

Registered Office:

6th Floor, Fidelity Life Tower, 5 Raleigh Street, Harare Tel: +263 (242) 777139 / 777207 / 777157 / 748892

Sales Office:

206 Samora Machel Avenue, Harare Tel: +263 (242) 782176 / 782259 / 782707









NOTICE TO SHAREHOLDERS

The following resolutions were passed at the 15th Annual General Meeting held virtually via the zoom platform on Tuesday, 14 July 2020 at 12:00 hours.

	SPECIAL BUSINESS	RESULT
1.	As a special resolution: That the Company be hereby authorised to hold virtual meetings as shareholders' general meetings which shall include Annual General Meetings and Extraordinary General Meetings. Resolutions passed thereat shall be as binding as if they were passed at a general meeting physically held.	Passed
2.	As a special resolution: That the Company be hereby authorised to adopt and substitute its Memorandum and Articles of Association with the requirements outlined in the new Companies and Other Business Entities Act [Chapter 24:31] and new ZSE Listing Requirements (Statutory Instrument 134 of 2019).	Passed
3.	As a special resolution: That in accordance with Statutory Instrument 142 of 2019 and Circular from the Registrar of Companies dated 5 July 2019, the Company be hereby authorised to re-denominate its authorised and issued share capital from United States dollars to Zimbabwean dollars as follows:	Passed
	a) Authorised Share Capital From US\$3 000 000 divided into 3 000 000 Ordinary shares of US\$0.001each to ZWL3 000 000 divided into 3 000 000 000 Ordinary shares of ZWL0.001 each.	
	b) Issued Share Capital From US\$1 716 667 divided into 1 716 666 667 Ordinary shares of US\$0.001 each to ZWL1 716 667 divided into 1 716 666 667 Ordinary shares of ZWL0.001 each.	
	ORDINARY BUSINESS	
4.	That the audited annual financial statements for the year ended 31 December 2019 together with the reports of the Directors and Independent Auditor be and hereby approved.	Passed
5(a)	That Mr Edwin Zvandasara who retires by rotation in terms of Article 95 of the Company's Articles of Association and being eligible, be and is hereby re-elected as a director of the Company.	Passed
5(b)	That Mr Michael Raymond Davis, who was appointed as a director of the Company during the year and retires at the Annual General Meeting in terms of Article 100 of the Company's Articles of Association and being eligible, be and is hereby re-elected as a director of the Company.	Passed
5(c)	That Mr Zvenyika Zvenyika who was appointed as a director of the Company during the year and retires at the Annual General Meeting in terms of Article 100 of the Company's Articles of Association and being eligible, be and is hereby re-elected as a director of the Company.	Passed
6.	That the Directors' remuneration amounting to ZWL195,184 for the year ended 31 December 2019 be and is hereby approved.	Passed
7a.	That the remuneration of the independent auditor, PricewaterhouseCoopers Chartered Accountants (Zimbabwe), for the past audit, having recently been proposed by the auditor, be reviewed by the Audit Committee and that the Board be hereby authorized to finalise discussions of and approve the audit fees on behalf of the Shareholders.	Passed
7b.	That, in light of cautionary statements recently published regarding a proposed transaction by the major shareholder which, if successful, would change the listing status of the Company, Messrs PricewaterhouseCoopers Chartered Accountants (Zimbabwe) be and are hereby re-appointed auditors of the Company to hold office until the conclusion of the proposed transaction. Further, that the Directors be and are hereby authorised to address the appointment/re-appointment of the Company's auditors once the proposed transaction has been completed.	Passed
8.	That the final dividend of ZWL0.14 cents per share amounting to ZWL2,396,341 for the year ended 31 December 2019 be and is hereby confirmed.	Passed

By order of the Board

N Zhou Company Secretary Registered Address:

6th Floor Fidelity Life Tower 5 Raleigh Street Harare

15 July 2020