

NOTICE OF ANNUAL GENERAL MEETING

To the Shareholders of **HF GROUP LIMITED (FORMERLY HOUSING FINANCE COMPANY OF KENYA LIMITED)**

NOTICE IS HEREBY GIVEN that the 51st Annual General Meeting of the Company will be held at **Nairobi** on **Friday 21st April 2017** at **Kenyatta International Convention Centre (KICC) AMPHITHEATRE** at **11.00 am** to conduct the following business:

- 1 To table the proxies and note the presence of a quorum.
- 2 To read the notice convening the meeting.
- 3 To receive and, if approved, adopt the audited Balance Sheet and Accounts for the year ended 31 December 2016, together with the Chairman's, the Directors' and Auditor's Reports thereon.
- 4 To declare dividend of Kshs.0.50 per share for the financial year ended 31 December 2016 and approve the closure of the Register of Members at the close of business on 5th May 2017.
- 5 To elect Directors:
 - a) Dr. Benson Wairegi retires by rotation in accordance with Article 105 of the Company's Articles of Association and, being eligible, offers himself for re-election.
 - b) Mr. Steve Omenge Mainda retires by rotation in accordance with Article 105 of the Company's Articles of Association, and having attained the age of seventy years further retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election.
 - c) Dr. Peter Kahara Munga retires by rotation in accordance with Article 105 of the Company's Articles of Association, and having attained the age of seventy years further retires in accordance with the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 and being eligible, offers himself for re-election.
 - d) Ms. Felister Kembi retires in accordance with Article 104 of the Company's Articles of Association, and being eligible, offers herself for re-election.
 - e) Ms. Gladys Karuri retires in accordance with Article 104 of the Company's Articles of Association, and being eligible, offers herself for re-election.
6. To approve the Directors Remuneration
7. To note that the auditors, KPMG Kenya, will continue in office in accordance with Section 721 (2) and 724 of the Companies Act, No. 17 of 2015 and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

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

BY ORDER OF THE BOARD

Regina Anyika
Company Secretary
P.O. Box 30088, GPO 00100
NAIROBI
Date: 27th March 2017

NB:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy may be downloaded from the company's website and should be completed and returned to The Registrar, HF Group Limited, Rehani House, Kenyatta Avenue, P.O. Box 30088, GPO 00100, Nairobi, to arrive not later than 11 AM on 19th April 2017.

If the appointer is a corporation or Government office, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

2. A copy of this notice, the proxy, the entire Annual Report & Accounts may be viewed on the Company's website at www.hfgroup.co.ke or a printed copy may be obtained from the Registered Office of the Company, Rehani House, Kenyatta Avenue/Koinange Street, P.O. Box 30088-00100 GPO, and Nairobi and from all our registered Branches countrywide.