



READYMIX (WEST INDIES) LIMITED

ADDENDUM TO DIRECTORS' REPORT

TO THE SHAREHOLDERS:

In the Directors' Report of the Company's Annual Report 2017, under sub-heading "Directors" (page 5), the following was stated:

"In accordance with Clause 4.6.1 of By-Law No. 1, Messrs. Nigel Edwards, Michael Glenn Hamel-Smith and Jose Luis Seijo Gonzalez retire and being eligible, offer themselves for re-election, for a period up to the conclusion of the third Annual Meeting following."

Shareholders are now hereby advised that as a result of the below changes that occurred subsequent to the publication of the Company's Annual Report that was circulated on April 30, 2018,

1. Mr. Anton Gopaulsingh was appointed a Director of the Company, effective May 18, 2018, and
2. Mr. Nigel Edwards resigned as Director and Chairman of the Company, effective May 25, 2018;

the following is now presented:

DIRECTORS

In accordance with Clause 4.6.1 of By-Law No. 1, Messrs. Michael Glenn Hamel-Smith and Jose Luis Seijo Gonzalez retire and being eligible, offer themselves for re-election, for a period up to the conclusion of the third Annual Meeting following.

In accordance with Clause 4.4.2 of By-Law No. 1, Mr. Anton Gopaulsingh, having been appointed by the Board on May 18, 2018, is subject to re-election at the Annual Meeting for a period up to the conclusion of the third Annual Meeting following.

A handwritten signature in blue ink, appearing to read "M. Sooknanan".

MALCOLM SOOKNANAN

Company Secretary

May 29, 2018

PROFILE OF MR. ANTON GOPAULSINGH

Mr. Anton Gopaulsingh is a Finance and Risk Management expert, with more than twenty years' experience in a broad range of finance, technology and consulting skills, spanning multiple industries and geographies. He is a business leader with a proven track record of successful strategic planning and operational execution and is experienced in working with and on Boards of Directors, audit committees and management. He has been a featured speaker on a variety of topics relating to risk management and governance at conferences hosted by the International Governance and Risk Institute, The Association of Audit Committee Members and the Institute of Chartered Accountants of Trinidad & Tobago.

Mr. Gopaulsingh holds a Bachelor of Science (Hons) Degree in Accounting from the University of the West Indies. He is a Certified Information Systems Auditor (U.S.A.), Certified Internal Auditor (U.S.A.) and Certified in Risk and Information Systems Control (U.S.A.). Mr. Gopaulsingh is also a Fellow Member of the Chartered Association of Certified Accountants (U.K.).



READYMIX (WEST INDIES) LIMITED

NOTICE OF ANNUAL MEETING

Notice is hereby given that the ANNUAL MEETING of READYMIX (WEST INDIES) LIMITED for the year ended 31st December, 2017 will be held at the Utility Room, Readymix (West Indies) Limited Head Office, Tumpuna Road, Guanapo, Arima on Friday 22nd June, 2018 at 2:30 p.m. for the 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 31st December, 2017, 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 ensuing year;
4. To authorise the Board of Directors to fix the remuneration of the Directors, in accordance with Paragraph 7.2 of the Company's By-Law No. 1;
5. To transact any other business which may be properly brought before the meeting.

SPECIAL BUSINESS

1. To consider and if thought fit, confirm an amendment to Paragraph 4.1 of By-Law No. 1, to delete the last sentence, which states that the majority of Directors must be persons resident in the West Indies, by passing the following ordinary resolution:

"WHEREAS:

