

# LIMURU TEA COMPANY LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

FOR THE YEAR ENDED 31 DECEMBER 2016

**NOTICE IS HEREBY GIVEN** that the **92<sup>ND</sup> ANNUAL GENERAL MEETING** of the Shareholders of **LIMURU TEA COMPANY LIMITED ("the Company")** will be held at Sarova Panafric Hotel, Kenyatta Avenue, Nairobi on Friday, 26 May, 2017 at 11.00 am for the following purposes:

### ORDINARY BUSINESS

1. To read the Notice convening the Meeting.
2. To receive, consider and adopt the Company's audited financial statements for the year ended 31 December 2016 together with the Directors' and Auditors' reports thereon.
3. To note that the Directors do not recommend payment of dividend to shareholders for the year ended 31 December 2016.
4. To elect Directors:
  - In accordance with Article 57 of the Company's Articles of Association Mr. Collins Bett retires by rotation as a Director and being eligible offers himself for re-election.
  - In accordance with the provisions of Code of Corporate Governance Dr Richard C. Korir having attained the age of 70 years retires as a Director and being eligible offers himself for re-election.
5. To appoint the following Directors as members of the Board Audit Committee pursuant to the provisions of Section 769 of the Companies Act 2015:
  - Edwin Komen
  - Collins Bett
6. To approve the Directors' remuneration for the year ended 31<sup>st</sup> December 2016, as provided in the audited consolidated financial statements.
7. To reappoint KPMG Kenya as the Company's auditor to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
8. To transact any other business of the Annual General Meeting in respect of which notice has been given.

### SPECIAL BUSINESS

9. To consider and, if thought fit, to pass the following resolution as a special resolution:

#### Special resolution to change the name of the Company

THAT to conform to provisions of Section 53 of the Companies Act, 2015 and with the approval of the Registrar of Companies, the company's registered name be changed from Limuru Tea Company Limited to "Limuru Tea PLC".

#### BY ORDER OF THE BOARD

**Alison I.N. Kariuki**

**Company Secretary**

**Date: 24 March 2017**

#### Notes:

1. A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the company. A form of proxy is enclosed.
2. In the case of a member being a limited liability company or corporate body, the form must be completed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
3. Shareholders who will not be able to attend the meeting are requested to complete and return the proxy form, so as to reach the Company Secretary, Limuru Tea Company Limited, PO Box 42011 - 00100, Nairobi not later than 11.00 a.m. on Wednesday, 24<sup>th</sup> May 2017.
4. In accordance with Article 133 of the Company's Articles of Association a copy of the Audited Financial Statements may be viewed on and obtained from the Company's website or from the Registered Office of the Company. An abridged set of the audited Balance Sheet, Income Statement, Statement of Changes in Equity and Cashflow Statements for the year ended 31<sup>st</sup> December 2016 have been published in two daily newspapers with nationwide circulation.