

TRANS-CENTURY LIMITED

("the Company")

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the Norfolk Hotel, Nairobi on Tuesday, 26th April, 2011 at 11.00 a.m. to conduct the following business:

AGENDA

ORDINARY BUSINESS

1. To read the notice convening the meeting and determine if a quorum is present;
2. To receive, consider and if approved, adopt the Chairman's statement, reports of the Directors and Auditors and audited financial statements for year ended 31st December, 2010;
3. To declare payment of a first and final Dividend recommended by the Board of Kshs 53,407,618/= (Kshs 0.20/= per share) for the year ended 31st December, 2010 to the shareholders in the Register of Members as at 12th April, 2011;
4. To elect Directors in accordance with the Company's Articles of Association:

In accordance with the Company's Articles of Association, Messrs. Njeru Kirira and Joseph Karago retire by rotation from the office as Directors of the Company and, being eligible, they all offer themselves for re-election;
5. To approve the Directors' Remuneration;
6. To note that Messrs. KPMG Kenya Certified Public Accountants (K) having expressed willingness continue in office as the Auditors by virtue of section 159 (2) of the Companies' Act (Cap 486) and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

In connection with the listing of the Company's shares by introduction on the Nairobi Stock Exchange and in accordance with the requirements of the Capital Markets Authority and the Nairobi Stock Exchange, to amend the Articles of Association of the Company as follows:-

1. To amend Article 40 (*Transfer of Shares*) of the Articles of Association of the Company by passing the following resolution which will be proposed as a **SPECIAL RESOLUTION**:

"the Articles of Association of the Company be and are hereby amended by deleting paragraphs (a) and (b) of Article 40"
2. To amend Article 98 (*Directors*) of the Articles of Association of the Company to increase the minimum number of directors of the Company from two (2) to five (5) by passing the following resolution which will be proposed as a **SPECIAL RESOLUTION**:

"the Articles of Association of the Company be and are hereby amended by deleting the word "two" in the first sentence of Article 98 and replacing it with the word "five".
3. To amend Article 136 (*Executive Directors*) of the Articles of Association of the Company to exclude executive directors from retirement by rotation by passing the following resolution which will be proposed as a

SPECIAL RESOLUTION:

“the Articles of Association of the Company be and are hereby amended by inserting the following sentence at the end of Article 136:

Notwithstanding anything contained in these Articles, a Director so appointed shall not, while holding any such office as aforesaid, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.”

4. To amend the Articles of Association of the Company to enable the Company to transmit notices and other information regarding the Company to members and directors by electronic means. In this regard, the following resolutions are proposed as **SPECIAL RESOLUTIONS:**

“the Articles of Association of the Company be and are hereby amended by deleting the existing Articles 161 to 163 (inclusive) and replacing them with the following new Articles 161 to 163 as follows:

161. Any notice or other document may be served by the Company on any Member or Director either personally or by sending it through the post (by airmail where such service is available) in a prepaid letter or by fax, e-mail or other electronic means addressed to such Member or Director at his registered address as appearing in the Register of Members or the Company's other records, whether such address shall be within or outside Kenya. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members and notice so given shall be sufficient notice to all the joint holders.
162. Where a notice or other document is sent by post it shall be deemed to have been served on the third day after the day on which it was posted, if addressed within Kenya, and on the seventh day after the day on which it was posted if addressed outside Kenya. In proving such service or sending, it shall be sufficient to prove that the cover containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter. Where a notice is sent by fax, e-mail or other electronic means it shall be deemed to have been served at the expiration of twenty-four hours after the time at which it was sent. The failure of any person to receive any notice served pursuant to this Article shall not in any way invalidate any proceedings or actions taken by the Company for which the notice was given.
163. A notice may be given by the Company to the person entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid cover or by fax, e-mail or other electronic means addressed to him by name or by the title of representative or trustee of such deceased or bankrupt member or any like description at the address supplied for the purpose by the person claiming to be so entitled or by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.”

“the Articles of Association of the Company be and are hereby amended by the addition of the following new Article 166A immediately after the existing Article 166:

ELECTRONIC COMMUNICATION

- 166A Notwithstanding anything in these Articles to the contrary, any notice, document or information to be given, sent, supplied, delivered or provided to any person (including any Member) by the Company, whether pursuant to these Articles, the Act or otherwise, is also to be treated as given, sent, supplied, delivered or provided where:

- (a) it is sent in electronic form; or
- (b) to the extent permitted by law, it is made available on a website **provided that**, in the case of any notice to Members or any documents to be sent to Members under the provisions of Article 159, the Company shall contemporaneously publish the notice or (as the case may be) an abridged set of the balance sheet and income statement in two daily newspapers with nationwide circulation drawing attention to the website on which the notice and the full text of any other documents may be read, and the address to which a request for a hard copy of such documents may be submitted. To the extent permitted by law, upon such publication in the daily newspapers, the documents in question shall be deemed to have been sent to every Member or other person entitled to receive a copy of the documents.”

5. To amend Article 171 (*Non Private Company*) of the Articles of Association of the Company by passing the following resolution which will be proposed as a **SPECIAL RESOLUTION**:

“the Articles of Association of the Company be and are hereby amended by replacing the existing Article 171 in its entirety with the following new Article 171:

COMPANY STATUS

The Company is not a private company. The Company shall, nevertheless, have no power to issue share warrants to bearer.”

6. That the following be considered and, if thought fit, passed as a **SPECIAL RESOLUTION**:

“That the Board be authorised to establish an equity participation programme for the management, with a view to aligning management with the long term interests of shareholders, and that 10% of the authorised but unissued share capital of the Company be reserved for this purpose, subject to the requisite regulatory approvals”.

BY ORDER OF THE BOARD

EMU REGISTRARS SECRETARIES

NB: In accordance with section 136(2) of the Companies Act (Cap.486) every member entitled to attend and vote at the above meeting is entitled to appoint proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy is enclosed and should be returned to the secretaries, P.O. Box 61120 00200 Nairobi, to arrive not later than 48 hours before the meeting or any adjournment thereof.

Date: 21st Day of March, 2011
P.O. Box 61120 00200 NAIROBI

TRANS-CENTURY LIMITED

**TO: The Company Secretaries,
P.O. Box 61120 - 00200
NAIROBI**

PROXY FORM

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of
being a member/members of
hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting
26th April, 2011
Of the Company to be held on
And at any adjournment thereof.

Signed/Sealed this Day of, 2011

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NOTE: The proxy form should be completed and returned not later than 48 hours before the meeting or any adjournment thereof. In case of a Corporation, the Proxy must be executed under the Common Seal.