

---

**TRANSCENTURY LIMITED**  
(Incorporated in Kenya, Registration Number C.4/2009)

---

## **ANNOUNCEMENT**

---

The shareholders of TransCentury Limited (“the Company”) are advised that the Company intends to structure its subsidiaries into operational subgroups, namely; TC Power and TC Engineering & Contracting Divisions/Clusters) through transfer of investments to wholly owned subsidiaries of the Company in an internal reorganisation by way of share swaps (“Proposed Reorganisation”).

### **The Proposed Reorganisation**

The Board of the Company has resolved as follows:

The subsidiaries involved in the manufacture of power cables, transformers and switchgears will be consolidated into the Power Division/Cluster under TCL Power Limited (TC Power), a wholly owned subsidiary of the Company incorporated in the Republic of Mauritius.

The subsidiaries involved in the provision of mechanical engineering, civil engineering, logistics, and craning & erection services as well as distribution of industrial equipment will be consolidated into the Engineering Division/Cluster under TC Engineering and Contracting Limited (TC&EC), a wholly owned subsidiary of the Company incorporated in the Republic of Mauritius.

The Proposed Reorganisation will involve transfer of investments at book value through share swaps and hence there will be no change in the value of beneficial shareholding or the value of the Company.

The Company’s shareholders approved any reorganisation required for the attainment of these objectives in the Annual General Meeting (AGM) of the Company on 24th May 2012.

### **Reasons and benefits for the Proposed Reorganisation**

As you are aware, the Company’s key focus sectors include Power Infrastructure and Engineering with geographically diversified investment portfolio and presence in 14 countries across East, Central and Southern Africa.

Therefore, the primary purpose of this Proposed Reorganisation is to ensure efficient utilization of resources and securing of inter-company synergies by integrating the financial, technical and managerial capacity of various subsidiaries involved in similar processes. The Proposed Reorganisation is also aligned with the overall Group strategy of consolidating its core businesses and maximizing the return on investments for shareholders.

### **Impact of the Proposed Reorganisation**

The Proposed Reorganization shall constitute no change in the beneficial ownership in the Company or its value and no material costs will be incurred other than those relating to fees and charges to various Governments and regulators in the countries where the subsidiaries are situated. In Kenya, approval has been sought from the Capital Markets Authority (CMA).

### **Timeframes for completion of the transaction**

Completion of the Proposed Reorganisation is stated to be conditional upon receipt of regulatory approvals from the various Governments and regulators in the countries where the subsidiaries are situated.

The shareholders of the Company and the public are advised to exercise caution when dealing in the shares of the Company.

### **By order of the Board of Directors**

#### **DISCLAIMER:**

*This announcement is for information purposes only. It has been issued with the approval of the Capital Markets Authority pursuant to the Capital Markets (Public Offers, Listing and Disclosures) Regulations, 2002 (as amended). As a matter of policy, the Capital Markets Authority assume no responsibility for the correctness of the statements appearing in this announcement.*