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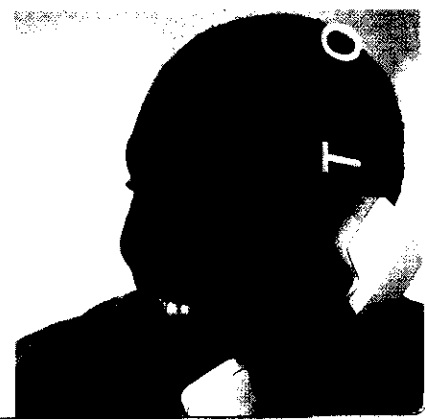
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Proxy Form

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NOTICE OF MEETING

Notice is hereby given that the 45th Annual General Meeting of the Company will be held at the French Cultural Centre, Theatre Room, Nairobi, on 13 April 1999 at 3.00 p.m. for the following purposes:

ORDINARY BUSINESS

- 1 To confirm the minutes of the 44th Annual General Meeting held on 15 April 1998.
- 2 To receive and consider the financial statements for the year ended 31 December 1998 together with the reports of the Directors and Auditors thereon.
- 3 To approve the payment of a first and final dividend of Shs 3.00 per share as recommended by the Directors.
- 4 To approve the Directors' fees for the year ended 31 December 1998.
- 5 To note that Murdoch McCrae & Smith continue in office as the Auditors by virtue of Section 159 (2) of the Companies Act (Cap. 486) and to authorise the Directors to fix their remuneration.

By order of the Board

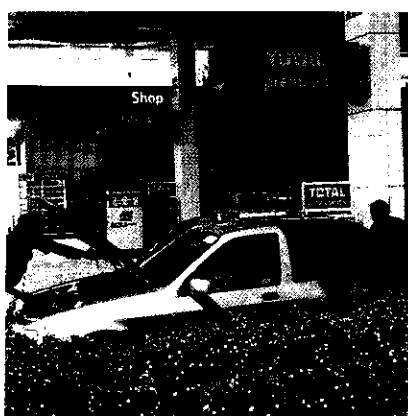
JLG Maonga
Secretary

2007/1047

P.O. Box 30736, Nairobi
22 February 1999

Note:

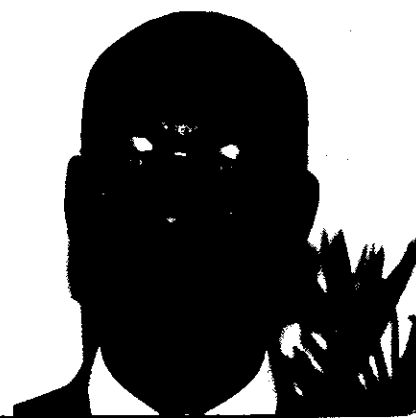
A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a Member of the Company. To be valid a form of proxy, which is provided with this report, must be duly completed by the member and must be lodged at the Registered Office of the Company, Chai House, Koinange Street, P.O. Box 30736, Nairobi, or posted in time to reach not later than 3.00 p.m. on 11 April 1999.



OFFICERS AND PROFESSIONAL ADVISERS

3

Directors	D Harel*	Chairman
	M S Nguer *	Managing (Also alternate to D Harel)
	C G Chammas*	
	H de Wendel*	
	J W Sitati	
	E Chabanne*	(Alternate to M S Nguer)
	B de Mones*	(Alternate to H de Wendel)
	K M Ikiara	(Alternate to C G Chammas)
	*French	
Secretary	J L G Maonga	
Head Office and Registered Office	Chai House Koinange Street P.O. Box 30736 Nairobi Kenya	
Auditors	Murdoch McCrae & Smith P.O. Box 40092 Nairobi Kenya	
Advocates	Robson Harris & Co. P.O. Box 30423 Nairobi Kenya	





MISSION

*The purpose of
TOTAL Kenya Limited is to
market quality petroleum products
and service its customers responsibly and
profitably in an innovative way
in order to ensure the best value for money*

BY CHIEF



Fellow shareholders, I welcome you to this 45th Annual General meeting of our company.

