



YOUR AGRICULTURE, INFRASTRUCTURE & MINING PARTNER

## ANNOUNCEMENT

### Results of the Zimflow Holdings Limited Extraordinary General Meeting held on 15 October 2020

Members are advised that all the resolutions tabled at the Extraordinary General Meeting of Zimflow Holdings Limited, concerning the acquisition of the entire issued share capital of Scanlink (Private) Limited, the acquisition of the entire issued share capital of Tredcor Zimbabwe (Private) Limited, the acquisition of the entire issued share capital of Birmingham Investments (Private) Limited and the acquisition of Stand 30001 Dagenham Road, Willowvale Township, Harare. The acquisitions are in exchange for an issuance of Zimflow Holdings Limited ordinary shares listed on the Zimbabwe Stock Exchange, were passed by the requisite majority of votes of shareholders present in person or represented by proxy. A schedule of the resolutions is tabled below:

SPECIAL RESOLUTIONS		RESULT
1	<b>Special Resolution 1 – Electronic virtual platforms</b> “THAT the convening of this Extraordinary General Meeting and remote voting by shareholders through an electronic virtual platform as permissible under Section 170(10) of the Companies and Other Business Entities Act (Chapter 24:31) be and is hereby approved.”	Passed
2	<b>Special Resolution 2 – Increase of company’s share capital,</b> “THAT the authorised share capital of the company be increased from 300,000,000 ordinary shares of nominal value ZWL\$0.0004 each which is the current authorized share capital to 400,000,000 ordinary shares of ZWL\$0.0004 each.”	Passed
ORDINARY RESOLUTIONS		RESULT
1	<b>Ordinary Resolution 1 – Acquisition of Scanlink (Private) Limited,</b> “THAT the directors of the company be and are hereby authorised to acquire the entire issued share capital in Scanlink (Private) Limited.”	Passed
2	<b>Ordinary resolution 2 – Acquisition of Tredcor (Private) Limited,</b> “THAT the directors of the company be and are hereby authorised to acquire the entire issued share capital in Tredcor Zimbabwe (Private) Limited.”	Passed
3	<b>Ordinary Resolution 3 – Acquisition of Birmingham Investments (Private) Limited,</b> “THAT the directors of the company be and are hereby authorised to acquire the entire issued share capital in Birmingham Investments (Private) Limited.”	Passed
4	<b>Ordinary Resolution 4 – Acquisition of certain piece of land situate in the district of Salisbury measuring 2,0358 hectares called Stand 30001 Salisbury Township of Lot 5 of Lot 6 of Willowvale held under deed of transfer number 12217/2001,</b> “THAT the directors of the company be and are hereby authorised to acquire an immovable property, being a certain piece of land situate in the District of Salisbury measuring 2.0358 hectares called stand 30001 Salisbury Township of Lot 5 of Lot 6 of Willowvale held under Deed of Transfer Number 12217/2001.”	Passed
5	<b>Ordinary Resolution 5 – Allotment of unissued shares,</b> “THAT the directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot up to 106,199,706 ordinary shares in the unissued share capital of the Company to Essential Proposition Properties (Private) Limited and to the shareholders of Scanlink (Private) Limited, Tredcor Zimbabwe (Private) Limited and Birmingham Investments (Private) Limited as consideration in relation to the Acquisitions, pursuant to Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3, and Ordinary Resolution 4 above.”	Passed
6	<b>Ordinary Resolution 6 – Waiver of rights of pre-emption,</b> “THAT, In order to give effect to ordinary resolutions 1, 2, 3, 4 and 5 above, the Shareholders hereby waive their rights of pre-emption.”	Passed
7	<b>Ordinary Resolution 7 – To place unissued shares under the control of directors,</b> “THAT, the balance of the authorised but unissued ordinary shares of the Company, be placed under the control of the Directors for a period of twelve months or until the next AGM, to be issued in compliance with the terms of the Memorandum and Articles of the Company and the Zimbabwe Stock Exchange listing requirements, provided that no issue will be made which would effectively transfer the control of the Company without the prior approval of the Shareholders in a general meeting.”	Passed
8	<b>Ordinary Resolution 8 – Directors authorised give effect to resolutions,</b> “THAT, the directors be and are hereby authorised to do any and all such things as may be necessary or desirable to give effect to the above resolutions.”	Passed

By order of the Board

C. L. Chaibva  
Company Secretary  
16 October 2020