

Notice of NCB Capital Markets Limited Annual General Meeting

NOTICE is hereby given that the Annual General Meeting of **NCB Capital Markets Limited** will be held at "the Atrium", 32 Trafalgar Road, Kingston 10 in the parish of Saint Andrew on **Tuesday, February 24, 2009** at **11:00 a.m.** to consider and if thought fit pass the following resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. Audited Accounts

"THAT the Audited Accounts for the year ended September 30, 2008 and the Reports of the Directors and Auditors, circulated with the Notice convening the Meeting, be and are hereby adopted."

2. Election of Directors

Article 91 of the Company's Articles of Incorporation provides that one-third of the Board (except the Managing Director) or, if the number of members of the Board is not three or a multiple of three, then the number nearest to one-third shall retire from office at each Annual General Meeting. The Directors retiring under this Article are **Mr. John L. M. Bell, Dr. Cecil Batchelor** and **Mrs. Yvonne M. Clarke** and being eligible, offer themselves for re-election.

The proposed resolutions are therefore as follows:

- (a) "THAT Director, **MR. JOHN L. M. BELL** retiring pursuant to Article 91 of the Articles of Incorporation be and is hereby re-elected."
- (b) "THAT Director, **DR. CECIL BATCHELOR**, retiring pursuant to Article 91 of the Articles of Incorporation be and is hereby re-elected."
- (c) "THAT Director, **MRS. YVONNE M. CLARKE**, retiring pursuant to Article 91 of the Articles of Incorporation be and is hereby re-elected."

3. Directors' Remuneration

- (a) "THAT the Directors be and are hereby empowered to fix the remuneration of the Executive Director."
- (b) "THAT the total remuneration of all of the Directors combined, other than the Executive Director, for the financial year of the Company ending September 30, 2009, BE AND IS HEREBY fixed at \$8,620,312."

4. Appointment of Auditors and their Remuneration

"THAT PricewaterhouseCoopers, having signified their willingness to serve, continue in office as Auditors of the Company until the conclusion of the next Annual General Meeting, at a remuneration to be agreed with the Directors."

5. Resolutions in respect of any other business which can be transacted at an Annual General Meeting.

A Member of the Company, entitled to attend and vote, is entitled to appoint a Proxy to attend and vote in his stead, and a Proxy need not be a member.

If you are unable to attend the Meeting, a Form of Proxy is enclosed for your convenience. When completed, this Form should be deposited with the Assistant Company Secretary, at the Registered Office of the Company, "The Atrium", 32 Trafalgar Road, Kingston 10, Jamaica, not less than **48 hours** before the time appointed for the Meeting. The Proxy Form should bear stamp duty of **\$100.00**, before being signed. The stamp duty may be paid by adhesive stamps, which are to be cancelled by the person signing the Proxy.

DATED this 31st day of OCTOBER 2008

BY ORDER OF THE BOARD

Misheca Seymour Senior (Mrs.)
ASSISTANT COMPANY SECRETARY

CALL 1-888-4WEALTH
(1-888-493-2584)

or visit 3rd Floor, The Atrium
32 Trafalgar Road, Kingston 10
Email: info@ncbcapitalmarkets.com
Website: www.ncbcapitalmarkets.com

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NCB CAPITAL MARKETS
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The Sunday Gleaner, February 8, 2009

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