Our Managing Director, Mr. Momar Nguer and I mark the first anniversary of our participation with a measure of pride about our Company. I shall attempt to summarise the issues but before that, it is pertinent that I point out some factors in our business environment during the year.

The pessimism which greeted 1998 following withdrawal of confidence by the IMF and donors and the direction of national energies towards elections in the previous year, continued for most of 1998 under the weight of high interest rates and the failure of the tourism sector to recover to its former level of performance. The poor condition of Mombasa Road and the inability of the railways system to make up for the shortcomings in the movement of goods continued to put a barrier on new investment opportunities, and to generally depress demand. During the year we saw a number of banks collapse, eroding confidence in this crucial engine of economic growth.

Within our industry we faced a growing challenge from new companies that have been licenced to operate after liberalisation of the petroleum sector. Regrettably, this brought in its wake an increased risk of dumping of export products into the local market. In this connection, your company has been at the forefront with those seeking to maintain fairness for all in the market. We have joined forces with the relevant arms of government to introduce new measures to effectively curb dumping of export products and these measures are bearing fruit.

Despite this apparent gloom, the environment provided opportunities that helped our company to perform beyond expectations. Crude oil prices were significantly lower than the previous years thereby, significantly reducing the inventory component of our working capital requirement. The Kenya shilling remained fairly stable at an average of Shs 60.00 to the dollar for most of the year, rising to around Shs 61.50 towards the end of the year. Inflation was kept in check remaining below 10% for most of the year and we saw a welcome fall in lending interest rates to below 20% at the end of the year.

Internally, our staff worked as a team to sustain margins in a highly competitive market through emphasis on the quality of our services, operational efficiency, control of costs, the improvement of sales in the consumer sector and a commendable increase in sales of lubricants and LPG.

We have directed considerable effort at making our internal control systems more secure and our operations more efficient. Accordingly, a new management information system will be commissioned in the first quarter of this year. At the same time, through judicious management of our borrowings, we achieved a substantial reduction in financial costs, compared to the previous year. Credit control remains one of the major challenges of trading in this country and resources have been deployed in your company to keep it under control. Customer credit monitoring will clearly remain one of the foremost priorities of Total Kenya's management team.

On new developments, last year saw the successful launch of two new stations on Thika Road and at Sotik. A special lubricant for the reseller market was also launched and achieved immediate success.

Your board has considered the factors in our environment, the company and the future of the business. As agreed during the last Annual General Meeting, the building up of retained earnings will continue in order to reduce exposure on external borrowings. Accordingly Shs 153 million of net profits will be retained in the business. Taking that into consideration, I am pleased to propose on behalf of the board, a first and final dividend of Shs 3.00 per share on existing shares.

In 1999, we anticipate to commission a jointly owned new LPG imports facility in Mombasa and to make progress in the consolidation of our gas business, as the Number one marketer in Kenya. We will continue to improve the image of our stations and introduce new services with the development of convenience shops and other activities over the next three years. This is part of the strategy which will help your company to deal with any drop in prices and margins as competition intensifies in the market.

As I come to the close of my comments, I request that you join me in paying tribute to the management and staff who have worked very hard during the year to achieve these results. My board and I are confident that inspite of the challenges, both within the economy and our immediate environment, we have a dedicated team and a clearly focused strategy, the combination of which will contribute to the profitable development of Total Kenya's activity. We look forward to your continued support and the opportunity to reward your confidence in us.

D Harel
Chairman
Nairobi, 22 February 1999



TAARIFA YA MWENYEKITI

Wenyehisa wenzangu, nawakaribisha kwenye hiki kikao cha 45 cha Mkutano Mkuu wa Mwaka wa kampuni yetu.

