
Errol Alliman	Nil	-
Christopher Bond	Nil	-
Geddes Brown	Nil	-
Dean Clarke	Nil	-
Glenford Clarke	Nil	-
Codrnick Farquharson	Nil	-
Jacqueline Johnson	Nil	-
Yvette Johnson	Nil	-
Oscar P. Kerr	Nil	-
Stephen Lewis	Nil	-
Kelly McIntosh	Nil	-
Garnett Malcolm	Nil	-
Olive Downer-Walsh	2,000	-

**HARDWARE & LUMBER LIMITED**

***MAJOR SHAREHOLDERS AS AT 31 DECEMBER 2007***

	<b><u>NAME</u></b>	<b><u>STOCKHOLDINGS</u></b>
1	GraceKennedy Limited	47,013,417
2	Pan-Jamaican Investment Trust Ltd.	16,840,106
3	MF&G Trust & Finance Limited A/C #528	1,872,631
4	Mayberry (Principal Trading A/C)	1,022,833
5	National Insurance Fund	1,000,000
6	LOJ PIF Equity Fund	995,997
7	Mayberry Investments Limited A/C 09022	922,404
8	The Jamaica Development Bank	800,000
9	Guardian Life Limited	761,700
10	Alumina Partners of Jamaica Hourly Pension	505,840

## Proxy Form

I/We \_\_\_\_\_

of \_\_\_\_\_

being a Member(s) of HARDWARE & LUMBER LIMITED hereby appoint

\_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

as my/our Proxy, to vote for me/us on my/our behalf at the Annual General Meeting of the said Company to be held ..... at .....p.m. at 697 Spanish Town Road, Kingston 11.

SIGNED this \_\_\_\_\_ day of \_\_\_\_\_ 2008

\_\_\_\_\_ Signature

(If executed by a Corporation, the Proxy should be sealed)

Resolutions	For	Against
1		
2(a)		
2(b)		
2(c)		
2(d)		
2(e)		
3(a)		
3(b)		
4		
5		
6		

Place  
\$100  
Stamp  
Here

N.B. the instrument appointing proxy must be produced at the meeting or adjourned meeting at which it is to be used, and in default not to be treated as valid.