



IMPORTANT NOTICE

CAUTIONARY STATEMENT & NOTICE OF EXTRA-ORDINARY GENERAL MEETING ON ACCOUNT OF PROPOSED INVESTMENT

09 November 2011

Trans-Century Limited (“**TransCentury**” or the “**Group**”) is pleased to announce that on 09 November 2011, the Group through the Specialised Engineering Division entered into an agreement to make an investment that would have a material increase in the Group’s assets and annualised profitability. At present, this investment is conditional on:

- (i) approval by a general meeting of the members of Trans-Century Limited; and
- (ii) achieving regulatory approvals in the relevant jurisdictions.

The Group, subject to achieving the requisite approvals, anticipates completion of the investment before the end of the year and will provide updates in respect of the date of completion of the transaction, as and when appropriate.

Investors and the general public are advised to exercise caution when dealing in the securities of TransCentury.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Fairmont Norfolk Hotel, Nairobi, on 6th December 2011 at 10:00am.

Members of the company and investors are invited to download the notice and agenda of the Extra-Ordinary General Meeting from Trans-Century Limited’s corporate website (www.transcentury.co.ke).

By order of the Board of Directors



IMPORTANT NOTICE

TRANS-CENTURY LIMITED (“Company”)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Fairmont Norfolk Hotel, Nairobi on 6th December 2011 at 10:00 am.

AGENDA

1. To read the notice convening the meeting and determine the presence of a quorum;
2. To receive, consider and if approved, adopt the following resolution:

RESOLUTION OF THE COMPANY

Resolution – To approve the investment in Civicon Limited and its related affiliates in the engineering sector, as subsidiaries of the Company

That the Directors of the Company be and are hereby duly authorised to invest directly or indirectly in the ordinary capital of Civicon Limited and its affiliates in the engineering sector with a view to achieving a controlling interest and from time-to-time increase such effective direct or indirect stake in the ordinary capital of Civicon Limited and its related affiliates in the engineering sector, either through the Company or any of its existing subsidiaries and that the agreed terms of such investment shall be as determined by the Board of Directors.

BY ORDER OF THE BOARD

**VIRGINIA NDUNGE
COMPANY SECRETARY**

NB: In accordance with section 136(2) of the Companies Act (Cap.486) every member entitled to attend and vote at the above meeting is entitled to appoint proxy to attend and vote on his behalf. A proxy need not be a member. A form of proxy is enclosed and should be returned to the secretaries, P.O. Box 61120 00200 Nairobi, to arrive not later than 48 hours before the meeting or any adjournment thereof.

Dated this 09 Day of November 2011
P.O. Box 61120 00200
NAIROBI



IMPORTANT NOTICE

TRANS-CENTURY LIMITED

**TO: The Company Secretary,
P.O. Box 61120 - 00200
NAIROBI**

PROXY FORM

I/We
of
being a member/members of
hereby appoint
of
or failing him
of

**as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting
Of the Company to be held on 06 December 2011.**

And at any adjournment thereof.

Signed/Sealed this Day of 2011

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IMPORTANT NOTICE

NOTE: The proxy form should be completed and returned not later than 48 hours before the meeting or any adjournment thereof. In case of a Corporation, the Proxy must be executed under the Common Seal.