- i. Subsequent to the Offer and Take-Over bid issued by Sierra Trading ("Sierra") on 5th December, 2016, Sierra, an indirect subsidiary of CEMEX, S.A.B. de C.V. ("CEMEX"), became the majority Shareholder of Trinidad Cement Limited ("TCL"). With its majority stake in TCL, CEMEX has now become the ultimate parent company of Readymix (West Indies) Limited ("Readymix");
- ii. Readymix's Board considered that the new majority Shareholder, should have available, the option of appointing a majority of Directors to the Board, if they so choose;
- iii. Paragraph 4.1 of the Company's By-Law No. 1 states (*inter alia*) that the majority of Directors of the company must be persons resident in the West Indies. However, given that CEMEX operates in over 50 countries worldwide, it is unlikely that their nominated Directors would be resident in the West Indies. Accordingly, the rule stipulating that the majority of Directors be resident in the West Indies is unduly restrictive and not relevant in light of the current majority Shareholder profile;
- iv. Therefore, pursuant to Paragraph 27 of the Company's By-Law No. 1, approval was granted by the Board via round-robin approval on 5th July, 2017, for an amendment to said Paragraph 4.1, to have the last sentence, which reads: "The majority of directors must be persons resident in the West Indies.", deleted, subject to the confirmation, amendment or rejection by the Shareholders at the next Annual Meeting of the company;
- v. The Company's next Annual Meeting was held on 10th July, 2017 and as a result, the amendment could not be brought to the Shareholders due to the criteria of 21 days' notice to Shareholders not being met, pursuant to Sections 113 & 114 of the Company's Act, Chap. 81:01;
- vi. Consequently, the amendment ceased to be effective, pursuant to Section 66(4) of the Company's Act, Chap. 81:01, which states (*inter alia*) that when an amendment of a By-Law is not submitted to the Shareholders as required by subsection (2), the amendment ceases to be effective and that no subsequent resolution of the Directors to amend a By-Law having substantially the same purpose or effect, is effective until the resolution is confirmed, with or without amendment, by the Shareholders;
- vii. Readymix's Board, by resolution passed via round-robin approval on 8th May, 2018, gave approval for the amendment of Paragraph 4.1 of By-Law No. 1, to delete the last sentence, which reads: "The majority of directors must be persons resident in the West Indies.", effective following approval or amendment by the Shareholders at the next Shareholders meeting or any adjournment thereof.

BE IT RESOLVED THAT:

The amendment of Paragraph 4.1 of By-Law No. 1 of Readymix (West Indies) Limited, as approved by the Board of Directors on 8th May, 2018, to delete the last sentence, which reads: "The majority of directors must be persons resident in the West Indies.", be and is hereby confirmed by the Shareholders of the company, effective as at the date of the company's Annual Meeting, or any adjournment thereof, pursuant to Section 66 of the Companies Act, Chap. 81:01."

NOTES

1. Record Date

The Directors have fixed Monday 21st May, 2018 as the record date for Shareholders entitled to receive notice of the Annual Meeting. Formal notice of the meeting, along with a proxy package, will be sent to Shareholders on the Register of Members as at the close of business on that date. 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 entitled 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

Annual Reports (inclusive of Annual Comparative Financial Statements and Directors and Auditors' Reports) for the year ended 31st December, 2017, were mailed to Shareholders listed on the Register of Members as at Friday 20th April, 2018. Shareholders requiring a copy of the report may contact the Company Secretary, Readymix (West Indies) Limited, Tumpuna Road, Guanapo, Arima at telephone no. 1-868-225-8254 or access an electronic copy available on the company's website: www.readymix.co.tt.

BY ORDER OF THE BOARD

MALCOLM SOOKNANAN
COMPANY SECRETARY

14th May, 2018



READYMIX (WEST INDIES) LIMITED

REPUBLIC OF TRINIDAD & TOBAGO
The Companies Act, Chapter 81:01
Section 144
(Form 10)

MANAGEMENT PROXY CIRCULAR

1. Name of Company:

READYMIX (WEST INDIES) LIMITED. Company No. R-84 (C).

2. Particulars of Meeting:

Fifty-ninth Annual Meeting of the Company for the year ended December 31, 2017, to held at the Readymix (West Indies) Limited Head Office, Tumpuna Road, Guanapo, Arima, Trinidad, on Friday June 22, 2018, at 2:30pm.

3. Solicitation:

It is intended to vote the Proxy solicited hereby (unless the Shareholder directs otherwise) in favour of all resolutions specified therein.

4. Any director's statement submitted pursuant to Section 76 (2):

No statement has been received from any Director pursuant to Section 76 (2) of The Companies Act, Chapter 81:01.

5. Any auditor's statement submitted pursuant to Section 171 (1):

No statement has been received from the Auditors of the Company pursuant to Section 171 (1) of The Companies Act, Chapter 81:01.

6. Any shareholder's proposal and/or statement submitted pursuant to Sections 116 (a) and 117 (2):

No proposal has been received from any Shareholder pursuant to Sections 116 (a) and 117 (2) of The Companies Act, Chapter 81:01.