Mkurugenzi wetu Mkuu Bw. Momar Nguer nami tunaadhimisha mwaka wetu wa kwanza kwa kushiriki kwetu kwa kiwango cha fahari kuhusu Kampuni yetu. Nitajitahidi kufupisha mambo ya kabla ya hapo, ni muhimu nitaje baadhi ya mambo kadhaa katika mazingara ya biashara yetu mnamo mwaka huo.

Hali mbaya iliyo ashiria mwaka 1998 kutokana na kutokwa imani na Hazina ya Kimataifa ya Fedha (IMF) na wafadhili na mwelekeo wa juhudi za kitaifa za chaguzi mwaka uliotangulia, ziliendelea katika sehemu kubwa ya mwaka 1998 chini ya uzito wa viwango vya juu vya riba na kufeli kwa sekta ya utalii kuibuka hadi kwenye viwango vyake vya hapo awali. Hali mbaya ya Barabara ya kwenda Mombasa na kushindwa kwa mfumo wa reli kufidia tatizo la ubebaji mizigo kuliendelea kuwekea vikwazo nafasi mpya za uwekaji rasilimali, na kwa jumla kupunguza mahitaji. Hapo mwakani tulishuhudia idadi ya baadhi za benki zikianguka, ikiondoa imani kwenye hiki kiini cha ukuaji uchumi.

Katika tasnia yetu tulikabiliwa na ushindani mkubwa kutoka kwa makampuni mapya yaliyo andikishwa baada ya sekta yamafuta ya petroli kuwa huria. Kwa masikitiko, matokeo yake ilikuwa ni ongezeko la hatari ya ubwagaji wa bidhaa za kusafirishwa kwenda nchi za nje humu nchini. Kwa jambo hili, kampuni yako imekuwa msitari wa mbele pamoja na wale wanaotaka kuwa na usawa wa wote kwenye soko. Tumeungana mkono na wanaohusika serikalini kuanzisha hatua mpya zitakazo kabiliana ipasavyo na ubwagaji wa bidhaa za kusafirishwa nje na jitihada hizi zinapata mafanikio.

Licha ya hali hii mbaya, mazingara yalitupa fursa zilizo saidia kampuni yetu kuwa na utendaji bora kuliko ilivyo tarajiwa. Bei za mafuta yasiosafishwa zilikuwa chini kuliko miaka iliotangulia hivyo ikipunguza kwa kiwango kikubwa orodha ya mahitaji ya mtaji wa kufanyia kazi. Shilingi ya Kenya ilibakia imara kwa takriban ya Shs. 60 kwa dola kwa sehemu kubwa ya mwaka, ikipanda hadi Shs. 61.50 kufikia mwishoni mwa mwaka. Mfumko wa gharama za maisha ulidhibitiwa na kubakia chini ya asilimia 10 kwa sehemu kubwa ya mwaka na tukashuhudia ushukaji ulioridhisha wa viwango vya ukopeshaji hadi chini ya asilimia 20 mwishoni mwa mwaka.

Ki-ndani, wafanyakazi wetu walishirikiana kikazi ili kuendeleza viwango katika soko lenye ushindani mkubwa kwa kuzingatia kwenye ubora wa huduma zetu, ufanisi wa shughuli, udhibiti wa

bei ongezeko la mauzo kwenye sekta ya wateja na ongezo la kuvutia la mauzo ya mafuta ya kulainishia na gasi ya kupikia.

Tumefanya juhudi sana ili mitindo yetu ya ndani ya udhibiti iimarike na shughuli zetu kuwa bora zaidi. Hali-kadhalika, mtindo mpya wa usimamizi wa habari utaadhimishwa kwenye roboo ya mwanzo ya mwaka. Wakati huo huo, kupitia usimamizi wa busara wa mikopo yetu, tulipata nafuu ya kutosha ya matumizi yetu, ikilinganishwa na mwaka ulio tangulia. Udhibiti mikopo bado ni makabiliano makubwa katika biashara humu nchini na jitihada zimefanywa katika kampuni yako ili kuidhibiti. Uchunguzi wa madeni ya wateja itaendelea kuwa na kipaumbele kwenye timu ya usimamizi ya Total Kenya.

