

# NOTICE OF ANNUAL GENERAL MEETING OF RED STAR EXPRESS PLC

NOTICE IS HEREBY GIVEN that the Twenty-Eight Annual General Meeting of Red Star Express Plc will be held by proxy at the Radisson Hotel, Isaac John Street, G.R.A, Ikeja, Lagos on Thursday, September 16th 2021 at 11.00am, to transact the following business:

## ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended March 31, 2021, together with the Report of the Directors, Auditors and Statutory Audit Committee thereon;
- To declare a Dividend;
- To approve the appointment of:
  - Mr. Peter Surulere Aletor (Non-Executive Director)
  - Mr. Chukwuemeka Emmanuel Ndu (Non-Executive Director)
- To authorize the Directors to fix the remuneration of the Auditors;
- To disclose the remuneration of the managers of the Company;
- To elect members of the Audit committee;

## SPECIAL BUSINESS

- To consider and if thought fit, pass the following ordinary resolution:
 

"To approve the Directors' fees in the sum of N 8,000,000.00 for the Financial Year ending March 31, 2022;
- To consider and if thought fit, pass the following ordinary resolution:
  - "That pursuant to Section 430(2)(3) of the Companies and Allied Matters Act 2020, and following a recommendation by the Board of Directors of the Company, the Company hereby proposes a Bonus Issue to members who are on the Register of Members as at close of business on Friday 3rd September 2021, in the proportion of One New Ordinary Share for every thirty-three existing Ordinary Shares held by them in the Capital of the Company as at close of business on Friday 3rd September 2021. The Shares so distributed shall rank pari-passu with the existing Ordinary Shares in all respects, subject to receipt of all required regulatory approvals";
  - "That to give effect to this Resolution, the Board be and is hereby authorised to do all such acts/ deeds, and give such directions as may be necessary or expedient and settle any concern that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable (including filing all required returns at the Corporate Affairs Commission) and its decision shall be final and binding."

## BY ORDER OF THE BOARD

FRANCES NDIDI AKPOMUKA  
Company Secretary  
FRC/2013/ICSAN/00000002640  
August 1, 2021  
Lagos, Nigeria

## NOTES

**1. Compliance with Covid-19 related Directives and Guidelines**  
Further to the guidelines of the Corporate Affairs Commission (CAC) on the conduct of Annual General Meeting (AGM) of Public Companies by Proxies, and need to comply with directives and regulations of the Federal Government of Nigeria, Lagos State Government, and Nigeria Center for Disease Control (NCDC) on safety and health protocols to stem the spread of the Covid-19 pandemic, shareholders are hereby informed that attendance shall only be by proxy.

The convening and conduct of the AGM is thus being done in compliance with these directives and guidelines.

## 2. PROXY

In view of the foregoing, members are encouraged to appoint proxies to represent them at the meeting. Consequently, a member of the Company entitled to attend and vote is advised to select from the under listed proposed Proxies:

- |                         |   |                                 |
|-------------------------|---|---------------------------------|
| 1. Mr. Suleiman Barau   | - | Chairman/Non-Executive Director |
| 2. Dr. Olusola Obabori  | - | Group Managing Director/CEO     |
| 3. Mr. Moses Ogundiji   | - | Shareholder Representative      |
| 4. Chief Cyril Ugwumadu | - | Shareholder Representative      |
| 5. Mr. Ganiyu Amoo      | - | Shareholder Representative      |

For the appointment to be valid, a completed and duly executed Proxy Form must be forwarded to the Registrars via email at [efoms@coronationregistrars.com](mailto:efoms@coronationregistrars.com) or deposited at the office of the Registrars, Coronation Registrars Limited, Plot 009 Amodu Ojikutu Street, Victoria Island, Lagos, not less than 48 hours before the time fixed for the meeting.

A Proxy Form is attached to the Annual Report and is also available for download from the Company's website at [www.redstarplc.com](http://www.redstarplc.com).

Stamping of Proxy Forms: The Company has made arrangements at its cost, for the stamping of all duly completed and signed Proxy Forms, submitted to the Company's Registrars within the stipulated time.

## 3. Closure of Register

The Register of members and Transfer Books of the Company will be closed from 6th to 10th September 2021, both dates inclusive to enable the Registrars update the Register of Members in preparation for payment of dividend.

## 4. Dividend Payment

The Board of Directors of the Company, are recommending a dividend of 5kobo per 50kobo share, payable less Withholding Tax. If approved at the meeting, dividend will be paid electronically on the 23rd of September 2021, to shareholders whose names appear on the Register of Members as at 3rd September 2021, who have completed the e-dividend registration and mandated the Registrars to pay dividends directly into their bank accounts.

## 5. Unclaimed Dividends

Some dividends have remained unclaimed and outstanding. Shareholders affected by this notice are advised to contact the Registrars for resolution.

