

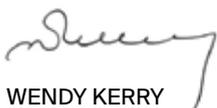
# Notice of Annual Meeting

## TO ALL SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Ninety-First Annual Meeting of Shareholders of Massy Holdings Ltd. ("the Company") will be held at the Ballroom, Hilton Trinidad and Conference Centre 1B Lady Young Road, Port-of-Spain, Trinidad and Tobago, on February 6, 2015 at 10:00 a.m. for the following purposes:

- 1 To receive and consider the Report of the Directors and the Audited Financial Statements for the financial year ended September 30, 2014 together with the Report of the Auditors thereon, and to note the final dividend.
- 2 To elect Directors for specified terms and (if thought fit), to pass the following Resolutions:
  - a THAT, the Directors to be elected, be elected en bloc;
  - b THAT, in accordance with the requirements of paragraph 4.4.1 and 4.4.2 of By-Law No. 1 of the Company, Messrs. Earl Boodasingh, Patrick Hylton, Gary Voss, Richard P. Young and Mrs. Paula Rajkumarsingh be and are hereby elected Directors of the Company to hold office until the close of the third Annual Meeting of the Shareholders of the Company following this election; and
  - c THAT, in accordance with the requirements of paragraph 4.4.1 of By-Law No. 1 of the Company, Ms. Maxine Williams be and is hereby elected a Director of the Company to hold office until the close of the second Annual Meeting of the Shareholders of the Company following this election.
- 3 To appoint Auditors and authorise the Directors to fix their remuneration and expenses for the ensuing year.
- 4 To pass the following Special Resolution:
  - a THAT, in accordance with the provisions of;
    - i the Securities Act, 2012, the Companies Act, 1995 of the Laws of Trinidad & Tobago and the Trinidad & Tobago Stock Exchange ("TTSE") Rules;
    - ii the Financial Services Commission Act, 2010, Securities Act Cap 318A, the Companies Act Cap 308 of the Laws of Barbados and the Barbados Stock Exchange ("BSE") Rules; and
    - iii the Listing Agreements between the Company and the BSE and TTSE respectively and all other applicable laws, rules, regulations and guidelines;the consent of the Shareholders be and is hereby accorded and granted for the voluntary delisting of the equity shares of the Company from the BSE, which voluntary delisting is hereby approved, subject to such processes as may be necessary and subject to such conditions as prescribed by law;
  - b THAT, the Board of Directors and any person(s) authorized by the Board of Directors be and are hereby authorised to take all steps necessary to give effect to this Resolution.

BY ORDER OF THE BOARD



WENDY KERRY

Corporate Secretary

December 17, 2014



# Notice of Annual Meeting

## NOTES

- 1 No service contracts were entered into between the Company and any of its Directors.
- 2 A Member of the Company entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote in his or her stead. Such Proxy need not also be a Member of the Company. Where a Proxy is appointed by a Corporate Member, the form of Proxy should be executed under seal or signed by its Attorney.
- 3 Corporate Members are entitled to attend and vote by a duly authorised representative who need not himself be a Member. Such appointment must be by Resolution of the Board of Directors of the Corporate Member.
- 4 Attached is a Proxy Form which must be completed, signed and then deposited with the Corporate Secretary of the Company, at the Company's Registered Office, 63 Park Street, Port of Spain, not less than 48 hours before the time fixed for holding the Meeting.