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# FORM 10

## MATERIAL CHANGE REPORT

**Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013**

| | |
|---|---|
| **General Instructions:** | Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.<br><br>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.<br><br>Completed reports should be submitted to:<br><br>The Director<br>Market Regulation & Surveillance<br>Trinidad and Tobago Securities and Exchange Commission<br>57-59 Dundonald Street<br>Port of Spain<br>Trinidad |
| **Item 1** | State the name of the reporting issuer, and include its business address. |
| **Item 2** | State the date on which the material change occurred. |
| **Item 3** | Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer. |
| **Item 4** | State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly. |
| **Item 5** | Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change. |
| **Item 6** | Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined. |

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## MATERIAL CHANGE REPORT

**Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013**

1. NAME OR REPORTING ISSUER

| Name of Reporting Issuer |
| --- |
| READYMIX (WEST INDIES) LIMITED, TUMPUNA ROAD, GUANAPO, ARIMA, TRINIDAD |

2. DATE OF MATERIAL CHANGE

| Date of material change |
| --- |
| MAY 29, 2017 |

3. DESCRIPTION OF MATERIAL CHANGE

| Provide a description of the material change |
| --- |
| Further to its Material Change Report filed on May 18, 2017, regarding the increase in shareholding of Trinidad Cement Limited ("TCL") in Readymix (West Indies) Limited ("RML"), RML now wishes to advise that it has received the following additional information from TCL:-<br><br>- As at May 29, 2017, TCL has acquired more than **90%** of the outstanding Ordinary Shares ("Shares") in RML (not including Shares held by TCL at the date of the Offer), pursuant to Shares taken up under the Offer and acquisitions made on the same terms and conditions thereof on the Trinidad and Tobago Stock Exchange ("TTSE"), under the "mop-up" provisions in By-Law 8(3) of the Securities Industry (Take-Over) By-Laws, 2005 ("By-Laws").<br><br>- The number of Shares acquired to date pursuant to the Offer and to the acquisitions by TCL on the TTSE amounts to **3,136,009** Shares, which, together with the 8,531,977 Shares (71.1%) held by TCL prior to the Offer, amounts to **11,667,986** Shares, or approximately **97.23%** of the outstanding Shares in RML.<br><br>- In accordance with the obligations of TCL under By-Law 26 of the Take-Over By-Laws and Section 202 of the Companies Act Ch. 81 No. 01, TCL intends to issue a notice to all remaining holders of Ordinary Shares in RML to advise them of their statutory rights and to exercise its statutory right to compulsorily acquire all outstanding shares in RML. |

## 4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

| | YES | NO |
|---|---|---|
| Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012? | | X |

If "No"

| | |
|---|---|
| Proposed Date of Publication of Notice (dd/mmm/yyyy) | 2/June/2017 |

If "Yes"

| State the reasons for applying for the exemption |
|---|
| |

## 5. DETAILS OF SENIOR OFFICER

| | |
|---|---|
| Name (First name, Last name) | Malcolm Sooknanan |
| Position in Organization | Company Secretary |
| Business Address | Tumpuna Road, Guanapo, Arima |
| Work Phone (1-xxx-xxx-xxxx) | 1-868-225-8254 |
| Fax Phone(1-xxx-xxx-xxxx) | 1-868-643-3209 |
| Email Address | MalcolmS@tclgroup.com |

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

| Malcolm Sooknanan | | Company Secretary | May 31, 2017 |
|---|---|---|---|
| **Print Name** | **Signature** | **Position** | **Date** |

READYMIX (WEST INDIES) LTD.

**FOR OFFICIAL USE ONLY**

| **Tool** | **ID Information** |
|---|---|
| Registrant's Number | |
| Director's Number | |
| Document / Record Number | |
| Record's Management Date Received (dd/mm/yyyy) | |

Approved By : _____ Date (DD/MM/YYYY) _____