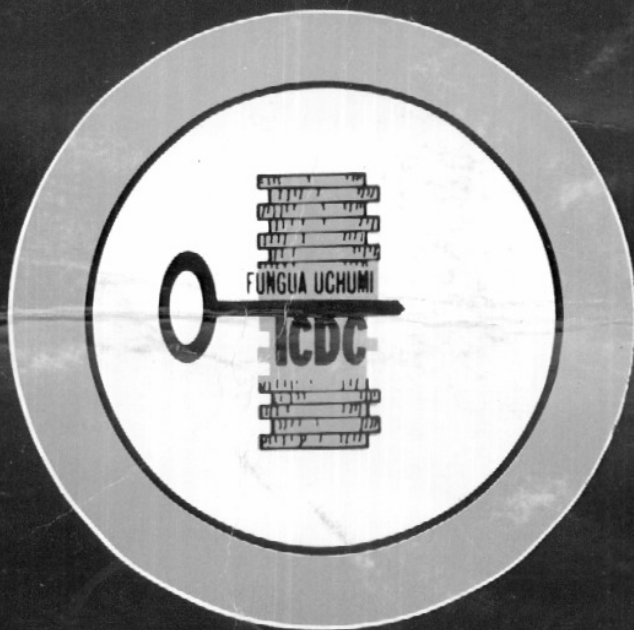


ICDC INVESTMENT CO. LTD



**ANNUAL REPORT
& ACCOUNTS
1988 – 1989**

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ICDC INVESTMENT COMPANY LIMITED

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ICDC INVESTMENT COMPANY LIMITED

DIRECTORS:

INDUSTRIAL AND COMMERCIAL
DEVELOPMENT CORPORATION (CHAIRMAN AND
MANAGING DIRECTOR)
HON. F. M. THUO, M.P.
MR. S. O. AYODO, E.G.H.
THE PERMANENT SECRETARY, MINISTRY OF COMMERCE
MR. J. KERAGORI
MRS. MARGARET MWANGOLA

SECRETARIES AND REGISTERED OFFICE:

ICDC MANAGEMENT SERVICES DEVISION
Uchumi House,
P.O. Box 45519,
NAIROBI.

BANKERS:

NATIONAL BANK OF KENYA LIMITED
National Bank Building,
Harambee Avenue,
P.O. Box 41862,
NAIROBI.

AUDITORS:

MESSRS. NYAGA ASSOCIATES AND COMPANY
Development House,
P.O. Box 41868,
NAIROBI.

BROKERS:

FRANCIS THUO AND PARTNERS LIMITED
International House,
P.O. Box 46524,
NAIROBI.

ADVOCATES:

MESSRS. NDUNG'U NJORGE AND KWACH
Bruce House
P.O. BOX 41546
NAIROBI

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BOARD OF DIERECTORS



Mr. J.P.N. Simba (Chairman and Managing Director)



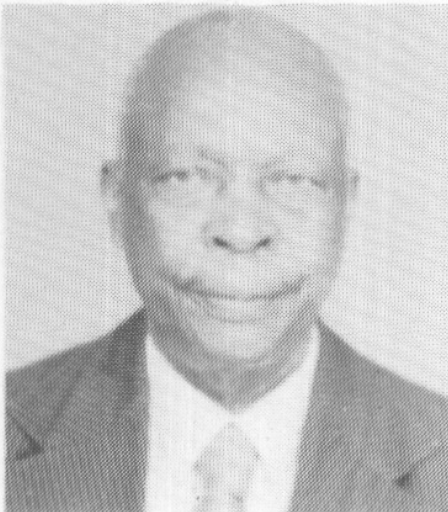
Hon. F. M. Thuo, M.P.



Mr. S. O. Ayodo, E.G.H.



Mrs. Margaret W. Githinji
(Permanent Secretary, Ministry of Commerce)



Mr. J. Keragori



Mrs. Margaret Mwangola

ICDC INVESTMENT COMPANY LIMITED

TO ALL SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the company will be held on Saturday the 16th December, 1989 at the Amphitheatre of Kenyatta International Conference Centre, Nairobi at 11.00 a.m. for the purpose of transacting the following business.

