

# NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING OF CHAMS PLC



**NOTICE IS HEREBY GIVEN** that the Thirty-Sixth Annual General Meeting of CHAMS PLC will hold on Thursday, 16th day of July, 2020 at the Function Room, Muson Center, 8/9 Marina Road, Onikan, Lagos at 10.00 a.m. prompt to transact the following business:

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the Year ended 31st December 2019 and the Reports of the Directors, Auditor and Audit Committee thereon;
2. To elect/re-elect the following Directors
  - i. **Election:** Mr. Tomiwa Aladekomo and Mr. Gavin Young are being proposed for election as Directors.
  - ii. **Re-election:** In accordance with the provisions of the Articles of Association of the Company, the Directors to retire by rotation are Pastor Ituah Ighodalo and Prof. Oyewusi Ibadapo-Obe who is over 70 years old, special notice to that effect having been received by the Company in accordance with Section 256 of the Companies and Allied Matters Act, Cap. C20, Laws of the Federation of Nigeria, 2004. The Directors being eligible, offer themselves for re-election.
- iii. **Retirement:** Mr. Olufemi Williams is retiring as a Group Managing Director and Mrs. Olufunke AlomoOluwa is retiring as an Executive Director.
3. To authorize the Directors to fix the remuneration of the Auditors.
4. To elect Members of the Audit Committee

## SPECIAL BUSINESS

To consider and if thought fit, to pass the following as ordinary resolution:

5. To fix the remuneration of the Directors.
6. That, further to the approval of the shareholders of the Company – obtained at the 34th Annual General Meeting of the Company held on April 24, 2018 - by which the Company is duly authorized to raise additional capital of up to **N500,000,000 (Five Hundred Million Naira)** whether by way of rights issue, public offer, private placement and/or other securities at such time, for such consideration and upon such terms and conditions as the Directors may deem fit, for the purpose of strengthening the Company's equity capital base:
  - a. The Directors be and are hereby authorized to raise capital of **N500,000,000 (Five Hundred Million Naira)** by way of a Rights issue of ordinary shares to its shareholders ("Rights Issue") and that the Rights Issue be executed at such price, time, for such period and on such other terms and conditions as the directors may deem fit
  - b. The Company be and hereby authorized to issue shares below par value of 50kobo at a discount not exceeding 50% below par value for the purpose of due consideration of the price of the company's shares on the Floor of the Nigerian Stock Exchange.
  - c. That the company be and is hereby authorised to convert any convertible loan stocks raised to equity by way of debt-equity conversion or through any of the mode of equity issuances approved herein upon such terms and conditions as agreed in the Loan Conversion Agreement.

## BY ORDER OF THE BOARD

YETUNDE EMMANUEL

Company Secretary

FRC/2018/NBA/00000018086

Dated this 20<sup>th</sup> day of June 2020

## NOTES

### 1. PROXIES

Due to the COVID-19 pandemic and in accordance with the guidelines of the Corporate Affairs Commission (CAC) holding Annual General Meeting (AGM) of public Companies using proxies, shareholders are hereby notified that attendance shall only be by proxy and shall be limited to a maximum of twenty people (the maximum crowd size currently permitted by Lagos State Government, the host city of the meeting). In view of the foregoing, Shareholders are encouraged to appoint proxies to represent them at the meeting.

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote in his/her/its stead. A proxy need not be a member of the company. Consequently, members are required to appoint a proxy of their choice from the following proxies to represent them at the meeting:

- a) Sir Demola Aladekomo
- b) Mr. Gavin Young
- c) Mr. Emmanuel Onochie
- d) Mr. Anthony Omojola
- e) Mr. Peter Owolabi
- f) Mrs. Ayodele S. Kudaisi

Executed proxy forms should be emailed to [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com) or [ebusiness@firstregistrarsnigeria.com](mailto:ebusiness@firstregistrarsnigeria.com) or deposited at the office of the Registrars, No 2, Abebe Road, Iganmu, and Lagos not later than 48 hours before the time of the meeting. A blank proxy form is included in the 2019 Annual Report & Accounts which will also be available on the Company's website: [www.chamspc.com](http://www.chamspc.com) and that of the Registrars, [www.firstregistrarsnigeria.com](http://www.firstregistrarsnigeria.com). The Company has made arrangements at its cost for stamp duty to be paid on the proxy forms.

