



YOUR AGRICULTURE, INFRASTRUCTURE & MINING PARTNER

NOTICE OF AN ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN THAT the sixty-ninth Annual General Meeting of Shareholders will be held at Zimplow Holdings Limited Head Office 36 Birmingham Road, Southerton Harare, at 1000hrs on Thursday 13 June 2019 to consider the following:

As Ordinary Resolutions

1. To approve the minutes of the Annual General Meeting held on 23 May 2018 and Extra-Ordinary General Meeting held on 31 August 2018.
2. To receive and consider the Director's report and the audited financial statements for the year ended 31 December 2018.
3. To elect Directors in place of those retiring, Mr. K. Patel retire from the Board by rotation and being eligible, offers himself for re-election. Mr. V. Nyakudya who was appointed during the year also retire in terms of the Company's articles of association and being eligible offers himself for re-election.
4. To approve the remuneration of directors for the year ended 31 December 2018.
5. To fix the Auditors remuneration for the year ended 31 December 2018.
6. To appoint Auditors for the financial year ending 31 December 2019.

As Special Resolution

Share Buy Back

That the Company authorises in advance, in terms of section 79 of the Companies Act (Chapter 24:03) and the Zimbabwe Stock Exchange listing requirements, the purchase by the Company of its own shares upon such terms and conditions and such amounts as the Directors of the Company may from time to time determine and such authority hereby specifies that

1. The authority in terms of this resolution shall expire on the date of the Company's next Annual General Meeting; and
2. Acquisition shall be of ordinary shares which, the aggregate in any one financial year, shall not exceed 20% of the Company's issued ordinary share capital; and
3. The maximum and minimum prices, respectively, at which such ordinary shares may be acquired will be not more than 5% (five percent) above and 5% (five percent) below the weighted average of the market price at which such ordinary shares are traded on the Zimbabwe Stock Exchange, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company.
4. If during the subsistence of this resolution the Company is unable to declare and pay a cash dividend, then this resolution shall be of no force and effect.

By order of the Board

M. CHINORWADZA
COMPANY SECRETARY

20 MAY 2019

Zimplow Holdings Limited
Head Office
36 Birmingham Road
Southerton
Harare

Notes:

1. Voting eligibility

- a) On a show of hands, every Shareholder who (being an individual) is present in person or by proxy at the AGM or which, (being a company or corporate body) is represented there at by a representative appointed as proxy, shall have one vote (irrespective of the number of shares held), and on a poll, every Shareholder who (being an individual) is present in person or by proxy at the general meeting or which (being a company or body corporate) is represented by proxy at the general meeting, shall have one vote for every Zimplow Holdings Limited share of which it is the holder.

2. Appointment of Proxies

- a) Intems of Section 129 (3) of the Companies Act (Chapter 24:03), members entitled to attend the above meeting may appoint one or more proxies, to act in the alternative, to attend, speak and vote on their behalf, including voting on a poll. A proxy need not to be a member of the company.
- b) Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the form of Proxy in a representative capacity, unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the AGM. This authority must take the form of a resolution of the Corporate body.
- c) Completion of a form of proxy does not preclude a person from subsequently attending the AGM and voting in person.

Directors: T. Chataika (Chairman), T. Johnson, L. Kenedy, G. T. Manhambara, K. Patel, M. Yong, V. Nyakudya* (*Executive)