

ANNOUNCEMENT



NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be held at The Fairmont, Norfolk Hotel, Nairobi on Friday 30th June 2017 at 11.00 a.m. to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present;
2. To receive and adopt, the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31st December, 2016;
3. To note that the directors do not recommend payment of a dividend for the year ended 31st December, 2016;
4. To elect directors in accordance with the Company's Articles of Association;
 - (i) Mr. Shaka Kariuki who was nominated by Kuramo Africa Opportunity Kenyan Vehicle Ltd and appointed as a director of the Company with effect from 28th March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (ii) Mr. Wale Adeosun who was nominated by Kuramo Africa Opportunity Kenyan Vehicle Ltd and appointed as a director of the Company with effect from 28th March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (iii) Mr. Kamal Pallan who was nominated by Kuramo Africa Opportunity Kenyan Vehicle Ltd and appointed as a director of the Company with effect from 28th March 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (iv) Mr. Stephen Njoroge Waruhiu who was appointed as a director of the Company with effect from 26th April 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (v) Mr. Ephraim Kariithi Njogu who was appointed as a director of the Company with effect from 26th April 2017, retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
 - (vi) Mr. Zephaniah G. Mbugua who was appointed as a director of the Company with effect from 3rd November 1999, retires by rotation in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.
5. Pursuant to the provisions of Section 769 of the Companies Act 2015, Mr. Ephraim Kariithi Njogu and Mr. Kamal Pallan being Members of the Board Audit Committee be elected to continue to serve as Members of the said committee;
6. To approve the Directors' remuneration for the year ended 31st December 2016;
7. To approve the reappointment of KPMG Kenya as the auditors in accordance with section 723 (b) of the Companies' Act, 2015 and to authorise the Directors to fix their remuneration; and
8. To transact any other business which may be properly transacted at an Annual General Meeting.

B. SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

Change of Company Name
THAT the name of the Company be and is hereby changed from "Trans-Century Limited" to "Trans-Century Plc" with effect from the date to be set out in the Certificate of Change of Name to be issued in that regard by the Registrar of Companies.
2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

Amendment to the Articles of Association
THAT the Articles of Association of the Company be amended as per the draft amended Articles of Association, a copy of which has been initialled by the company secretary and tabled.

By Order of the Board, Company Secretary

P.O. Box 40111-00100, NAIROBI

Date: 7th June 2017

NOTE:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. A form of proxy can be downloaded from the Company's website and should be returned to the secretary, P.O. Box 40111-00100 Nairobi, to arrive not later than 48 hours before the meeting or any adjournment thereof.
2. In accordance with Article 158 of the Company's Articles of Association, a copy of the financial statements for the year ended 31st December 2016 may be viewed and/or downloaded from the Company's website.
3. A copy of the proposed amended Articles of Association may be viewed and/or downloaded from the Company's website.