

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE FIFTY-EIGHTH ANNUAL GENERAL MEETING of the Company will be held at the Bomas of Kenya, Langata Road, Nairobi on Thursday, 9 December 2010 at 11.00 a.m. 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 consider and if approved, adopt the Company's audited financial statements for the year ended 30th June 2010, together with the Chairman's, Directors' and Auditors' Reports thereon.
4. To approve the payment of a final dividend of 20% or Kshs 0.50 per ordinary share of Kshs 2.50, subject to withholding tax where applicable, in respect of the financial year ended 30th June 2010.
5. To elect Directors:
 - (i) Mr. Patrick Nyoike, Permanent Secretary in the Ministry of Energy, who retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible offers himself for re-election as a Director of the Company.
 - (ii) Mr. Musa Ndeto retires on rotation in accordance with Article 104 of the Articles of Association of the Company and being eligible offers himself for re-election as a Director of the Company.
 - (iii) Mrs. Mary Michieka who was appointed by the Board on 26 February 2010 retires in accordance with Article 105 of the Articles of Association of the Company and being eligible offers herself for re-election as a Director of the Company.
6. To pass the following Ordinary Resolution:

Special Notice pursuant to Section 142 and 186 (5) of the Companies Act Cap 486 of the Laws of Kenya having been received by the Company of the intention to move a resolution that Mr. Titus K. Mbathi who has attained the age of 70 years be re-elected as a Director of the Company notwithstanding his having attained such age, to consider, and if thought fit, pass the following resolution as an Ordinary resolution:

“That Mr. Titus K. Mbathi who has attained the age of 70 years, and who retires by rotation be, and is hereby re-elected as a Director of the Company until he comes up for retirement by rotation under the Memorandum and Articles of Association of the Company.
7. To approve payment of Directors' fees for the year ended 30 June 2010.
8. Auditors:

To note that the audit of the company's books of accounts will continue to be undertaken by the Auditor-General or an audit firm appointed by him in accordance with Section II of the State Corporations Act (as amended by the miscellaneous Law Amendment Act 2002) and Sections 14 and 39 (i) of the Audit Act 2003.
9. To authorise the Directors to fix the remuneration of the Auditors.

10. Special Business:

To consider and if approved, pass the following Special Resolution:

“That the Articles of Association of the Company be amended as follows:

Article 130

By deleting in its entirety and substituting the following new Article:

“(a) Any dividend or other money payable in cash on or in respect of shares may be paid by electronic funds transfer or other automated system of bank transfer, electronic or mobile money transfer system, transmitted to such bank or electronic or mobile telephone address as shown in the Register of Members or by cheque or warrant payable at such place of business as the Company shall specify in writing, sent through the post to the address of the member or person entitled to it as shown in the Register of Members or if two or more persons are registered as joint holders of the shares to the registered address of the joint holders of the shares, to the registered address of the joint holder who is first named in the Register of Members or in the case of two or more persons being entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons at such address as the persons being entitled to receive payment may in writing direct.

(b) Every such cheque or warrant or funds transfer shall be made payable to or to the order of the person to whom it is sent or to such person who may be entitled to the same (as described in Article 130 (a) aforesaid). Payment of the cheque or warrant, if purporting to be endorsed or enfacd, by the addressee or as the case may be, confirmation of payment having been made by the transmitting entity to the addressee of a direct debit, bank transfer or other automated system of bank transfer or via a mobile money transfer system, shall in each case be a good discharge to the Company. Every such payment whether by cheque or warrant or electronic funds transfer or mobile money payments system shall be sent at the risk of the person entitled to the money represented by it.”

11. To consider any other business for which due notice has been given.

By Order of the Board



Rebecca Miano
Company Secretary

12 October 2010

NOTES:

1. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company.

To be valid, the proxy form, must be duly completed by a member and must either be lodged at the registered offices of the Company's shares registrar, Image Registrars Limited, Transnational Plaza 8th Floor, Mama Ngina Street, P.O Box 9287, 00100 GPO, Nairobi or be posted, so as to reach Image Registrars not later than Tuesday, 7 December 2010 at 11.00 a.m.

