



**ORIENT UMBRELLA FUND**

**NOTICE OF ANNUAL GENERAL MEETING**

Dear Unit Holder,

**NOTICE IS HEREBY** given that pursuant to Regulations 83 & 84 of the Capital Markets (Collective Investments Schemes) Regulations 2001 and Circular No. CMA/MRT/006/2020, issued on 12<sup>th</sup> June 2020 by the Capital Markets Authority, the 2<sup>nd</sup> Annual General Meeting of the Orient Umbrella Fund will be held via electronic communication on **Friday 25<sup>th</sup> June 2021 at 02.00PM** to transact the following business:

**Ordinary Business:**

1. To table the proxies and note the presence of quorum;
2. To read the notice convening the meeting
3. To confirm the minutes of the 1<sup>st</sup> Annual General Meeting held on 22<sup>nd</sup> December 2020;
4. To receive, consider and if approved, adopt the Annual Report and Financial Statements for the year ended 31<sup>st</sup> December 2020, together with the Auditors', Trustees', Fund manager's and Custodian Reports thereon;

**Special Business:**

5. To consider and if thought fit, pass the following resolutions as a special resolution  
Changes to the Orient Umbrella Scheme Trust Deed indicating

THAT the Orient Umbrella Scheme Trust Deed be amended in the manner set out in the amended Trust Deed to allow the Scheme have an alternative form of holding general meetings, including virtual meetings and hybrid meetings.

6. To transact any other business of the Orient Umbrella Fund of which due notice has been received.

For and on behalf of the Fund Manager

**Orient Asset Managers Limited**  
**Winnie Jumba**  
**Company Secretary**

**4 June 2021**

**BOARD OF DIRECTORS**

**T.K. Muya** - Chairman | **Dickson Gachuche Ngatia** - Independent Non-Executive Director  
**Jacqueline Oyuyo Githinji** - Independent Non-Executive Director  
**Dr. George Ruigu** - Independent Non-Executive Director  
**Kenya Orient Insurance Company Ltd** - Director | **John Kamara** - General Manager

**Orient Asset Managers Limited.**

Capitol Hill Towers, 4<sup>th</sup> Floor, Cathedral Road Nairobi.  
P.O. BOX 34530 - 00100, Nairobi (K).

Tel: (+254)20 259 5448/9, 726 559 822, 733 559 822

**Approved and regulated by the Capital Markets Authority**



**NOTES:**

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under Section 11(3) (d) of the Capital Markets Act, and Section 83 (1) of the Capital Markets (Collective Investment Schemes) Regulations, 2001, for the Orient Umbrella Fund to hold a physical Annual General Meeting (AGM) in the manner prescribed in their respective Trust Deeds and Rules.
2. Circular No. CMA/MRT/006/2020, issued on 12<sup>th</sup> June 2020 by the Capital Markets Authority provided the requirements for convening and conducting virtual general meetings by approved collective investment schemes including the receipt of a No Objection from the Capital Markets Authority (CMA).
3. The Fund Manager of the Orient Umbrella Fund has therefore convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.
4. Any Unit holder wishing to follow the virtual meeting should register for the AGM by dialling USSD Short Code **\*384\*028#** or via <https://digital.candrgroup.co.ke/> and following the various prompts regarding the registration process. In order to complete the registration process, Unit holders will need to have their ID/Passport Numbers which were used to purchase their Units and/or their AAAM Account Number at hand. For assistance Unit holders should dial the following helpline number: **+254 20 7608216** from 9:00 a.m. to 5:00 p.m. from Monday to Friday.

A Unit holder domiciled outside of Kenya can send an email to C&R Group via [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke) providing their details i.e. Name, Passport/ID number, AAAM Account number and Mobile telephone number requesting to be registered. **Custody & Registrars Services Limited (C & R )** shall register the unit holder and send them an email notification once registered.

5. Registration for the AGM opens on Monday 14<sup>th</sup> June, 2021 at 9:00 AM and will close on 24<sup>th</sup> June 2021 at 03:00 PM. Unit holders will not be able to register after closing date.