## 6. Shareholder Update

Shareholders are kindly requested to update their records and advise the Registrars of their updated details. Detachable Forms in respect of e-dividend payment and shareholder data update are attached to the Annual Report for convenience. The forms can be downloaded from [www.coronationregistrars.com](http://www.coronationregistrars.com). The duly completed forms should be delivered to Coronation Registrars Limited, Plot 009 Amodu Ojikutu Street, Victoria Island, Lagos.

## 7. Statutory Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act 2020 ("CAMA"), any shareholder may nominate a shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting. Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements. In view of the above, we request that nominations to the Audit Committee should be accompanied with copies of nominees' Curriculum Vitae.

## 8. Election/Re-election of Directors

Messrs. Peter Surulere Aletor and Chukwuemeka Ndu have been appointed by the Board pursuant to the relevant provisions of CAMA. The profile of the Director for re-election is included in the Annual Reports and the Company's website at [www.redstarplc.com](http://www.redstarplc.com).

## 9. Rights of Shareholders to ask questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit their questions prior to the meeting. Such questions are to be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail to [investorrelations@redstarplc.com](mailto:investorrelations@redstarplc.com) not later than 72 hours to the date of the AGM.

## 10. Electronic Copy of the Annual Report and Accounts

An electronic copy of the 2021 Annual Reports and Accounts is available online for viewing and or download via the company's website i.e. [www.redstarplc.com](http://www.redstarplc.com). Shareholders who have provided their email addresses to the Registrars will receive electronic copies of the Annual Report via email. Also, shareholders who wish to receive the electronic version of the Annual Report should send in their request via email to [efoms@coronationregistrars.com](mailto:efoms@coronationregistrars.com) or [investorrelations@redstarplc.com](mailto:investorrelations@redstarplc.com)

## Independent Auditor's Report

### To the Members of Red Star Express Plc.

### Report on the Audit of the Consolidated and Separate Financial Statements

#### Opinion

We have audited the consolidated and separate financial statements of Red Star Express Plc (the "Company") and its subsidiaries (collectively the "Group") which comprise the consolidated and separate statements of financial position as at 31 March 2021, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of Red Star Express Plc and its subsidiaries as at 31 March 2021, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria Act No. 6, 2011.

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Red Star Express Plc - Report of the Directors, Consolidated and Separate Audited Financial Statements and Other National Disclosures for the Year Ended 31 March 2021", which includes the Report of the Directors, Statement of Directors Responsibilities, Compliance Statements, Report of Audit Committee and Other National Disclosures, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. Other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards, and the relevant provisions of the Companies and Allied Matters Act, 2020, and Financial Reporting Council of Nigeria Act No. 6, 2011 and for such internal control as the Directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements. As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures

responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and the Company to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group and the Company audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

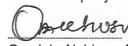
We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated and financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- In our opinion proper books of account have been kept by the Group and the Company, in so far as it appears from our examination of those books; and
- The Group and the Company's Consolidated and Separate Statements of Financial Position and Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income are in agreement with the books of account.
- In our opinion, the consolidated and separate financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, 2020 so as to give a true and fair view of the state of affairs and financial performance of the Company and its subsidiaries.

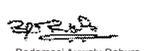
  
Omolola Alebiosu, FCA  
FRC/2012/CAN/0000000145  
For: Ernst & Young Laqos, Nigeria



RED STAR EXPRESS PLC				
AUDITED RESULT FOR YEAR ENDED 31ST MARCH 2021				
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME				
	THE GROUP		THE COMPANY	
	2021	2020	2021	2020
	N'000	N'000	N'000	N'000
TURNOVER	9,458,014	10,548,984	5,314,436	6,289,699
PROFIT BEFORE TAX	220,792	750,080	243,541	490,671
TAXATION	(70,727)	(281,091)	46,364	(225,489)
PROFIT AFTER TAX	150,065	468,989	289,905	265,182
CONSOLIDATED STATEMENT OF FINANCIAL POSITION				
NON-CURRENT ASSETS	3,049,790	1,951,554	2,525,725	1,289,443
CURRENT ASSETS	4,489,264	5,376,163	3,128,896	4,420,917
TOTAL ASSETS	7,539,054	7,327,717	5,654,621	5,710,360
EQUITY	4,232,949	4,376,279	3,470,699	3,474,189
NON-CURRENT LIABILITIES	586,779	308,813	78,176	135,491
CURRENT LIABILITIES	2,719,326	2,642,625	2,105,746	2,100,680
TOTAL EQUITY & LIABILITIES	7,539,054	7,327,717	5,654,621	5,710,360

  
Suleiman Barau  
Chairman  
FRC/2015/CEN/0000011559

  
Peter Sole Obabori  
Group Managing Director / CEO  
28/ June/2021  
FRC/2016/CAN/00000152990

  
Badamsai Awwala Babura  
Finance Director  
28/ June/2021  
FRC/2016/CAN/0000014402

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Red Star Express 