2. In accordance with Article 137 of the Articles of Association of the Company, a copy of the entire Annual Report & Financial Statements may be viewed on the Company's website at www.kengen.co.ke or a printed copy may be obtained from the Registered Office of the Company, Stima Plaza, Kolobot Road, Parklands, Nairobi, P.O. Box 47936 - 00100 GPO, Nairobi.

Ilani ya Mkutano Mkuu wa Kila Mwaka

ILANI INATOLEWA KWAMBA MKUTANO MKUU WA KILA MWAKA WA HAMSINI NA NANE wa Kampuni utaandaliwa katika Bomas of Kenya, Langata Road, Nairobi mnamo Alhamisi, Desemba 9, 2010 saa tano asubuhi kuendesha shughuli zifuatazo:

1. Kuwasilisha majina ya wawakilishi na kutambua kuwepo kwa idadi ya kutosha ya wanachama kuendesha shughuli.
2. Kusoma Ilani ya kuandaa mkutano
3. Kuchunguza na iwapo itaidhinishwa, kupitisha taarifa za kifedha za Kampuni zilizokaguliwa kwa mwaka uliomalizika Juni 30, 2010, pamoja na Ripoti za Mwenyekiti, Wakurugenzi na Wahasibu zilizoambatanishwa.
4. Kupitisha malipo ya mgao wa mwisho wa asilimia 20 au Sh 0.50 kwa kila hisa ya kawaida ya Sh2.50 ikitegemea ushuru wa kushikilia inavyohitajika, kuhusiana na kipindi cha matumizi ya fedha kilichomalizika Juni 30, 2010.
5. Kuchagua Wakurugenzi
 - (i) Bw. Patrick Nyoike, Katibu katika Wizara ya Kawi ambaye anastaafu kwa mzunguko kwa mujibu wa Kifungu 104 cha Kanuni ya Kampuni na kwa kuwa anahitimu, anajitokeza kuchaguliwa tena kama Mkurugenzi wa Kampuni.
 - (ii) Bw. Musa Ndeto anastaafu kwa zamu kwa mujibu wa Kifungu 104 cha Kanuni ya Kampuni na kwa kuwa amehitimu, ajitokeza kuchaguliwa tena kama Mkurugenzi Mkuu wa Kampuni.
 - (iii) Bi. Mary Michieka ambaye aliteuliwa na Bodi mnamo Februari 26, 2010 anastaafu kwa mujibu wa Kifungu 105 cha Kanuni ya Kampuni na kwa kuwa anahitimu, ajitokeza tena kuchaguliwa kama Mkurugenzi wa Kampuni.
6. Kupitisha Azimio lifuatalo la Kawaida:

Ilani maalumu kwa mujibu wa Sehemu ya 142 na 186 (5) ya Sheria ya Kampuni Sura 486 ya Sheria za Kenya baada ya kupokelewa na Kampuni kuhusu nia ya kuwasilisha azimio kwamba Bw. Titus K. Mbathi ambaye amefikisha umri wa miaka 70 achaguliwe tena kama Mkurugenzi wa Kampuni licha ya kufikisha umri huo, na kutathmini, na ikiwa itaonekana sawa, kupitisha azimio lifuatalo kama Azimio la Kawaida:

“Kwamba Bw. Titus K. Mbathi ambaye amefikisha umri wa miaka 70 na ambaye anastaafu kwa zamu, achaguliwe, na amechaguliwa kama Mkurugenzi wa Kampuni hadi wakati atafikia wakati wa kustaafu kwa zamu kwa mujibu wa Katiba ya Kampuni.
7. Kuidhinisha malipo ya ujira wa Wakurugenzi kwa mwaka uliomalizika Juni 30, 2010.
8. Wahasibu:

Kutambua kuwa ukaguzi wa vitabu vya hesabu vya Kampuni utaendeela kutekelezwa na Mhasibu Mkuu au kampuni ya uhasibu atakayoteua kwa mujibu wa Sehemu ya II ya Sheria ya Mashirika ya Umma (kama ilivyorekebishwa na Mkusanyiko wa Sheria wa 2002) na sehemu 14 na 39 (i) ya Sheria ya Uhasibu ya 2003.
9. Kuidhinisha Wakurugenzi kuamua mshahara wa Wahasibu.