ORDINARY BUSINESS

1. The Secretary to read the notice convening the meeting.
2. To confirm the minutes of the 21st Annual General Meeting held on Saturday the 3rd December, 1988.
3. To receive and consider the Audited Accounts for the financial year ended 30th June, 1989 together with the Directors and Auditors reports thereon.
4. To confirm the payment of the interim dividend of cents 75 per share and declare a final dividend of shilling 1.00 per share in respect of the year ended 30th June, 1989.
5. To approve the amount and payment of directors fees for the year ended 30th June, 1989.
6. To elect Directors in accordance with the company's Articles of Association.
7. To authorise the Directors to fix the remuneration of the Auditors for the year ended 30th June, 1989.
8. To transact ANY OTHER ORDINARY BUSINESS.

BY ORDER OF THE BOARD
ICDC MANAGEMENT SERVICES DIVISION — SECRETARIES

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.

ICDC INVESTMENT COMPANY LIMITED

CHAIRMAN'S STATEMENT FOR THE YEAR ENDED 30TH JUNE, 1989

RESULTS

The company made a net profit of Shs21.6 million for the year ended 30th June, 1989. Although lower than the previous year's profit of Shs29.6 million, I still consider this a good result under the circumstances that prevailed during the year. The decline in profits was largely due to a decline in dividend income in particular where this area alone registered a decline of Shs4.7 million (14.6%). Besides the decline in income, there was an increase in finance charges during the year due to recent borrowing from the National Bank of Kenya for the Uhuru Highway Plot. Performance so far however does indicate that these results should be better in the current year.

DIVIDENDS

As indicated in previous reports, the company's dividend policy has been to maintain a stable payout. The Board therefore had declared an interim dividend of cents 75 (15%) and is currently recommending a final dividend of Shs1.00 (20%) making a total dividend of Shs1.75 (35%) for the year.

INVESTMENTS

The company presently is concentrating the bulk of its funds to the development of Uhuru Highway Plot. This however being a long term asset for the company, which may not yield high returns immediately must be backed with other more immediate income generating investments. Despite little funds that were available for such other investments, the company still invested Shs3.6 million in new investments, mainly through the Nairobi Stock Exchange. This double prong approach to investments would be continued and enhanced to ensure that shareholder's return from the company is maintained if not increased even to higher levels.

RIGHTS ISSUE

As you may recollect, on 28th August 1989, at the Extra-Ordinary General meeting of the company, you approved the increase of the company's Share Capital from Shs30 million to Shs100 million and also approved the issue of Shs45 million of that increase in form of a 3:2 Rights Issue. I would like to thank the shareholders for the great support that they have given to this issue and I am glad to report that the issue had a 56% success. The company considers this result quite good given the size of the issue, the time that the shareholders were given within which to take their rights, and the prevailing liquidity accessible to them. As you most likely have now noted, the company's short period was dictated by other impending share issues that were coming into the market and we had to tap those funds before those other shares were floated in the market. The balance of 44% of untaken rights will be taken up by the Underwriters to the Issue. ICDC's intention as the largest shareholder is to maintain its previous holding of 19%.

UHURU HIGHWAY DEVELOPMENT

With the recently concluded Rights Issue, arrangements are under way to finalise the financial package for the project following which construction will start and proceed at full speed.

FUTURE PROSPECTS

The Board of Directors intends to take every available opportunity to expand the earning base of the company. This is, by no means, a mean task but the base having been set already (as is seen by accumulated reserves of over Shs100 million) is considered an achievable objective.

I as your Chairman therefore, have every confidence that your company will remain a leader in the market both incomewise and in dividend yields. Your demonstrated support over the years and in recent months through injection of additional share capital will definitely be taken advantage of to yield the desired results.

ACKNOWLEDGEMENT

Finally, I would like to conclude my remarks by recording my sincere gratitude and appreciation to the many people who made it possible for us to achieve the good results recorded during the year. I particularly single out my colleagues on the Board and ICDC Management and staff for an efficient management of the company.



J.P.N. SIMBA
CHAIRMAN

OCTOBER, 1989

ICDC INVESTMENT COMPANY LIMITED

REPORT OF THE DIRECTORS TO THE MEMBERS

The directors have pleasure in submitting their report and the audited accounts for the year ended 30th June, 1989.