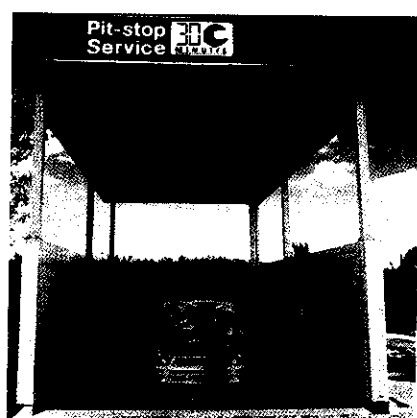
Kwenye maendeleo mapya, mwaka jana ulishuhudia kuanzishwa vituo viwili vipya kwenye Barabara ya Thika na Sotik. Oil maalum ya kulainisha iliadhimishwa na ikapata mafanio ya haraka.

Halmashauri yako imetilia maanani mambo yanayokabili mazingira yetu, kampuni na mustakabali wa biashara. Kama ilivyo kubaliwa mwaka jana wakati wa Mkutano Mkuu wa Mwaka ongezeko la mapato yatakayohifadhiwa utaendelezwa ili kupunguza hali ya kukopa toka nje. Kwa hivyo, Shs. Milioni 153 za faida iliyo hifadhiwa itabakizwa kwenye biashara. Tukitilia hayo maanani, ninafuraha kupendekeza kwa niaba ya halmashauri, mgawo wa kwanza na wa mwisho wa Shs. 3.00 kwa hisa kwenye hisa za sasa.

Mnamo mwaka 1999, tunatarajia kuanzisha kifaa cha shirika cha kuagizia gasi ya kupikia mjini Mombasa na kuendeleza uimarishaji wa biashara yetu ya gasi, ikiwa kama bidhaa ya Kwanza iuzwayo nchini Kenya. Tutaendelea kuimarisha sura ya vituo vyetu na kuanzisha huduma mpya katika kuendeleza maduka ya vifaa na shughuli nyingine katika miaka mitatu ijayo. Hii ni baadhi ya mbinu zitakazo saidia kampuni yako kukabiliana na ushukaji wowote bei na viwango huku ushindani ukizidi kwenye masoko.

Nikifikia mwisho wa maoni yangu, Ningewaomba muungane nami kuwashukuru wasimamizi na wafanyakazi ambao wamejitolea kwa bidii hapo mwakani ili kupata matokeo haya. Halmashauri yangu na mimi binafsi tuna imani kwamba licha ya mapambano ya kiuchumi na kimazingira yetu ya karibuni, tunacho kikundi kilicho jitolea nambinu dhahiri, mchanganyiko ambao utachangia sana kwenye maendeleo ya kifaida ya shughuli za Total Kenya. Tunatarajia kupata ushirikiano wako kwa kutuunga mkono na kupata nafasi ya kukuzawadia imani yako kwetu.

D Harel - Chairman
Nairobi, 22 Februari 1999



REPORT OF THE DIRECTORS

The Directors present their annual report and the audited financial statements for the year ended 31 December 1998.

ACTIVITY

The principal activity of the Company is the sale of petroleum products.

RESULTS

The results for the year ended 31 December 1998 are as follows:

	Shs '000
Profit after taxation	321,063
Retained profit brought forward	572,479
	<hr/>
	893,542
Dividend proposed (gross)	(168,000)
Transfer from revaluation surplus	6,668
	<hr/>
Retained profit carried forward	732,210
	<hr/>

DIVIDENDS

The Directors recommend a first and final dividend of Shs 3.00 (1997 - Shs 2.60) per share for the year ended 31 December 1998.

DIRECTORS

The present membership of the Board is set out on page 3.

