



# INDUSTRIES (ZIMBABWE) LIMITED

## NOTICE TO SHAREHOLDERS AND CREDITORS

### RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND SCHEME MEETINGS

Members and creditors are hereby advised of the following results of the Extraordinary General Meeting (EGM) and the Scheme Meetings held at the Royal Harare Golf Club on Thursday, 15 September 2016.

#### MEMBERS SCHEME

	ORDINARY RESOLUTIONS	Percentage voting in favour		Percentage voting against	
		In number of voters	In value	In number of voters	In value
1	The waiver by Members of the 21 days notice period in respect of the distribution of circular.	98.08%	99,98%	1.92%	0.02%
2	The approval of the proposed setting aside by the Company, of the Scheme of Arrangement between the Company and its members, secured lenders, secured supplier, debenture holders and concurrent creditors sanctioned on 1 April 2015 be and is hereby approved, subject to the sanction of the High Court of Zimbabwe, of the Secondary Scheme.	98.08%	99,98%	1.92%	0.02%
3	The approval of each individual Scheme: 3.1 the sale by Members, to Dewei Investments Limited of their entire 8,640,860,097 (eight billion six hundred and forty million eight hundred and sixty thousand and ninety seven) shares in PG of 0,01 cent each, for a consideration of US\$500 000 or 0.0058 cents per share; 3.2 The Secured Lenders' Scheme; The Preferred Creditors' Scheme; and The Concurrent Creditors' Scheme.	98.08%	99,98%	1.92%	0.02%
4	Members waiving their rights of pre-emption to purchase shares in the issued share capital of the Company pursuant to the sale of shares by Members, to the Investor.	98.08%	99,98%	1.92%	0.02%
5	The Members authorising directors to do all such things as they may consider necessary or desirable to give effect to or pursuant to or in connection with the Scheme of Arrangement.	98.08%	99,98%	1.92%	0.02%

*The Members Scheme was duly declared approved.*

## SECURED LENDERS; PREFERRED CREDITORS; AND CONCURRENT CREDITORS SCHEMES

The results are tabulated as follows:

	Scheme	Percentage voting in favour		Percentage voting against	
		In number of voters	In value	In number of voters	In value
1	<b>Secured Lenders Scheme:</b> The proposal under the scheme is to repay in full all loans advanced to the Company, with a consideration for a 10% discount, thereby releasing the security held by the secured lenders	100%	100%	-	-
2	<b>Preferred Creditors Scheme:</b> <ul style="list-style-type: none"><li>• Current and retrenched employees owed earnings for 9 months and above will be given 3 months of the earnings. For those owed less than 3 months, the amount will be calculated proportionally. This is the preferred portion of earnings for staff and retrenched. The balance thereafter will be transferred to concurrent creditors.</li><li>• Pension fund employee contributions will be provided for in full</li></ul>	98.07%	98.77%	1.93%	1.23%
3	<b>Concurrent Creditors Scheme:</b> A compromise payment offer to unsecured creditors of 19.7575 cents in every dollar was offered as a full and final settlement of amounts owed as at 31 December, 2015	97.43%	97.98%	2.57%	2.02%

*The Secured Lenders; Preferred Creditors; and Concurrent Creditors schemes were therefore duly declared approved.*

The Secondary Scheme of Arrangement was sanctioned by the High Court on 28 September 2016. The investor is currently in the process of obtaining regulatory approvals, including Exchange Control, which are necessary to implement the Scheme.

### BY ORDER OF THE BOARD

K Waniwa  
Company Secretary

Registered Office  
5 Nottingham Road  
Workington  
Harare  
Zimbabwe