RESULTS

	Shs.	Shs.
The net profit for the year is		21,587,405.65
To which is added retained profit	73,904,289.85	
Adjustments in respect of previous years	<u>(832,901.60)</u>	
		<u>73,071,388.25</u>
Resulting in profit available for distribution		94,658,793.90

DIRECTORS RECOMMEND

(a) Interim Dividend of 75 cents per share	4,500,000.00	
(b) Final Dividend of Shs. 1.00 per share	<u>6,000,000.00</u>	
		<u>10,500,000.00</u>
Leaving Profit Retained to be carried forward of		<u><u>84,158,793.90</u></u>

DIVIDENDS

Your Directors have declared an interim dividend of 15%. The meeting will be asked to confirm this distribution and approve the Board's recommendation of a final dividend of 20%.

DIRECTORATE

Under the terms of the Articles of Association, Mr. C.W. Rubia, E.B.S. E.G.H. and Mr. J. Keragori are retiring.

AUDITORS

The Auditors, Messrs Nyaga Associates & Co. will continue in office in accordance with provision of Section 159 (2) of the Companies Act. (Cap. 486).

BY ORDER OF THE BOARD
ICDC MANAGEMENT SERVICES DIVISION — SECRETARIES.

I.C.D.C. INVESTMENT COMPANY LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS

The accounts set out on pages 9 to 10 are in agreement with the books which in our opinion have been properly kept. We obtained the information and explanations we required.

In our opinion the accounts read in conjunction with the notes on page 11 to 13 comply with the Companies Act (Cap 486) and give a true and fair view of the state of affairs as at 30th June, 1989 and the profit of the company for the year ended on that date.

NYAGA ASSOCIATES & CO.
CERTIFIED PUBLIC ACCOUNTANTS OF KENYA
DEVELOPMENT HOUSE
P.O. BOX 41868
NAIROBI.

OCTOBER, 1989.

I.C.D.C. INVESTMENT COMPANY LIMITED

BALANCE SHEET AS AT 30TH JUNE, 1989

	NOTES	1989 Shs.	1988 Shs.
ASSETS EMPLOYED			
Leasehold premises	5	45,527,143.40	27,784,050.55
Investments	6	92,511,194.40	88,939,200.45
Net Current Assets	7	6,832,818.15	12,913,400.90
		<u>144,871,155.95</u>	<u>129,616,651.90</u>
FINANCED BY:			
Share Capital	8	30,000,000.00	30,000,000.00
Share Premium		20,712,362.05	20,712,362.05
Unappropriated Profits		84,158,793.90	73,904,289.85
		<u>134,871,155.95</u>	<u>124,616,651.90</u>
Shareholders Funds		134,871,155.95	124,616,651.90
Loans	9	10,000,000.00	5,000,000.00
		<u>144,871,155.95</u>	<u>129,616,651.90</u>

J. P. N. SIMBA — DIRECTOR,

HON. F. M. THUO, M.P. — DIRECTOR.

I.C.D.C. INVESTMENT COMPANY LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE, 1989

	NOTES	1989 Shs.	1988 Shs.
DIVIDENDS, RENT AND INTEREST		<u>28,336,035.05</u>	<u>33,184,465.65</u>
NET PROFIT FOR THE YEAR	3	21,587,405.65	29,201,138.65
Extra-Ordinary items	10	—	414,464.40
		<u>21,587,405.65</u>	<u>29,615,603.05</u>
Accumulated profit brought forward		73,904,289.85	59,041,474.80
Adjustments in respect of prior years		(832,901.60)	(26,950.30)
Provision for loss on investments		—	(2,922,834.75)
Underprovision of tax in prior years		—	(1,312,585.45)
		<u>73,071,388.25</u>	<u>54,779,124.30</u>
PROFIT AVAILABLE FOR DISTRIBUTION		<u>94,658,793.90</u>	<u>84,394,727.35</u>
DIVIDENDS PAID AND PROPOSED			
Interim paid 15% (1988-15%)		4,500,000.00	4,490,437.50
Proposed Final 20% (1988-20%)		6,000,000.00	6,000,000.00
		<u>10,500,000.00</u>	<u>10,490,437.50</u>
UNAPPROPRIATED PROFIT TO DATE		Shs. <u>84,158,793.90</u>	<u>73,904,289.85</u>
EARNINGS PER SHARE	4	CENTS 360	487

I.C.D.C. INVESTMENT COMPANY LIMITED

NOTES TO THE ACCOUNTS AS AT 30TH JUNE, 1989

1. ACCOUNTING POLICIES

The accounting policies adopted by the company conform with the generally accepted policies. The more significant of these are summarised below.