### 2. CLOSURE OF REGISTER

The Register of Members and Transfer book will be closed from 2nd to 9th day of July, 2020 (both days inclusive) for the purpose of updating the Register of Members.

### 3. PROFILES OF DIRECTORS

The profiles of all Directors are available for viewing on the Company's website, [www.chamspc.com](http://www.chamspc.com).

### 4. AUDIT COMMITTEE

In accordance with Section 359(5) of the Companies and Allied Matters Act, CAP C20, LFN 2004, any shareholder may nominate another shareholder for appointment to the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least Twenty-One (21) days before the Annual General Meeting.

### 5. ELECTRONIC VERSION OF THE ANNUAL REPORT AND ACCOUNTS

Electronic versions of the 2019 Annual Report and Accounts are available online for viewing and download via the Company's website, [www.chamspc.com](http://www.chamspc.com) and that of the Registrar, [www.firstregistrarsnigeria.com](http://www.firstregistrarsnigeria.com).

### 6. LIVE STREAMING OF THE AGM

The AGM will be streamed live online. This will enable Shareholders and other stakeholders who will not be attending the meeting physically to also be part of the proceedings. The link for the live streaming will be made available on the Company's website: [www.chamspc.com](http://www.chamspc.com) and by the Registrar, in due course.

### 7. UNCLAIMED DIVIDEND

A list of unclaimed dividends will be circulated with the Annual Report and Financial Statements. Any shareholder affected by this notice is advised to write or to call at the office of the Registrars, First Registrars & Investors Services Limited, 2 Abebe Village Road, Iganmu, Lagos during normal working hours or via the e-mail addresses, [info@firstregistrarsnigeria.com](mailto:info@firstregistrarsnigeria.com) or [ebusiness@firstregistrarsnigeria.com](mailto:ebusiness@firstregistrarsnigeria.com) to resolve any issue they may have with claiming the dividends.

## 8. RIGHTS OF SHAREHOLDERS TO ASK QUESTIONS

Shareholders have the right to ask questions not only at the meeting, but also in writing prior to the meeting, and such questions should be submitted to the Company Secretary not later than the 9th day of July, 2020 via the email address: [info@chamspc.com](mailto:info@chamspc.com).

