

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting of the Company will be held on Thursday, 21st April 2011 at the Kenyatta International Conference Centre (KICC) Nairobi at 10.00 am to transact the following business:

ORDINARY BUSINESS

1. The Company Secretary to read the notice convening the meeting.
2. To receive, consider, and if thought fit adopt the Accounts for the year ended 30th June, 2010 together with the Directors' and Auditors' reports thereon.
3. Election of Directors:
 - a. In accordance with Article 100 of the Company's Articles of Association the Permanent Secretary Ministry of Trade retires by rotation and, being eligible, offers himself for re-election.
 - b. In accordance with Article 100 of the Company's Articles of Association Kenya Wines Agency Holding East Africa Limited retires by rotation and, being eligible, offers itself for re-election.
 - c. In accordance with Article 100A the following have been proposed for election as directors:
 - i. Mr. Mahmud Janmohamed for election as a director of the Company.
 - ii. Mr. Kungu Gatabaki for election as a director of the Company.
 - d. In accordance with Article 102 of the Company's Articles of Association Dr. Jonathan Ciano, having been appointed as additional director during the year retires and, being eligible, offers himself for re-election.
4. To confirm the Director's remuneration for the year ended 30th June 2010.
5. To note that Ernst & Young, having expressed their willingness, continue in office as auditors of the company in accordance with the provisions of section 159(2) of the Companies Act (Cap 486) and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following as a Special resolution.

"That the Articles of Association of the Company be and are hereby amended by:

 - a. Deleting Article 128 in its entirety and replacing it with the following new article:-

"Any dividend unclaimed for a period of more than seven years from the date of declaration thereof shall be forfeited and shall be paid to the Investors Compensation Fund."
 - b. Deleting Article 137 in its entirety and replacing it with the following new article:-

"Any notice or other document may be served by the Company on any member or Director either personally, or by sending it by post in a prepaid letter, or by facsimile, or through electronic mail addressed to such member or Director at his registered address appearing in the Register of members or the Company's other records, whether such address shall be within or outside Kenya or by publishing the notice, document or an abridged version of the document, in a daily newspaper with national circulation for at least two consecutive days."

- c. Deleting Article 139A in its entirety and replacing it with the following new article-
- "Where a notice or other document is sent by post it shall be deemed to have been served on the third day after the day on which it was posted, if addressed within Kenya, and on the fifth day after the day on which it was posted, if addressed outside Kenya. In proving such service, it shall be sufficient to prove that the cover containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter. Where notice is sent by facsimile or electronically, it shall be deemed to have been served at the expiration of twenty-four (24) hours after the time at which it was sent. Where notice is published in a daily newspaper, it shall be deemed to have been served on the day on which it was first published"**

By Order of the Board
Pauline Kimotho
Company Secretary

30 March 2011

NB:

A member entitled to attend and vote at this meeting is entitled to appoint a proxy who need not be a member of the company to attend and vote on his/her behalf.

To be valid, a form of proxy must be duly completed by the member and lodged with the Company Secretary at the Company's head office situated at KNTC Complex Yarrow Road, off Nanyuki Road Industrial Area Nairobi, not later than 10.00am on Tuesday, 19th April 2011, failing which it will be invalid. In the case of a body corporate the proxy must be under its common seal.