1.1 Basis of Accounting

The company prepares its accounts on historical cost basis.

1.2 Fixed Assets

Leasehold premises are amortised by equal instalments over the remaining term of lease.

1.3 Dividends

Only dividends received or declared and receivable are included in the income for the year.

2. INVESTMENT

INCOME

	1989 Shs.	1988 Shs.
Investment income (gross)		
Quoted	691,247.20	366,930.75
Unquoted	26,717,768.00	31,798,807.90
	<u>27,409,015.20</u>	<u>32,165,738.65</u>

I.C.D.C. INVESTMENT COMPANY LIMITED

NOTES TO THE ACCOUNTS AS AT 30TH JUNE, 1989

3. NET PROFIT FOR THE YEAR

	1989 Shs.	1988 Shs.
Stated after charging:		
Auditors' remuneration	50,000.00	30,000.00
Lease amortisation	10,608.85	10,608.85
Management fees	1,500,000.00	1,536,902.05
Directors emoluments:		
As directors	240,521.40	242,245.80
As Management	—	—
Interest on short term and and long term loans	1,955,724.90	335,586.70
And including:		
Investment income	<u>27,409,015.20</u>	<u>32,165,738.65</u>

4. EARNINGS

	1989 Shs.	1988 Shs.
The calculation of earnings per share is based on the following:		
Net profit for the year before extraordinary items	Shs. 21,587,405.65	29,201,138.65
Shares in issue at the Balance sheet date	<u>6,000,000</u>	<u>6,000,000</u>

5. FIXED ASSETS

	COST	AMORTISATION	1989 NET	1988 NET
	Shs.	Shs.	Shs.	Shs.
Leasehold premises:				
Consulate Chambers	718,750.00	180,350.45	538,399.55	549,008.40
Uhuru Highway plot:				
Preliminary				
—Construction				
Costs	21,854,040.70	—	21,854,040.70	4,080,339.00
—Cost of plot	23,134,703.15	—	23,134,703.15	23,134,703.15
	<u>45,707,493.85</u>	<u>180,350.45</u>	<u>45,527,143.30</u>	<u>27,764,050.55</u>

I.C.D.C. INVESTMENT COMPANY LIMITED

NOTES TO THE ACCOUNTS AS AT 30TH JUNE, 1989

6. INVESTMENTS

	1989 Shs.	1988 Shs.
Quoted at cost	6,147,530.15	5,464,873.55
Unquoted at cost (less provision for possible losses)	84,363,664.25	83,474,326.90
	<u>90,511,194.40</u>	<u>88,939,200.45</u>
Term loans — Tiger Shoe Co. Ltd 16% p.a.	2,000,000.00	—
	<u>92,511,194.40</u>	<u>88,939,200.45</u>

The market value of the quoted investments is based on the middle market price of the Nairobi Stock Exchange as at 30th June, 1989. This was Shs. 10,759,282.05 (1988 — Shs. 7,378,811.75). Unquoted investments were valued by the Directors on 30th June, 1989 at Shs. 284,119,532.15 (1988 Shs. 241,815,671.65). During the year the company advanced Shs. 2 million 16% p.a. term loan to its subsidiary company, Tiger Shoe Company Limited.

7. NET CURRENT ASSETS

CURRENT ASSETS	1989 Shs.	1988 Shs.
Debtors and pre-payments (net)	27,907,932.75	36,134,704.45
Bank Balances	12,162,432.85	8,143,129.30
	<u>40,070,365.60</u>	<u>44,277,833.75</u>
 CURRENT LIABILITIES		
Bank overdraft	10,702,768.25	6,473,240.15
Industrial and Commercial Development Corporation	877,102.90	1,053,798.75
Creditors and accruals	11,157,676.30	10,047,561.30
Dividends payable	10,500,000.00	6,000,000.00
Uchumi Supermarkets Ltd. Shs. 7.5 million	—	7,789,832.65
Short term loan	—	—
	<u>33,237,547.45</u>	<u>31,364,432.85</u>
 NET CURRENT ASSETS	<u>6,832,818.15</u>	<u>12,913,400.90</u>

