



RC: 36985

CAPITAL HOTELS PLC

(Owners of Abuja Continental Hotel)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 42nd Annual General Meeting of Capital Hotels Plc (The Company) will be held at 12 noon on Wednesday 17 May 2023 at Abuja Continental Hotel, Abuja for the following purposes:

ORDINARY BUSINESS

1. To lay before the Members the Audited Financial Statements for the year ended 31 December 2022, and the Reports of the Directors, Auditors and the Audit Committee thereon.
2. To re-elect Directors.
3. To elect Members of the Audit Committee.
4. To appoint Messrs Grant Thornton as the External Auditors of the Company, and to authorize the Directors to fix their remuneration.
5. To disclose the remuneration of the Managers of the Company.

SPECIAL BUSINESS

6. To fix the remuneration of the Directors.
7. To consider and if thought fit pass the following as a Special Resolution viz:
“That subject to the applicable rules of the Nigerian Exchange Limited (NGX) and subject to the compliance with other statutory requirements, the Shareholders hereby approve the voluntary delisting of the shares of Capital Hotels Plc from the Nigerian Exchange Limited (NGX).”

Notes:

1. Proxies

A member entitled to attend and vote at this Annual General Meeting is also entitled to appoint a Proxy to attend and vote in his or her stead. A Proxy need not be a member of the Company. A Proxy Form is attached to the Annual Report. The Proxy Form must be stamped by the Commissioner for Stamp Duties. Valid Proxy Forms must be lodged with the Registers not later than 48 hours before the meeting.

2. Audit Committee

In accordance with section 404 (6) of the Companies and Allied Matters Act 2020 (CAMA), any Member may nominate a Shareholder as a Member of Audit Committee by giving notice in writing of such nomination to the Secretary of the Company at least 21 days before the date of the Annual General Meeting.

3. Closure of Register

The Register and Transfer Books of the Company will be closed to the public from Monday 3rd May 2023 to Friday 8th May 2023 both days inclusive.

4. Rights of Securities' Holders to ask Questions

Securities Holders have a right to ask questions not only at the meeting but also in writing prior to the meeting, and such questions must be submitted to the Company on or before 10th May 2023.

5. Unclaimed Dividend Warrants and Share Certificates

Shareholders are hereby informed that a number of dividends warrants and share certificates have been returned to the Registers as "unclaimed". A list of all unclaimed dividends will be circulated with the Annual Report. Any Shareholder affected by this notice is advised to write to or call at the Company' Registrars, Cardinalstone Registrars Limited, 358 Herbert Macaulay Road, Yaba, Lagos State during normal working hours.

6. Website

A copy of this Notice and other information relating to the Annual General Meeting can be found on the Company's website at www.capitalhotelsng.org

BY ORDER OF THE BOARD



Alex Ugwuanyi Esq.

FRC/2017/NBA/00000016473

For: Ifebunandu & Co

Company Secretary

29 March 2023



Proxy Form

ANNUAL GENERAL MEETING TO BE HELD AT THE ABUJA CONTINENTAL HOTEL, ABUJA ON WEDNESDAY 17TH MAY, 2023 AT 12 NOON.

I/WE

A member /members of the above company do hereby appoint*

Or failing him, the Chairman as my/our proxy to attend and to vote on my /our behalf at the 2023 Annual General Meeting of the Company to be held on the 17th May, 2023

Dated this..... Day of.....2023

NUMBER OF SHARES

RESOLUTIONS		For	Against
1.	To lay before the members the Audited Financial Statements for the year ended 31 st December 2022, etc.		
2.	To re-elect the following Directors: i. Mr. Chuma Anosike ii. Mr. Toke Alex-Ibru iii. Hon Lawal Idirisu iv Mr. Ramesh Kansagra v Mr. Ravi Bachu vi Mr. Pascal Demarchi vii Mr. Rishi Kansagra viii Chief Paul Obi, ksc ix Alhaji Aminu Abdulkadir		
3.	To elect members of the Audit Committee		
4.	To appoint Messrs. Grant Thornton as the External Auditors, and authorize the Directors to fix their remuneration.		
5.	To disclose the remuneration of the Managers of the Company.		
6.	To fix the remuneration of the Directors.		
7.	To consider and if thought fit pass the following as a Special Resolution viz: "That subject to the applicable rules of the Nigerian Exchange Limited (NGX) and subject to the compliance with other statutory requirements, the Shareholders hereby approve the voluntary delisting of the shares of Capital Hotels Plc from the Nigerian Exchange Limited (NGX)."		

Please indicate with "X" in the appropriate square how you wish your vote(s) to be cast on the Resolutions set out above. Unless otherwise instructed, the proxy will vote or abstain from voting at his discretion.

	Notes
1.	Before posting the above proxy form, please tear off this part and retain it. A person attending the Annual General Meeting of the Company or his proxy should produce this slip to the meeting.
2.	A member of the Company who is entitled to attend and vote at the Annual General Meeting, is entitled to appoint a proxy to attend and to vote instead of him, and in this case, the above may be used to appoint a proxy.
3.	Following the current practice, the Chairman of the Company has been entered on the form to ensure that someone will be at the meeting to act as your proxy, but you may insert in the blank space on the form (marked *) the name of any person whether a member of the Company or not, who will attend the meeting and vote on your behalf instead of the Chairman.
4.	The above Proxy Form, when completed, must be deposited at the office of the Registrars, Cardinal Stone Registrars Limited, 3 35/337, Herbert Macaulay Road, Yaba, Lagos, not later than 1.00 pm, Monday 15 th May, 2023
5.	It is the requirement of the law under the Stamp Duty Act Cap 411 Laws of Federation of Nigeria, that any instrument of proxy to be used for the purpose of voting by any person entitled to vote at any meeting of shareholders must bear a stamp duty of three (3) kobo (impressed and not adhesive postage stamps).
6.	If the proxy form is executed by a Corporation, it should be sealed under its Common Seal or under the hand seal of its attorney.
<i>Before posting the above form, please cut off this part and retain it for admission to the meeting.</i>	