

FTG Holdings Ltd

C/o JurisTax Ltd, Level 3, Ebene House, Hotel Avenue, 33 Cybercity, Ebene, Republic of Mauritius
Telephone: (230) 465 5526, Fax: (230) 4681886
Email: info@flametreegroup.com, Website: www.flametreegroup.com



Date: 03 May 2019

To: The Shareholders of the Company

From: JurisTax Ltd, Secretary

Subject: Notice of the Fifth Annual General Meeting of Shareholders of the Company to be held on Tuesday, 18 June 2019 at 11.00 hours (Kenyan Time).

Notice is hereby given that the Annual General Meeting of the Shareholders of FTG Holdings Ltd will be held on Tuesday, 18th June 2019 at 11.00 a.m. at the National Museums of Kenya, Louis Leakey Auditorium, Nairobi, Kenya to transact 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 the auditor's report and consider the adoption of the financial statements for the year ended 31 December 2018;
4. Election of Directors
 - a) Mr. Soubramanien Gilles Pierre Kichenin retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution;
 - b) Mrs. Imalambaal Kichenin retires by rotation at the dissolution of the meeting and being eligible, offers herself for re-election in accordance with Article 12.1.2 of the Company's Constitution;
 - c) Mr. George Theobald retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution; and
 - d) Mr. Frank Ireri retires by rotation at the dissolution of the meeting and being eligible, offers himself for re-election in accordance with Article 12.1.2 of the Company's Constitution.

5. To take note that Mr. Heril Colbert Bangera will continue to serve as Managing Director of the Company.

6. Appointment of Auditors

To consider the re-appointment of PKF Mauritius as the auditors of the Company who have expressed their willingness to continue in office for the financial year ending 31 December 2019 and to authorize the Directors to fix their remuneration in accordance with Section 196 of the Companies Act 2001.

7. Any Other Business

To transact any other business which may be properly transacted at an annual general meeting and for which a valid notice has been issued in accordance with the Company's Constitution.

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Quorum Requirement:

As per Article 11.4.1 of the Constitution, the quorum for an Annual General Meeting is as follows:

“A quorum for a meeting of members shall be present where the members or their proxies are present or have cast postal votes, who are between them able to exercise a majority of the votes to be cast on the business to be transacted by the meetings.”

By order of the Board

A handwritten signature in blue ink, appearing to read "Beedassy", is written over a horizontal dotted line.

Mr. Lavesh Beedassy
For and on behalf of JurisTax Ltd
Secretary



Proxy form

I/We,of P. O. Box

being a member / members of the above Company, hereby appoint:

.....
of

or failing whom

.....
of

As my / our proxy, to vote for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on 18th June 2019, 11.00 am . Louis Leakey Auditorium, National Museum, Nairobi and at any adjournment thereon.

Number of shares held.....

Account number of member.....

Signed this.....day of.....2019

Signature(s)

.....

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a member of the Company.
2. In the case of a member being a limited Company this form must be completed under its common seal or under the hand of an officer or attorney duly authorized in writing.
3. Proxies must be lodged at the registered office of the Company's Shares Registrars, CDSC Registrars Limited (10th Floor Nation Centre, Kimathi Street P. O. Box 3464 – 00100 GPO Nairobi) not later than 16th June 2019 at 10.00 a.m