I.C.D.C. INVESTMENT COMPANY LIMITED
NOTES TO THE ACCOUNTS AS AT 30TH JUNE, 1989

8. SHARE CAPITAL

	1989 Shs.	1988 Shs.
Authorised:		
6,000,000 ordinary shares of Shs. 5.00 each	<u>30,000,000.00</u>	<u>30,000,000.00</u>
Issued and Fully Paid:		
6,000,000 (1988 — 6,000,000) Ordinary shares of Shs. 5.00 each	<u>30,000,000.00</u>	<u>30,000,000.00</u>

9. LOANS

	1989 Shs.	1988 Shs.
15% National Bank of Kenya	<u>10,000,000.00</u>	<u>5,000,000.00</u>

10. EXTRA-ORDINARY ITEMS

	1989 Shs.	1988 Shs.
Gain on disposal of investments	—	414,464.40

11. CAPITAL COMMITMENTS

There were no capital commitments at the Balance Sheet date.

12. CONTINGENT LIABILITIES

There were no contingent liabilities as at the Balance Sheet date.

13. MANAGEMENT FEES

Management fee is payable to ICDC and is agreed at the greater of Shs. 1,500,000 or 6% of the net profit for the year before charging the fees.

I.C.D.C. INVESTMENT COMPANY LIMITED**STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE
YEAR ENDED 30TH JUNE, 1989**

SOURCE OF FUNDS	1989 Shs.	1988 Shs.
Profit for the year before tax	21,587,405.65	29,201,138.65
Extra-Ordinary gain	—	414,464.40
	<u>21,587,405.65</u>	<u>29,615,603.05</u>
ADJUSTMENT FOR ITEMS NOT INVOLVING THE MOVEMENT OF FUNDS		
Gain on disposal of investments	—	(414,464.40)
Lease amortisation	10,608.85	10,608.85
Adjustment for overprovision of share premium in previous years	—	(1,118.75)
Prior year adjustments	(832,901.60)	(26,950.30)
	<u>20,765,112.90</u>	<u>29,183,678.45</u>
FUNDS FROM OTHER SOURCES		
Disposal of investments	—	414,464.40
Issue of shares at a premium	—	239,062.50
National Bank of Kenya Loan	10,000,000.00	5,000,000.00
TOTAL INFLOW OF FUNDS	<u>30,765,112.90</u>	<u>34,837,205.35</u>
APPLICATION OF FUNDS		
Purchase of investments	3,571,993.95	11,195,452.80
Purchase of Uhuru Highway Plot	—	23,134,703.15
Preliminary expenses of House construction-Uhuru Highway Plot	17,773,701.70	4,080,339.00
Dividend paid	6,000,000.00	10,490,437.50
Under provision of tax in prior years	—	1,312,565.45
Loan repayment	5,000,000.00	500,000.00
TOTAL OUTFLOW OF FUNDS	<u>(32,345,695.65)</u>	<u>50,713,497.90</u>
NET INFLOW/ (OUTFLOW) OF FUNDS	<u>(1,580,582.75)</u>	<u>(15,876,292.55)</u>
REPRESENTED BY:		
Increase (Decrease) in debtors	(8,226,771.70)	11,113,519.40
Decrease (Increase) in creditors	(933,419.15)	513,015.65
Increase (Decrease) in bank balances	4,019,303.55	(13,239,754.80)
Decrease (Increase) in short term loans	7,789,832.65	(7,789,832.65)
Decrease (Increase) in bank overdraft	(4,229,528.10)	(6,473,240.15)
NET MOVEMENT IN WORKING CAPITAL	<u>(1,580,582.75)</u>	<u>(15,876,292.55)</u>