DATE	NAME AND TITLE	SIGNATURE
May 14, 2018	Malcolm Sooknanan, Secretary	



READYMIX (WEST INDIES) LIMITED

**REPUBLIC OF TRINIDAD & TOBAGO
The Companies Act, Chapter 81:01
Section 143(1)
(Form 9)**

FORM OF PROXY

1. Name of Company: **READYMIX (WEST INDIES) LIMITED**. Company No. R-84 (C).
2. Particulars of Meeting: Fifty-ninth Annual Meeting of the Company for the year ended December 31, 2017, to held at the Readymix (West Indies) Limited Head Office, Tumpuna Road, Guanapo, Arima, Trinidad, on Friday June 22, 2018, at 2:30pm.

<COMPLETE IN BLOCK LETTERS PLEASE>

I/We _____
<NAME(S) OF SHAREHOLDER(S)>

of _____
<ADDRESS>

being Shareholder(s) in the above Company, hereby appoint(s) the Chairman of the meeting or failing him,

Mr./Mrs. _____
<NAME OF PROXY>

of _____
<ADDRESS>

to be my/our Proxy to vote for me/us on my/our behalf at the above meeting and any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

Signature of Shareholder(s)

Date

<< Please see overleaf for Resolutions and Notes >>

Return Completed Form To:

The Registrar, Readymix (West Indies) Limited
The Trinidad and Tobago Central Depository Ltd.
10th Floor, Nicholas Tower
63-65 Independence Square
Port of Spain, Trinidad, W.I.

REPUBLIC OF TRINIDAD & TOBAGO
The Companies Act, Chapter 81:01, Section 143(1)
(Form 9)
FORM OF PROXY (continued)

PLEASE INDICATE WITH AN "X" IN THE BOXES BELOW HOW YOU WISH YOUR VOTES TO BE CAST.

ORDINARY BUSINESS

RESOLUTIONS	FOR	AGAINST
<p>1. <u>Financial Results and Auditors Report</u></p> <p>Be it resolved that the Financial Statements for the year ended December 31, 2017 and the reports of the Directors and Auditors thereon be adopted.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2. <u>Election of Directors</u></p> <p>i. Be it resolved that Mr. Jose Luis Seijo Gonzalez, who retires by rotation pursuant to Paragraph 4.6.1 of By-Law No. 1 and being eligible, be re-elected a director of the Company, in accordance with Paragraph 4.4.1 of By-Law No. 1, until the conclusion of the third Annual Meeting following.</p> <p>ii. Be it resolved that Mr. Michael Glenn Hamel-Smith, who retires by rotation pursuant to Paragraph 4.6.1 of By-Law No. 1 and being eligible, be re-elected a director of the Company, in accordance with Paragraph 4.4.1 of By-Law No. 1, until the conclusion of the third Annual Meeting following.</p> <p>iii. Be it resolved that Mr. Anton Gopaulsingh, who was appointed by the Board of Directors on May 18, 2018, pursuant to Paragraph 4.4.2 of By-Law No. 1, be re-elected a Director of the Company, in accordance with Paragraph 4.4.1 of By-Law No. 1, until the conclusion of the third Annual Meeting following.</p>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
<p>3. <u>Appointment of Auditors</u></p> <p>Be it resolved that KPMG be re-appointed as the Auditors for the Year 2018 and that the Board be authorised to fix their remuneration.</p>	<input type="checkbox"/>	<input type="checkbox"/>
<p>4. <u>Remuneration of Directors</u></p> <p>Be it resolved that the Company's Board of Directors be authorised to fix the remuneration of the Directors for the Year 2018, in accordance with Paragraph 7.2 of By-Law No. 1.</p>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

ORDINARY RESOLUTIONS	FOR	AGAINST
<p>1. <u>Amendment of Paragraph 4.1 of By-Law No. 1</u></p> <p>Be it resolved that the amendment of Paragraph 4.1 of By-Law No. 1 of Readymix (West Indies) Limited, as approved by the Board of Directors on May 8, 2018, to delete the last sentence, which reads: "The majority of directors must be persons resident in the West Indies.", be and is hereby confirmed by the shareholders of the Company, effective as of the date of the Company's Annual Meeting, or any adjournment thereof, pursuant to Section 66 of the Companies Act, Chap. 81:01.</p>	<input type="checkbox"/>	<input type="checkbox"/>

NOTES:

1. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
2. In the case of joint holders, the signature of any one holder should be stated.
3. If you do not indicate how you wish to vote the proxy will use his discretion both as to how he votes or whether or not he abstains from voting.
4. To be valid this form must be completed and deposited with the Registrar at least 48 hours before the time appointed for the meeting or adjourned meeting.
5. Any alterations made on this form should be initialled.