CHAMS PLC AND ITS SUBSIDIARY COMPANIES CONSOLIDATED AND SEPARATE STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2019				
	Group		Company	
	2019	2018	2019	2018
	N'000	N'000	N'000	N'000
<b>Assets</b>				
Non-current assets				
Property, plant and equipment	2,512,096	2,668,671	1,868,384	1,999,657
Investment project	460	-	460	-
Intangible assets	771,728	722,940	-	-
Investment in subsidiaries	-	-	2,453,826	2,453,826
Investment in equity at FVTOCI	100,000	100,000	100,000	100,000
Deposit for investments	-	13,249	-	-
Loan receivables	-	-	-	49,810
	<u>3,384,284</u>	<u>3,505,220</u>	<u>4,422,670</u>	<u>4,603,753</u>
Current assets				
Inventories	203,015	247,780	23,768	67,648
Trade and other receivables	2,104,020	1,996,055	555,947	510,446
Cash and cash equivalents	261,446	111,523	124,718	29,707
	<u>2,568,481</u>	<u>1,755,358</u>	<u>704,433</u>	<u>607,801</u>
<b>Liabilities</b>				
Current liabilities				
Trade and other payables	3,413,407	3,132,934	954,698	1,246,204
Loans and borrowings	280,973	111,402	252,611	-
Corporate tax liability	283,541	315,833	223,232	231,856
	<u>3,977,921</u>	<u>3,560,169</u>	<u>1,430,541</u>	<u>1,478,060</u>
Net current liabilities	<u>(1,409,440)</u>	<u>(1,804,811)</u>	<u>(726,108)</u>	<u>(870,259)</u>
Total assets less current liabilities	<u>1,974,844</u>	<u>1,700,409</u>	<u>3,696,562</u>	<u>3,733,494</u>
Non-current liabilities				
Deferred tax liability	-	-	-	-
Loans and borrowings	-	41,572	-	-
Net assets	<u>1,974,844</u>	<u>1,658,836</u>	<u>3,696,562</u>	<u>3,733,494</u>
Issued capital and reserves attributable to owners of the parent				
Share capital	2,348,030	2,348,030	2,348,030	2,348,030
Share premium	35,008	35,008	35,008	35,008
Revaluation reserve	1,482,164	1,482,164	959,065	959,065
Retained earnings	(1,767,226)	(1,915,647)	384,459	391,391
Capital reserve	145,522	145,522	-	-
	<u>2,243,498</u>	<u>2,095,077</u>	<u>3,696,562</u>	<u>3,733,494</u>
Non-controlling interest	(268,654)	(436,241)	-	-
Total equity	<u>1,974,844</u>	<u>1,658,836</u>	<u>3,696,562</u>	<u>3,733,494</u>

Dr. (Mrs.) Dere Awosika

Chairman

FRC/2019/PC/NIG/00000012957

Gavin Young

Managing Director

FRC/2020/003/00000020885

Mayowa Olaniyin

Executive Director, Finance

FRC/2013/ICAN/00000004330

CHAMS PLC AND ITS SUBSIDIARY COMPANIES CONSOLIDATED AND SEPARATE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2019				
	Group		Company	
	2019	2018	2019	2018
	N'000	N'000	N'000	N'000
Revenue	3,285,817	3,012,513	469,066	584,392
Cost of sales	(2,277,473)	(2,226,979)	(239,695)	(346,230)
Gross profit	1,008,344	785,534	229,371	238,162
Other operating income	617,748	838,978	535,636	845,018
Administrative expenses	(1,259,344)	(1,311,429)	(624,917)	(817,142)
Profit from operations	366,748	313,083	140,110	266,038
Finance expenses	(11,616)	(15,739)	(10,745)	-
Finance income	3,727	4,270	1,024	3,402
Net finance (expenses)/income	(7,889)	(11,469)	(9,721)	3,402
Profit before taxation	358,859	301,614	130,389	269,440
Tax (expense)/income	(36,235)	78,534	(26,440)	116,355
Profit after taxation	<u>322,624</u>	<u>380,148</u>	<u>103,949</u>	<u>385,795</u>
Other comprehensive income:				
Item that will not be reclassified to profit or loss	-	-	-	-
Gain on revaluation of intangible assets	-	571,069	-	-
Item that may be reclassified to profit or loss	-	-	-	-
Total other comprehensive income net of tax	-	571,069	-	-
Total comprehensive income	<u>322,624</u>	<u>951,217</u>	<u>103,949</u>	<u>385,795</u>
Profit for the year attributable to:				
Owners of the parent	276,548	338,799	103,949	385,795
Non-controlling interest	46,076	41,349	-	-
Income after taxation	<u>322,624</u>	<u>380,148</u>	<u>103,949</u>	<u>385,795</u>
Total comprehensive income attributable to:				
Owners of the parent	276,548	855,349	103,949	385,795
Non-controlling interest	46,076	95,868	-	-
Total comprehensive income	<u>322,624</u>	<u>951,217</u>	<u>103,949</u>	<u>385,795</u>
Basic profit per share (Kobo)	6K	7K	2k	8K
Diluted profit per share (Kobo)	6K	7K	2k	8K