ICDC INVESTMENT COMPANY LIMITED

INVESTMENTS AS AT 30TH JUNE, 1989

QUOTED INVESTMENTS	UNITS	1989 COSTS Shs.	UNITS	1988 COSTS Shs.
Barclays Bank of Kenya Limited	1,200	24,450.00	1,000	16,000.00
Brooke Bond Liebig (K) Limited	3,140	32,203.00	3,140	32,203.00
Car and General (K) Limited	243,322	589,575.90	182,492	589,575.90
Consolidated Holdings Limited	117,252	366,963.70	117,252	366,963.70
Credit Finance Corporation Limited	4,800	10,000.00	4,800	10,000.00
Diamond Trust of Kenya Limited	18,969	426,043.80	14,636	298,815.00
East African Bag and Cordage Limited (In Receivership)	100,133	525,728.75	100,133	525,728.75
Kenya Breweries Limited	93,897	1,636,371.10	93,897	1,636,371.10
East African Cables Limited	22,500	57,754.00	10,000	57,754.00
East African Packing Industries Limited	10,750	57,781.25	10,750	57,781.25
East African Portland Cement Limited	8,000	89,840.30	8,000	89,840.30
Elliot's Bakeries Limited	10,000	15,000.00	10,080	15,000.00
Kenya Power and Lighting Company Limited	938	24,406.70	938	24,406.70
Kenya Finance Corporation Limited	30,000	390,000.00	30,000	390,000.00
National Industrial Credit Limited	8,436	42,732.85	8,436	42,732.85
Nation Printers and Publishers Limited	4,698	18,800.00	4,698	18,800.00
Sasini Tea and Coffee Limited	56,000	1,787,397.00	40,000	1,292,901.00
Kenya National Mills Limited	4,788	52,481.80	—	—
		<u>6,147,530.15</u>		<u>5,464,873.55</u>

UNQUOTED INVESTMENTS

African Retail Traders (K) Limited	1,172,600	2,622,081.50	1,146,600	1,779,581.50
Ceramic Industries (E.A.) Limited (In Receivership)	631,600	3,657,011.00	631,600	3,657,011.00
Chloride Exide (K) Limited	41,157	1,899,990.00	41,157	1,899,990.00
East African Industries Limited	1,938,857	20,319,230.00	1,731,106	20,319,230.00
Eslon Plastics of Kenya Limited	87,937	134,000.00	87,937	134,000.00
Kenya Taitex Mills Limited	220,000	4,400,000.00	220,000	4,400,000.00
Kenya Wine Agencies Limited	4,070,856	8,105,285.00	4,070,856	8,105,285.00
Kisii Bottlers Limited	100,000	2,000,000.00	100,000	2,000,000.00
Minet ICDC Insurance Brokers Limited	19,164	3,302,921.50	19,164	3,302,921.50
Mount Kenya Bottlers Limited	267,024	5,340,480.00	267,024	5,340,480.00
Nairobi Bottlers Limited	1,150,000	11,500,000.00	1,150,000	11,500,000.00
Nas Airport Services Limited	53,600	1,010,025.00	53,600	1,010,025.00
Raymond Woollen Mills Limited	15,000	100,000.00	11,250	100,000.00
Rift Valley Bottlers Limited	89,547	1,660,965.00	88,212	1,614,240.00
Salt Manufacturers Kenya Limited	52,500	1,050,000.00	52,500	1,050,000.00
Uchumi Supermarkets Limited	300,000	2,000,000.00	100,000	2,000,000.00
Seracoatings Limited	59,578¼	1,191,565.00	59,578¼	1,191,565.00
Eveready Batteries (K) Limited	876	4,030,400.00	876	4,030,400.00
East African Fine Spinners Limited	205,000	6,150,000.00	205,000	6,150,000.00
Tiger Shoe Company Limited	208,334	9,264,015.00	208,329	9,263,902.65
		<u>89,737,969.00</u>		<u>88,848,631.65</u>

TERM LOANS

Tiger Shoe Company Limited — 16% per annum	2,000,000.00	—
TOTAL INVESTMENTS (GROSS)	<u><u>97,885,499.15</u></u>	<u><u>94,313,505.20</u></u>

ICDC INVESTMENT COMPANY LIMITED

TEN YEARS FINANCIAL REVIEW (EXPRESSED IN SHS'000)

