



TRINIDAD CEMENT LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **ANNUAL MEETING of TRINIDAD CEMENT LIMITED** for the year ended December 31, 2014 will be held at the La Boucan, Hilton Trinidad & Conference Centre, Lady Young Road, Port of Spain, Trinidad, on Monday, July 20, 2015 at 5:00 p.m. for transaction of the following business:

ORDINARY BUSINESS

1. To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended December 31, 2014 with the Report of the Auditors thereon;
2. To elect Directors;
3. To appoint Auditors and authorise the Directors to fix their remuneration for the year ending December 31, 2015; and
4. To transact any other business that may be properly brought before the meeting.

SPECIAL BUSINESS

1. To consider, and if thought fit, approve the following special resolutions:

WHEREAS:

- i. The ordinary shares of Trinidad Cement Limited (TCL) are listed (inter alia) on the Barbados Stock Exchange Inc. (BSE), Guyana Association of Securities Companies and Intermediaries Inc. (GASCI) and the Eastern Caribbean Securities Exchange (ECSE);
- ii. Shareholding of TCL shares in these jurisdictions is de minimis and trading activity is sporadic and nominal at best, but generally dormant;
- iii. The continued listing of TCL shares on these stock exchanges is not economically feasible, given the costly listing/maintenance fees and the complex regulatory requirements which are required to sustain such low levels of shareholding and trading activity;
- iv. The Board of Directors of TCL at a Board Meeting on the 21st day of May, 2015, passed resolutions authorising the delisting of TCL shares which are currently listed on the BSE, GASCI and ECSE, subject to, among other things, shareholder approval.

"BE IT RESOLVED THAT:

- i. The ordinary shares of TCL be delisted from the BSE, in accordance with the Securities Act, Chap. 318A of the laws of Barbados, the rules of the BSE and any other statutory and regulatory rules and guidelines;

- ii. The ordinary shares of TCL be delisted from the GASCI in accordance with all statutory and regulatory rules and guidelines; and

- iii. The ordinary shares of TCL be delisted from the ECSE in accordance with all statutory and regulatory rules and guidelines."

Notes

1. Record Date

The Directors have fixed Friday, June 5, 2015 as the record date for shareholders entitled to receive notice of the Annual Meeting. Shareholders listed on the Register of Members as at the close of business on that date will be sent formal notice of the Meeting along with a proxy form by mail. A list of such shareholders will be available for examination by shareholders at the registered office of the Trinidad & Tobago Central Depository, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, during usual business hours and at the Annual Meeting.

2. Proxies

Members of the Company entitled to attend and vote at the Meeting are allowed to appoint one or more proxies to attend and vote instead of them. A proxy need not also be a member. Where a proxy is appointed by a corporate member, the form of proxy should be executed under seal or signed by some officer or attorney duly authorised.

To be valid, the proxy form must be completed and deposited at the registered office of the Trinidad & Tobago Central Depository, 10th Floor, Nicholas Tower, 63-65 Independence Square, Port of Spain, not less than 48 hours (excluding non-business days) before the time fixed for holding the Meeting.

3. Annual Reports

Members of the Company are hereby reminded that in accordance with Section 155(2) of the Companies Act, summary Annual Reports for the year ended December 31, 2014 were mailed to shareholders listed on the Register of Members as at Friday, April 17, 2015. This report is also available on the Company's website: www.tclgroup.com

BY ORDER OF THE BOARD

KATHRYNA BAPTISTE
COMPANY SECRETARY
May 21, 2015