

**TO: ALL THE SHAREHOLDERS
ALL THE DIRECTORS
THE AUDITORS- RONALDS LLP**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 31st Members Annual General Meeting will be held via Electronic means Zoom on Friday 29th November 2024 at 11.00 a.m.

AGENDA ORDINARY BUSINESS

(1) NOTICE OF MEETING

The Secretary to read the notice convening the meeting, table the proxies and confirm the presence of a quorum.

(2) CONFIRMATION OF MINUTES

To Confirm the Minutes of the 30th Annual General Meeting held on Friday 1st December 2023.

(3) MATTERS ARISING

To discuss any matters arising from the Minutes of 30th Annual General Meeting of Funguo Investments PLC.

(4) AUDITED REPORT AND ACCOUNTS FOR FINANCIAL YEAR 2023/2024

To receive and consider the Audited Report and Accounts together with the Directors' and Auditors' Reports thereon for the financial year ended 30th June 2024 and pass the following resolutions; -

"The Audited Accounts for the financial year ended 30th June 2024 be and is hereby adopted."

"That the Directors' and Auditors' Reports be and are hereby noted and adopted."



(5) **DIVIDENDS**

To consider and adopt the Directors recommendation for the declaration of a first and final dividend of KSh.12,491,665/= thus representing a dividend of KShs. 0.2101 per share, in respect of the financial year ended 30th June 2024 and pass the following resolutions; -

- a) THAT a first and final dividend of KShs.12,491,665/= representing 0.2101 per share was declared for the financial year ended 30th June 2024.

In the alternative

- b) THAT a scrip dividend in the ratio of 1:00778 was declared for the financial year ended 30th June 2024.

(6) **ELECTION OF DIRECTORS**

To note and consider the re-election of Directors Mary Ngari, David Owino and Kenya Development Corporation, who are retiring as Directors by rotation and being eligible are offering themselves for re-election and pass the following resolutions;-

- a) **THAT Mary Ngari, a director retiring by rotation, be and is hereby re-elected as a Director.**
b) **THAT David Owino, a director retiring by rotation, be and is hereby re-elected as a Director.**
c) **THAT Kenya Development Corporation, a director retiring by rotation, be and is hereby re-elected as a Director.**

(7) **DIRECTORS' REMUNERATION**

To confirm the Directors' Remuneration for the financial year ended 30th June 2024 and pass the following resolution; -

"That the Directors Remuneration as provided in the Audited Accounts for the financial year ended 30th June 2024, be and is hereby adopted."



(8) **APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION**

To consider the appointment of Ronalds LLP, as Auditors of the Company for financial year 2024/2025. To adopt the Auditors remuneration as shown in the Audited Accounts for financial year ending 30th June 2024 and authorize the Directors, to fix the Auditors remuneration for the FY ending 30th June 2025 and pass the following resolution; -

“THAT M/s. Ronalds LLP be and are hereby appointed as the Auditors of the company in accordance with the provision of Section 721 of the Companies Act, 2015.”

“THAT the Auditors' Remuneration as provided in the Audited Accounts ended 30th June 2024 be and is hereby adopted and that the Directors be and hereby authorized to fix the Auditors' Remuneration for the next financial year ending 30th June 2025.”

(9) **ANY OTHER BUSINESS.**

To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

A handwritten signature in purple ink, appearing to read 'G. M. Magunga', is written over a light blue rectangular background.

G. M. MAGUNGA (MRS)

COMPANY SECRETARY

Wednesday, 30th October 2024

Nairobi

FUNGUO INVESTMENTS LIMITED

PROXY FORM

I/We _____ of
P.O. Box _____ being a Member(s) of
Funguo Investments Limited do hereby appoint
_____ of P.O. Box
_____ to be my/our Proxy or failing him/her,
the duly appointed Chairman of the Meeting to vote for me/us and on my/our behalf at
the 31st Annual General Meeting of the Company which shall be held via electronic
means Zoom platform on Friday, 29th November 2024, at 11.00 a.m.

As witness, I/we lay my/our hand(s) this _____ day of
_____ 2024.

Signature _____ (For individual persons only).

SELF/ESTATE ADMINISTRATOR/PUBLIC TRUSTEE/DISTRICT COMMISSIONER
(Please tick whichever is appropriate).

OR

Sealed and Signed by (For Corporations only):-

1. Director

2. Director/Company Secretary

OR

Signed by DULY AUTHORIZED OFFICER/ATTORNEY), _____

This _____ day of _____ 2024

Notes:**Use and submission of proxy form**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on his/her/their behalf and a Proxy need **not** be a Member of the Company.
2. A Proxy Form is attached herewith and if used, must be deposited at or mailed to the Office of The Company Secretary, Funguo Investments PLC , Uchumi House, 19th Floor, Aga Khan Walk, Nairobi, P.O. Box 45519 -00100, Nairobi or sent via email to gmagunga@kdc.go.ke so as to be received not later than Friday 22nd November 2024. The proxy form should also be accompanied by the ID/Passport No, details for email and mobile number of the proxy to facilitate registration.
3. In the case of a Corporation, the Proxy Form must be under its Common Seal or under the hand of an Officer or Attorney duly authorized.
4. In the case of a Deceased Shareholder, the Proxy Form must be signed by the Estate Administrator/Public Trustee/District Commissioner (as the Agent of the Public Trustee) of the respective home District.

Holding of Annual General meeting through electronic means

5. The company shall hold its 31st Annual General Meeting using electronic means. The shareholders will be able to register for, attend and follow the meeting in the manner detailed below.
6. Shareholders/proxies are requested to send by email details of their full names, current telephone contact, postal address number and email address to gmagunga@kdc.go.ke for purposes of verification of contact details by Friday 22nd November 2024 at 3.00 p.m. (EAT).
7. Verified shareholders/proxies will receive an email with information on how to register and follow the Annual General Meeting proceedings.

8. Registration to attend the AGM will open on 25th November 2024 at 9.00 am (EAT) and will close on Thursday 28th November 2024 at 4. 00p.m (EAT).

9. Shareholders wishing to obtain hard Copies of the Notice, Audited Report and Accounts for the period ending 30th June 2024 and the Minutes of the 30th Annual General Meeting held on Friday 1st December 2023, can collect the documents from The Company Office, Located on Uchumi House, Aga Khan Walk,9th Floor, on Mondays to Fridays, between 9.00 a.m. - 4.00 pm.