Mr J L Harmel resigned as director on 16 April 1998 and Mr D Harel, having been approved by the Board of Directors, took over as the Chairman on the same date.

Mr M S Nguer ceased as alternate director to Mr J L Harmel on 16 April 1998 and was appointed alternate director to Mr D Harel on the same date.

Mr J W Sitati ceased as alternate director to Mr D Harel on 16 April 1998 and was appointed as director on the same date.

Mr K M Ikiara was appointed as alternate director to Mr C G Chammas on 16 April 1998.



REPORT OF THE DIRECTORS

(continued)

SECRETARY

Mr J L G Maonga was appointed as company secretary on 1 February 1999 following the resignation of Mr I O Litali.

AUDITORS

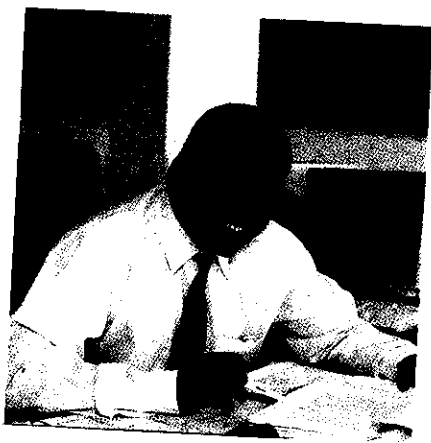
Murdoch McCrae & Smith continue in office in accordance with section 159 (2) of the Companies Act (Cap. 486)

BY ORDER OF THE BOARD

J L G Maonga

Secretary

Nairobi, 22 February 1999



REPORT OF THE AUDITORS
TO THE MEMBERS OF TOTAL KENYA LIMITED

**Murdoch
McCrae & Smith**



Certified Public Accountants (Kenya)

"Kirungii", Ring Road, Westlands

P.O. Box 40092

Nairobi, Kenya

Telephone: 254-2-441344/05-12

Facsimile: 254-2-448966

Telex: 22966

Dropping Zone Box No. 92

We have audited the financial statements on pages 10 to 18 and have obtained all the information and explanations considered necessary for our audit.

The financial statements are the responsibility of the directors. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. These standards require that we plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the directors, and evaluating the overall financial statement presentation.

In our opinion, proper books of account have been kept by the company and the financial statements, which are in agreement therewith, comply with the Companies Act and give a true and fair view of the company's state of affairs at 31 December 1998 and of its profit and cash flows for the year ended on that date.

Murdoch McCrae & Smith

Nairobi, 22 February 1999

**Deloitte Touche
Tohmatsu**

Partners:

D.M. Ndonye V.M. Allen* H. Gadhoke*

N.R. Hira S.O. Onyango J.W. Wangai

British*

PROFIT AND LOSS ACCOUNT for the year ended 31 December 1998

		1998	1997
	Note	Shs '000	Shs '000
Turnover			
Gross		14,068,135	12,728,770
Indirect taxes and duties		4,203,851	3,432,264
Net		9,864,284	9,296,506
Profit before Taxation	2	515,021	213,053
Taxation	3	193,958	83,257
Profit after Taxation		321,063	129,796
Retained Profit brought forward		572,479	582,082
		893,542	711,878
Dividend (gross)	4	(168,000)	(145,600)
Transfer from Revaluation Surplus		6,668	6,201
Retained profit carried forward	11	732,210	572,479
Earnings per Share (Shs)	5	5.73	2.32



BALANCE SHEET

31 December 1998

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	Note	1998 Shs '000	1997 Shs '000
Fixed Assets	6	981,492	773,992
Current Assets			
Inventories	7	977,162	738,855
Debtors	8	1,875,045	1,909,605
Taxation recoverable		-	23,474
Short term deposits, bank balances and cash		208,895	351,398
		3,061,102	3,023,332
Current Liabilities			
Creditors	9	1,262,385	1,074,399
Taxation payable		107,832	-
Short term loans (unsecured)		861,498	35,527
Proposed dividend (gross)		168,000	145,600
Bank overdrafts (unsecured)		570,681	1,622,663
		2,970,396	2,878,189
Net Current Assets		90,706	145,143
Total Net Assets		1,072,198	919,135
Financed by:			
Share capital	10	280,000	280,000
Reserves	11	792,198	639,135
		1,072,198	919,135