RESULTS	1989	1988	1987	1986	1985	1984	1983	1982	1981	1980
Revenue (gross)	28,336	33,184	32,279	22,378	20,367	19,957	8,874	8,814	12,726	9,872
Net Profit after taxation	21,587	29,615	31,021	20,037	18,190	17,893	7,585	7,294	10,879	7,115
Undistributed Profit brought forward	73,071	54,779	41,809	30,877	22,092	18,141	14,988	13,780	8,324	6,409
	94,858	84,394	72,830	50,914	40,282	36,034	23,573	21,074	19,203	13,584
Dividends Paid and Proposed	10,500	10,490	10,477	9,313	9,313	5,544	5,544	5,543	5,543	5,543
Profit Capitalised	—	—	3,310	—	—	4,435	—	—	—	—
	10,500	10,490	13,787	9,313	9,313	13,748	5,544	5,543	5,543	5,543
Unappropriated Profits	84,158	73,904	59,043	41,601	30,969	22,286	18,029	15,530	13,660	8,041
ASSETS EMPLOYED										
Leasehold Premises	45,527	27,784	560	570	581	591	602	612	623	634
Investments	92,511	88,939	80,866	64,137	62,921	62,921	62,921	62,111	61,274	59,274
Net Current Assets (Liabilities)	6,833	12,913	28,790	25,521	17,094	9,401	2,198	(502)	1,854	(675)
	144,871	129,616	110,016	90,228	80,596	72,913	65,721	62,222	64,052	59,233
FINANCED BY:										
Share Capital	30,000	30,000	29,936	26,610	26,610	26,610	22,175	22,175	22,175	22,175
Reserves	104,871	94,616	79,580	62,118	51,486	42,803	38,546	36,047	34,177	28,558
Shareholders' Fund	134,871	124,616	109,516	88,728	78,096	69,413	60,721	58,222	56,352	50,733
Loan Capital	10,000	5,000	500	1,500	2,500	3,500	5,000	4,000	7,700	8,500
	144,871	129,616	110,016	90,228	80,596	72,913	65,721	62,222	64,052	59,233
RATIOS	EXPRESSED IN SHS. PER SHARE									
Earnings per share	3.60	4.87	4.86	3.76	3.41	3.36	1.71	1.64	2.45	1.8
Dividend per share	1.75	1.75	1.75	1.75	1.75	1.75	1.25	1.25	1.25	1.25

ICDC INVESTMENT COMPANY LIMITED

MINUTES OF THE 21ST MEMBERS' ANNUAL GENERAL MEETING HELD ON SATURDAY 3RD DECEMBER, 1988 IN NAIROBI IN THE AMPHITHEATRE OF KENYATTA INTERNATIONAL CONFERENCE CENTRE AT 11.00 A.M.

DIRECTORS PRESENT:

Mr. C.W. Rubia, E.G.H.	— Chairman
Mr J.P.N. Simba	— Managing
Mrs. M. Mwangola	

APOLOGIES FROM:

Hon. F.M. Thuo, M.P.

MEMBERS PRESENT:

In person	— 222
By Proxy	— 161

IN ATTENDANCE:

Mr. D. T. Nyaga	— Representing M/S Nyaga Associates & Company
Mrs N. Ngigi	
Mr S. N. Warungi	— Representing the Secretaries

The Chairman opened the meeting by welcoming the Shareholders to the 21st Annual General Meeting.

MIN. 1/AGM/88 — CONSTITUTION OF THE MEETING

The Secretary read the notice convening the meeting and subsequently informed the Chairman that those members present and those members present by proxy constituted a quorum. He then declared the meeting open.

MIN. 2/AGM/88 — CONFIRMATION OF THE MINUTES

The minutes of the 20th Annual General Meeting which had been previously circulated were taken as read and on a proposal by Mr D. Mutangili and seconded by Mr Edward Kiarie, it was unanimously RESOLVED that the minutes be and are hereby confirmed as a correct record of the proceedings thereat and were thereupon signed by the Chairman.

MIN. 3/AGM/88 — REPORT OF DIRECTORS AND THE AUDITED ACCOUNTS FOR THE YEAR ENDED 30TH JUNE, 1988

The Directors' report and the audited accounts for the financial year ended 30th June, 1988 together with the Auditors' report thereon which had been previously circulated were noted and considered. On a proposal by Mr. B. Gituiku and seconded by Mr. Joseph G. Kisia, it was unanimously RESOLVED that the Directors' report and the audited accounts together with the auditors' report thereon for the year ended 30th June, 1988 be and are hereby adopted.

MIN. 4/AGM/88 — DIVIDENDS

On a proposal by Mr. Bernard Gitahi and seconded by Mr Muriithi Kabugi, it was unanimously RESOLVED that the payment of an interim dividend of 75 cents (15%) be and is hereby confirmed. And on a proposal by Mr Francis Mwema and seconded by Mr J. Mutangili, it was unanimously RESOLVED that a final dividend of KShs. 1.00 (20%) be and is hereby declared for payment.

MIN. 5/AGM/88 — DIRECTORS' FEES

On a proposal by Mr J. G. Kisia and seconded by Mr. J. M. Karuri, it was unanimously RESOLVED that the Directors' fees as shown in the accounts for the financial year ended 30th June, 1988 be and are hereby approved.