In accordance with Circular No. CMA/MRT/006/2020, the following documents may be viewed on the Fund Manager's website <http://www.orientasset.co.ke>

- i. A copy of this Notice and the Proxy Form;
  - ii. Each of the Orient Umbrella Fund audited financial statements for the year 2020.
  - iii. A copy of Circular No. CMA/MRT/006/2020
  - iv. A copy of the No Objection issued by the CMA
  - v. A copy of the Fund Manager's report
6. Unit holders wishing to raise any questions or clarifications regarding the AGM may do so by:
    - a) Sending their written questions by email to [digital@candrgroup.co.ke](mailto:digital@candrgroup.co.ke)

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- b) Shareholders who would have registered to participate in the meeting shall be able to ask questions via SMS by dialling USSD code \*384\*028# and selecting the option (ask questions) on the prompts
- c) Shareholders who would have registered to participate in the meeting shall be able to ask questions by visiting <https://digital.candrgroup.co.ke> platform; Select Attend Event ; Select “Orient Umbrella Fund AGM”; Select “Q&A” option tab and submit questions in the text box provided

Unit holders must provide their full details (full names, ID/Passport Number/OAM Account Number) when submitting their questions and clarifications.

All questions and clarification must reach the Company on or before 23<sup>rd</sup> June, 2021 at 12:00 Noon.

Following receipt of the questions and clarifications, the Management of the Fund Manager shall provide written responses to the questions received to the return physical address or email address provided by the Unit holder no later than 12 hours before 11.00 a.m. Thursday 24<sup>th</sup> June 2021. A full list of all questions received and the answers thereto will be published on the Fund Manager's website not later than 12 hours before the start of the Annual General Meeting.

7. Unit holders wishing to vote may do so by:

- a) Accessing Virtual AGM via <https://digital.candrgroup.co.ke> platform; Select Attend Event; Select “Orient Umbrella Fund AGM”; Select “Voting” option tab and vote; or
- b) Accessing Virtual AGM via USSD platform \*384\*028# ; Use the menu prompts to the menu option for “Voting” and follow the various prompts regarding the voting process

8. Unit holders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. A proxy need not be a member of the Orient Umbrella Fund. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Fund Manager's website via this link: <http://www.orientasset.co.ke> Physical copies of the proxy form are also available at the following address: Custody & Registrars Services Limited, IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue, Nairobi.

A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such corporation or Government office.

A completed form of proxy should be emailed to [proxy@candrgroup.co.ke](mailto:proxy@candrgroup.co.ke) or delivered to Custody & Registrars Services Limited, IKM Place, Tower B, 1<sup>st</sup> Floor, 5<sup>th</sup> Ngong Avenue, P.O. Box 8484 – 00100 Nairobi so as to be received not later than 23<sup>rd</sup> June at 11.00 am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later

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than 23<sup>rd</sup> June 2021 at 11.00 am. Any proxy registration that is rejected will be communicated to the unit holder concerned no later than 23<sup>rd</sup> June 2021 to allow time to address any issues.

9. The AGM will be streamed live via a link which shall be provided to all unit holders who will have registered to participate in the general meeting. Duly registered unit holders and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered unit holders and proxies that the AGM will begin in an hours' time and providing a link to the live stream.
10. Duly registered Unit holders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered Unit holders and proxies may vote (when prompted by the chairman) via the USSD prompts.
11. A poll shall be conducted for all the resolutions put forward in the notice.
12. Results of the poll shall be published on the Fund Manager's website within 24 hours following conclusion of the Annual General Meeting.

We appreciate the understanding of the Unit holders as we navigate the changing business conditions posed by COVID-19 -19 and encourage Unit holders to continually monitor the Fund Manager's website [www.orientasset.co.ke](http://www.orientasset.co.ke) for updates relating to the AGM due to the continuous evolving situation with COVID-19 -19 pandemic and the Government directives being subject to change.

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