



ORIENT UMBRELLA COLLECTIVE INVESTMENT SCHEME (COMPRISING ORIENT KASHA MONEY MARKET FUND & ORIENT HIFADHI FIXED INCOME 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 12th June 2020 by the Capital Markets Authority, the 3rd Annual General Meeting of the Orient Umbrella Fund will be held via electronic communication on **Tuesday 10th May at 11.00 am** 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 2nd Annual General Meeting held on 25th June 2021;
4. To receive, consider and if approved, adopt the Annual Report and Financial Statements for the year ended 31st December 2021, together with the Auditors', Trustees', Fund manager's and Custodian Reports thereon;
5. To note the appointment of RSM Eastern Africa LLP as the external auditors and tax advisors of the Fund.
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

7th April 2022

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

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Orient Asset Managers Limited.

Capitol Hill Towers, 4th Floor, Cathedral Road Nairobi.
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Tel: (+254) 726 559 822, (+254) 733 559 822

Approved and regulated by the Capital Markets Authority



NOTES:

1. In view of the ongoing threat posed by the Coronavirus 2019 (COVID-19) pandemic it is our intention to continue to ensure the safety of our Unit holders. We will therefore in compliance with Section 83 (1) of the Capital Markets (Collective Investment Schemes) Regulations, 2001, and pursuant to the provisions of Article 17.1 of the Trust Deed, hold a virtual Annual General Meeting (AGM).
2. Circular No. CMA/MRT/006/2020, issued on 12th 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 *483*337# for all Kenyan telephone networks or via <https://digital.candrgroup.co.ke> or via a link to the AGM Platform that will be sent to them via SMS and/or Email 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 OAM Member 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 providing their details i.e. Name, Passport/ID number, OAM Member 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 **Wednesday 27th April 2022** at **9:00 AM** and will close on **Monday 9th May 2022** 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 2021.
 - 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
 - b) Shareholders who would have registered to participate in the meeting shall be able to ask questions via SMS by dialling USSD code *483*337# 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> or via a link to the AGM platform; Select Attend Event; Select "Orient Umbrella Fund AGM"; Select "Q&A" option tab and submit questions in the text box provided

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

All questions and clarification must be submitted via <https://digital.candrgroup.co.ke> on or before **Tuesday 9th May, 2022 at 12:00Noon.**

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. Monday 9th May, 2022.** 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> or a via a link to the AGM platform; Select Attend Event; Select “Orient Umbrella Fund AGM”; Select “Voting” option tab and vote; or
 - b) Accessing Virtual AGM via USSD platform***483*337#**; 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, 1st Floor, 5th 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 delivered to Custody & Registrars Services Limited, IKM Place, Tower B, 1st Floor, 5th Ngong Avenue, P.O. Box 8484 – 00100 Nairobi so as to be received not later than **Thursday 5th May 2022** at 11.00 am. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than **Thursday 5th May 2022 at 11.00 am.** Any proxy registration that is rejected will be communicated to the unit holder concerned no later than **9th May 2022** 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 or voting matters tab on the live stream display screen.

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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 and encourage Unit holders to continually monitor the Fund Manager's website www.orientasset.co.ke for updates relating to the AGM.

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