MIN. 6/AGM/88 — ELECTION OF DIRECTORS

On a proposal by Mr Francis Mwema and seconded by Margaret Waithira, it was unanimously RESOLVED that Hon. F. M. Thuo, M.P. be and is hereby re-elected a Director of the Company. Further, the Chairman moved that ICDC be re-elected a Director of the company and on secondment by Mr. Mutangili, it was unanimously carried. And finally, on a proposal by Mr. Njihigu Mbugua, it was unanimously RESOLVED that the permanent Secretary for Ministry of Commerce be and is hereby re-elected a Director of the Company.

MIN. 7/AGM/88 –AUDITORS REMUNERATION

On a proposal by Mr S. N. Okova and seconded by Mr E. A. Maina, it was subsequently RESOLVED that the Directors be and are hereby authorised to fix Auditors remuneration for the financial year ended 30th June, 1988.

MIN. 8/AGM/88 – ANY OTHER ORDINARY BUSINESS

Mr. C. W. Rubia, E.G.H. – Chairman

The chairman reiterated what he had told the members in his Annual Statement. That the Board is committed to enhancing shareholders funds by investing in lucrative companies, and also by ensuring that where the company has major holding that the company is run economically in order to increase net results and in effect profit. And finally it is the intention of your Board to increase the nominal authorised share capital of the company in order to issue to the members more shares in bonus and rights issue and also to sell to the public the proceeds of which will be profitably invested.

Mr. J.P.N. Simba – The Managing Director

He pointed out that there are many shareholders who do not know when the company was incorporated and it is only fitting that they know in order to be able to appreciate the remarkable growth that has been hitherto achieved over 21 years. The company was registered on the 13th April, 1967 with Authorised Nominal Share Capital of 400,000 shares of KShs. 5.00 each (KShs. 2,000,000.00). In the first year of its trading, it made a profit of KShs. 100,034.00 and the earning of 30 cents per share compared to a profit of KShs.29,000,000.00 to date and earning of KShs. 4.87 per share. The Authorised Nominal Share Capital of 6,000,000 shares is all issued and fully paid up and shareholders fund stand at KShs. 124,616,651.90.

He once again reiterated that the management of the company is committed to ensuring that the company grows and in these endeavours would participate in every sector of the economy and thus enhance its earning capacity and in effect adequate profit to distribute to the members.

He stated that he has the faith in the economy of this country and confident of its continued growth and consequently the management would indefatigably endeavour to reap in that growth by investing in lucrative companies through Nairobi Stock Exchange.

And finally he took the opportunity to thank the Directors and the Government for the co-operation that has been accorded to the management. He wished the members a merry Xmas and a prosperous New Year.

Mr Julius Mutangili then moved a vote of thanks to the Directors and the management for conducting the affairs of the company profitably which was accordingly carried with acclamation.

The Chairman finally moved a vote of thanks to His Excellency the President, Daniel Toroitich arap Moi for his wise leadership which has enabled this nation to prosper in all ways and wished him continued good health and God's blessings to lead this country to even greater heights.

The meeting terminated at 12.05 p.m.

APPROVED:

CHAIRMAN

DATE:



Tiger Shoe Company Limited: It is one of the largest shoes manufacturers in the Country. The picture shows the operations at the Company's factory on Lunga Lunga Road, Nairobi.



East Africa Industries Limited: It is East Africa's leading manufacturer of washing detergents, edible oils, fats as well as a wide range of other consumer goods for the local as well as for the export market. The picture shows the operations at the company's factory at Commercial Street, Nairobi.

The Secretary,
ICDC Investment Company, Limited,
Uchumi House,
P.O. Box 45519,
NAIROBI.

PROXY

I/We

of

being Member(s) of ICDC Investment Company Limited, hereby appoint.....

of

or failing him the duly appointed Chairman of the Meeting to be my/our proxy, to vote for me/us and on our behalf at the Annual General Meeting of the Company, to be held on Saturday, the 16th December, 1989 at 11.00 a.m. or at any adjournment thereof.

As witness my/our hand(s) this day of 1989

Signature

- NOTES:**
1. This proxy to be delivered to the Secretary's Office not later than Thursday 14th December, 1989.
 2. In the case of a Corporation the proxy must be under the Common Seal or under the hand of an officer or attorney duly authorised.