

NOTICE



NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TransCentury Limited (Company) will be held at Fairmount, The Norfolk Hotel, Nairobi on Friday, 16th September, 2016 at 11.00 a.m. to conduct the following business:

AGENDA

A. ORDINARY BUSINESS

To read the notice convening the meeting and determine the presence of a quorum.

B. SPECIAL BUSINESS

To consider and if deemed fit obtain an authority from shareholders to issue and allot shares of the Company and to approve and/or ratify the following transactions about to be completed by the Company and/or its subsidiaries including all steps taken by the Directors of the Company in connection therewith by way of a special resolution:

1. Kuramo Capital Management LLC

The US\$ 20 million investment into the Company by Kuramo Capital Management LLC (Kuramo Capital), an African focused investment manager, by way of a share subscription, to assist to refinance the TC Mauritius Holdings Limited Senior Unsecured Convertible Bond (Transaction).

2. Issue and allotment and other

To authorize the Directors of the Company to:

- (i) issue and allot shares to Kuramo Capital in connection with the Transaction, subject to applicable laws and regulatory approvals. The actual number of the shares to be allotted will be determined on completion of the Transaction but will not exceed 94 million shares;
- (ii) do or procure the doing of all such acts and/or execute or procure the execution of all such documents necessary for giving full effect to Transaction;

provided that the authorities given to the Directors will expire at completion of the Transaction, being no later than one (1) year from the date of the resolution.

By Order of the Board

Company Secretary

P.O. Box 40111-00100

Nairobi

25th August 2016

NOTE:

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and such a proxy need not be a member of the Company. A form of proxy can be downloaded from our website and should be returned to the Company Secretary, P.O. Box 40111-00100 Nairobi, to arrive not later than 48 hours before the meeting or any adjournment thereof.

TO: The Company Secretary,
P.O. Box 40111-00100
NAIROBI

PROXY FORM

I

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 *16th September, 2016*

And at any adjournment thereof.

Signed/Sealed this Day of, 2016.....

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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.