



# NOTICE OF AGM

**NOTICE IS HEREBY GIVEN THAT** the 21st Annual General Meeting ("AGM") of the shareholders of Rainbow Tourism Group Limited ("the Company") will be held on Monday 24 August 2020 at 1200hrs. Shareholders are being advised that in light of the current lockdown regulations that prohibit gatherings of more than 50 people and the need to address other hygiene matters due to the COVID-19 pandemic, the Company will hold a virtual meeting, details of which will be communicated to shareholders in due course. The agenda of the meeting is set out below:

**The AGM shall transact the following business,**

## A. CONSTITUTION OF MEETING

1. To table forms of proxy
2. To declare the meeting constituted
3. Confirmation of Minutes of Previous Annual General Meeting

## B. SPECIAL BUSINESS

### TO PASS, AS AN ORDINARY RESOLUTION

1. That the Company be authorized to hold the 2020 annual general meeting virtually, that is to say a meeting at which the members can hear and see each other by electronic means although they are not physically present at the meeting and that proxies for such meeting may be sent electronically, that is to say using the Company's designated email address.

### TO PASS, AS A SPECIAL RESOLUTION,

#### 2. That the Company amend its articles of association to insert the following:

- 2.1 To insert after Article 54, Article 54B which shall read as follows:  
"The directors may, whenever they think fit and subject to the requirements of the Companies and Other Business Entities Act, elect that an annual general meeting, extraordinary general meeting or any other shareholders meeting be held virtually, that is to say a meeting at which the members can hear and see each other by electronic means although they are not physically present at the meeting. The directors are empowered to adopt any such procedural measures as may give effect to this resolution."
- 2.2 To add a second sentence to Article 77, which shall read as follows:  
"A proxy may be sent electronically, that is to say using the Company's designated email address."

## C. ORDINARY BUSINESS

### 3. FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS

To receive and adopt the financial statements and the reports of directors and auditors for the year ended 31 December 2019.

### 4. DIRECTORS' FEES

To approve the fees paid to the directors for the year ended 31 December 2019.

### 5. DIVIDEND

To confirm an interim dividend of 0.1 cents per share paid to shareholders for the half year ended 30 June 2019, as recommended by the board. No final dividend was declared for the year.

### 6. DIRECTORATE

- 6.1 To elect the following director, Mr. Arthur Johnson Manase, who was coopted as a director of the company in accordance with Article 106 of the company's articles of Association.

- 6.2 To elect the following director, Mr. Munhamu Ivan Murambiwa, who was coopted as a director of the company in accordance with Article 106 of the company's articles of association.

- 6.3 To elect the following director, Mr. Kenzias Chibota, who was coopted as a director of the company in accordance with Article 106 of the company's articles of association.

- 6.4 To elect the following director, Dr. Priscilla Mujuru, who was coopted as a director of the company in accordance with Article 106 of the company's articles of association.

Unless otherwise resolved, each Director will be elected separately. Brief Profiles of these individuals are included in the Annual Report.

### 7. AUDITORS

To fix the remuneration for the auditors for the past audit and to re-appoint Messrs. Grant Thornton Chartered Accountants (Zimbabwe) as auditors until the next Annual General Meeting. Messrs. Grant Thornton Chartered Accountants (Zimbabwe) have been external auditors of the company for seven years, since 2012.

### ATTENDANCE, PROXIES AND VOTES

Details of the Virtual AGM will be sent by our transfer secretaries, First Transfer Secretaries (Pvt) Ltd through email to shareholders as well as publication in the press. Shareholders are advised to update their contact details with the transfer secretaries on the following contacts:

First Transfer Secretaries (Private) Limited 1 Armagh Avenue Eastlea, Harare  
Telephone: +263 242 782869/7 Email: info@fts-net.com

Shareholders are encouraged to pre-register on the online portal that will be provided by the transfer secretaries and submit their proxy forms at least 48 hours before the meeting. In order to ensure full consultations and shareholders participation, all queries/questions must be submitted to the Company and/or transfer secretaries at least 48 hours before the meeting. All the submitted questions will be read out and answered during the meeting by the Chairman and the Directors. A member of the company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, speak and on a poll, vote in his/her stead. A proxy need not be a member of the company. Proxy forms should be submitted at least 48 hours before the commencement of the meeting.

A Special Resolution is required to be passed by a majority of seventy five percent of those present and voting (including proxy votes), representing not less than twenty five percent of the total number of votes in the Company.

Please be advised that the 2019 Annual Report can be accessed on the company's website: <https://irtgafrika.com/full-year-reports/>, (which includes the financial statements, Directors' and Auditors' Report as well as other reports) shall be emailed to those shareholders whose email addresses are on record.

**By order of the board**

**NAPOLEON. K. MTUKWA**  
COMPANY SECRETARY