10. Shughuli Maalumu:
Kuthibitisha na ikikubaliwa, kupitisha pendekezo ifuatayo:

Kifungu 130

“Kwamba Kanuni za Kampuni zirekebishwe kwa kuondoa kipengele chote cha sasa cha 130 ili kisome hivi:

a) Malipo ya mgao au pesa zozote taslimu zinazolipwa kuhusiana na hisa sinaweza kulipwa kupitia mfumo wa kutuma pesa moja kwa moja kwa akaunti (electronic money transfer) au utaratibu wowote wa kimitambo wa kuhamisha pesa kwenye benki, au kupitia kwa simu ya rununu iliyomo kwenye sajili ya hisa ya Kampuni au kupitia kwa hundi au afisi zetu kama vile Kampuni itafafanua kwa maandishi, na kutumwa kupitia anwani ya mwanachama au yeyote anayestahili kuipokea kama ilivyo kwenye sajili ya hisa ya Kampuni au iwapo watu wawili au zaidi wanajiandikisha kama wamiliki wa pamoja wa hisa, kwa anwani iliyoandikishwa ya mmiliki wa pamoja ambaye ametajwa mara ya kwanza kwenye sajili ya hisa ya Kampuni au katika hali ambapo watu wawili au zaidi wanaostahili kulipwa kufuatia kifo au kufilisika kwa mmiliki, au kwa mmoja wa watu kama hao wanaostahili kupokea malipo wanaweza kuelezea kwa maandishi.

b) Kila hundi au kuhamishwa kwa fedha kutafanywa kwa amri ya mtu anayeipokea au kwa yeyote anayestahili (kama inavyoelezwa kwenye kipengele kilichotajwa cha 130a). Malipo ya hundi, kama yatadaiwa kuidhinishwa na nayetumiwa kama hali itakavyokuwa, thibitisho kwamba malipo yalifanywa kwa anayetumiwa iwe ni moja kwa moja, au kupitia kwa akaunti ya benki au kupitia mfumo wa kutuma pesa za simu, itaondolea lawama Kampuni. Kila malipo kama hayo iwe ni kupitia hundi au kutumwa kwa fedha kwa njia ya elektroniki au simu zitatumwa na hatari zozote zitagharamiwa na mwenye kutumiwa fedha hizo.”

11. Kuangalia shughuli zingine zile ambazo ilani imepeanwa.

Amri ya Bodi



Rebecca Miano
Katibu wa Kampuni

Oktoba 12, 2010

MAELEZO:

1. Mwanachama ana haki kuhudhuria na kupiga kura kwenye mkutano na yule hawezi kuhudhuria ana haki ya kuteua mwakilishi ambaye atahudhuria na kupiga kura kwa niaba yake. Mwakilishi si lazima awe mwanachama wa Kampuni.

Ili kuwa halali, fomu ya uwakilishi, ni lazima ijazwe na mwanachama na ni lazima iwasilishwe katika afisi rasmi za msajili wa hisa wa Kampuni, Image Registrars Limited, Transnational Plaza ghorofa ya nane 8, Mama Ngina Street, S.L.P 9287, 00100 GPO, Nairobi au kutumwa ili ifikie Image Registrars kabla ya Jumanne, Desemba 7, 2010 saa 5.00 asubuhi.

2. Kwa mujibu wa Kifungu 137 cha Kanuni ya Kampuni, nakala ya Ripoti yote ya Hesabu ya Kila Mwaka inaweza kuangaliwa kwenye mtandao wa Kampuni katika www.kengen.co.ke au nakala iliyochapishwa inaweza kupatikana kwenye afisi rasmi za Kampuni, Stima Plaza, Kolobot Road, Parklands, Nairobi, SLP 47936 - 00100 GPO, Nairobi.