The financial statements on pages 10 to 18 were approved by the Board of Directors on 22 February 1999 and were signed on its behalf by:

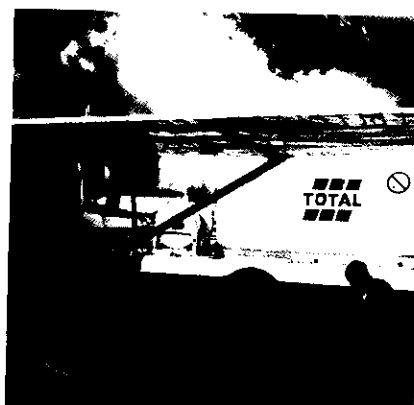
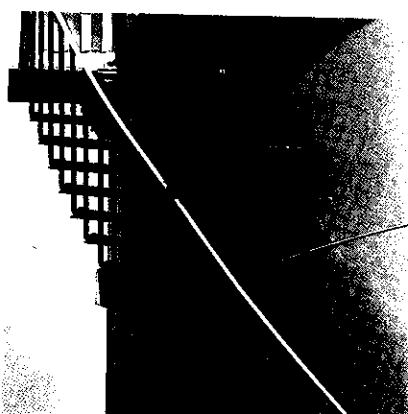
M S Nguer Directors
J W Sitati



CASH FLOW STATEMENT

for the year ended 31 December 1998

	Note	1998 Shs '000	1997 Shs '000
Net cash inflow from operating activities	12 (a)	865,580	531,252
Returns on Investments and servicing of finance			
Interest received		13,746	19,464
Interest paid		(278,219)	(317,450)
Dividends paid		(145,600)	(140,000)
Net cash outflow from returns on Investments and servicing of finance		(410,073)	(437,986)
Taxation paid		(62,652)	(109,226)
Investing activities			
Purchase of fixed assets		(312,170)	(180,669)
Proceeds on sale of fixed assets		2,823	1,135
Net cash outflow from Investing activities		(309,347)	(179,534)
Increase/(decrease) in cash and cash equivalents	12(b)	83,508	(195,494)



NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1998

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1 ACCOUNTING POLICIES

a) Basis of Accounting

The financial statements are prepared on the historical cost basis of accounting, modified to include the revaluation of certain fixed assets.

b) Turnover

Gross turnover represents amounts invoiced to customers.

c) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise purchase price and other costs incurred to bring the inventories to their present location and condition, together with refining costs as appropriate. For products refined locally, costs are allocated over the refinery output in proportion to the appropriate world market prices.

d) Fixed Assets and Depreciation

Depreciation is not provided on freehold land. Other assets are depreciated to write off the cost or valuation of the assets in equal annual instalments over their estimated useful lives.

The annual rates generally in use are:

Leasehold land	Over the period of lease
Buildings	2% - 15%
Plant, motor vehicles and other transport equipment	5%-25%
Furniture, fittings and office equipment	10%-25%

e) Taxation

Current taxation is provided on the basis of the results for the year as shown in the financial statements, adjusted in accordance with tax legislation.

Deferred taxation is accounted for using the liability method, to the extent that there is reasonable probability that the relevant timing differences will reverse in the foreseeable future.

f) Foreign Currencies

Assets and liabilities in foreign currencies are translated into Kenya Shillings at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies during the year are translated at the rates ruling at the dates of the transactions. The resulting gains or losses are dealt with in the profit and loss account.



NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1998
(continued)

2 PROFIT BEFORE TAXATION	1998	1997
	Shs '000	Shs '000
The profit before taxation is arrived at after charging:		
Directors' emoluments		
Fees	-	-
Other	8,658	3,936
	8,658	3,936
Depreciation	100,324	82,637
Auditors' remuneration	2,200	2,200
Realised exchange loss (net)	65,972	52,645
Interest payable	278,219	317,450
Loss on sale of fixed assets	1,523	-
and after crediting:		
Interest receivable	13,746	19,464
Unrealised exchange gain (net)	2,142	4,130
Profit on sale of fixed assets	-	1,084

3 TAXATION

Current Taxation:

Income tax at 32.5% (1997 - 35%)	193,958	83,257
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The taxable income is higher than the profit before taxation mainly due to excess of depreciation over capital allowances and expenditure disallowed under tax legislation.

At 31 December 1998, the potential deferred tax liability amounted to approximately Shs 22 million (1997 - Shs 25 million).

4 DIVIDEND (GROSS)	1998	1997
	Shs '000	Shs '000
First and final dividend of Shs 3.00 (1997 - Shs 2.60) per share	168,000	145,600

5 EARNINGS PER SHARE

Earnings per share are calculated on the profit after taxation of Shs 321,063,000 (1997 - Shs 129,796,000) and 56,000,000 issued shares.



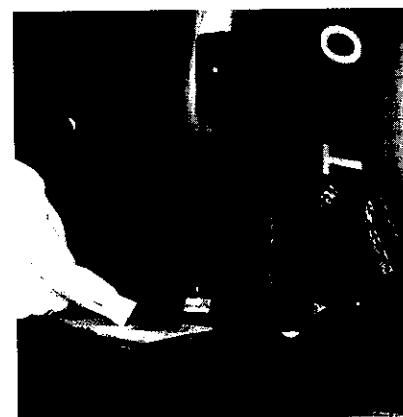
NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1998
(continued)

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6 FIXED ASSETS

	Land and buildings Shs '000	Plant, motor vehicle and other equipment Shs '000	Furniture fittings and office equipment Shs '000	Total Shs '000
Cost or valuation				
1 January 1998	372,347	675,060	95,069	1,142,476
Additions	180,272	94,596	37,302	312,170
Disposals	-	(8,017)	(922)	(8,939)
31 December 1998	552,619	761,639	131,449	1,445,707
Analysed as:				
At cost	458,411	663,755	127,220	1,249,386
At valuation - 1986	94,208	97,884	4,229	196,321
	552,619	761,639	131,449	1,445,707
Depreciation				
1 January 1998	55,493	271,348	41,643	368,484
Charge for the year	16,761	78,344	5,219	100,324
Disposals	-	(3,694)	(899)	(4,593)
31 December 1998	72,254	345,998	45,963	464,215
Net Book Value				
31 December 1998	480,365	415,641	85,486	981,492
31 December 1997	316,854	403,712	53,426	773,992
Included in fixed assets is capital work in progress amounting to Shs 100,000 (1997 - Shs 53,770,000).				
Land and buildings comprise:	Shs '000			
Freehold properties	44,570			
Long leasehold properties	258,457			
Short leasehold properties	177,338			
	480,365			



NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 1998
(continued)

7 INVENTORIES

	1998	1997
	Shs '000	Shs '000
Raw materials	7,687	-
Refined products	763,255	512,656
Consumables	206,220	226,199
	977,162	738,855

8 DEBTORS

Trade debtors	1,187,711	1,576,923
Due from related companies	183,127	62,143
Other debtors	504,207	270,539
	1,875,045	1,909,605

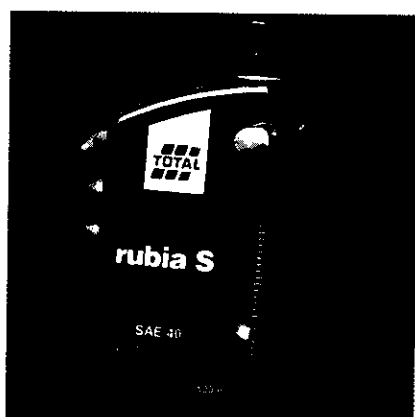
9 CREDITORS

Trade creditors	642,717	706,482
Due to holding company	60,760	42,036
Due to related company	162,516	48,198
Other creditors	396,392	277,683
	1,262,385	1,074,399

10 SHARE CAPITAL

Authorised, issued and fully paid:

54,800,000 ordinary shares of Shs 5 each	274,000	274,000
1,200,000 class 'A' ordinary shares of Shs 5 each	6,000	6,000
	280,000	280,000



NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1998
(continued)

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11 RESERVES

	Share Premium Shs '000	Revaluation Surplus Shs '000	Total non- distributable Reserves Shs '000	Retained Profit Shs '000	Total Reserves Shs '000
1 January 1998	30,487	36,169	66,656	572,479	639,135
Transfer	-	(6,668)	(6,668)	6,668	-
Retained profit for the year	-	-	-	153,063	153,063
31 December 1998	30,487	29,501	59,988	732,210	792,198

The transfer from revaluation surplus to retained profit represents the excess depreciation charged as a result of revaluation of fixed assets.

12 a) RECONCILIATION OF PROFIT BEFORE TAXATION TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	1998 Shs '000	1997 Shs '000
Profit before taxation	515,021	213,053
Depreciation	100,324	82,637
Loss/(profit) on sale of fixed assets	1,523	(1,084)
Interest income	(13,746)	(19,464)
Interest expense	278,219	317,450
(Increase)/decrease in inventories	(238,307)	14,127
Decrease in debtors	34,560	96,083
Increase/(decrease) in creditors	187,986	(171,550)
Net cash inflow from operating activities	865,580	531,252



NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 1998

(continued)

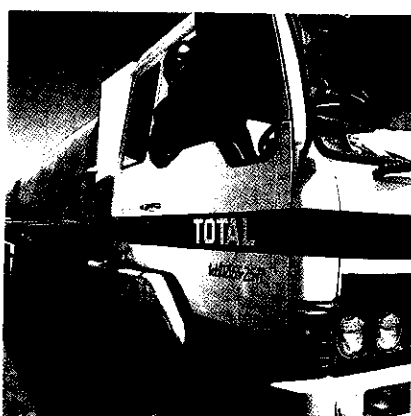
12 b) ANALYSIS OF INCREASE IN CASH AND CASH EQUIVALENTS	1998	1997	Change in the year
	Shs '000	Shs '000	
Short term deposits, bank balances and cash	208,895	351,398	(142,503)
Short term loans	(861,498)	(35,527)	(825,971)
Bank overdrafts	(570,681)	(1,622,663)	1,051,982
Increase in Cash and Cash Equivalents			83,508

For the purposes of the cash flow statement, cash equivalents include short term liquid investments which are readily convertible into known amounts of cash and which were within three months of maturity when acquired, less short term loans repayable within three months from the date of disbursement.

13 CAPITAL COMMITMENTS	1998	1997
	Shs '000	Shs '000
Capital commitments at year end for which no provision has been made in these financial statements:		
Contracted	232,922	236,130

14 CONTINGENT LIABILITIES

Guarantees and bonds in the ordinary course of business	402,080	361,600
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PROXY FORM

The Secretary

Total Kenya Limited

P.O. Box 30736

NAIROBI

I / We _____ of address _____

being a member/members of Total Kenya Limited hereby appoint _____
_____ of address _____

whom failing _____ of address _____

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of
the Company to be held on 13 April 1999 at the French Cultural Centre, Theatre Room,
Nairobi and at any adjournment thereof.

Signed _____

this _____ day of _____ 1999.

Notes:

1. This proxy is to be delivered to the Company's registered office not later than 3.00pm on 11 April 1999 failing which it will be invalid.
2. In case of a Corporation, the proxy must be executed under its Common Seal.

