



# AGM NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 23rd Annual General Meeting (“AGM”) of the shareholders of Rainbow Tourism Group Limited (“the Company”) will be held in the Jacaranda Rooms 2 and 3 at the Rainbow Towers Hotel and Conference Centre, 1 Pennefather Avenue, Samora Machel Avenue West on Wednesday 29 June 2022 at 1200.

The AGM shall transact the following business,

## A. CONSTITUTION OF MEETING

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

## B. ORDINARY BUSINESS

### 1. 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 2021.

### 2. DIRECTORS’ FEES

To approve the remuneration and emoluments of the directors for the year ended 31 December 2021. (*The aggregate directors’ emoluments are included in the Annual Report.*)

### 3. DIRECTORATE

- 3.1 To elect the following director, Mr. Langton Mabhanga, who was coopted as a director of the Company in accordance with Article 106 of the Company’s Articles of Association.
- 3.2 To re-elect the following directors, Messrs. Arthur Johnson Manase, Kensias Chibota and Douglas Hoto who retire by rotation at the AGM and, being eligible, offer themselves for re-election in accordance with Article 99 of the Company’s Articles of Association.

Unless otherwise resolved, each Director will be elected separately. The profiles of the directors to be elected and re-elected are included in the Annual Report.

### 4. AUDITORS

- 4.1 To approve the remuneration for the auditors for the past audit.
- 4.2 To note the retirement of Messrs Grant Thornton Chartered Accountants (Zimbabwe) in accordance with Section 191 (11) of the Companies and Other Business Entities Act (Chapter 24:31) and Section 69 (6) of Statutory Instrument 134 of 2019 (the

ZSE Listing Requirements). Messrs. Grant Thornton Chartered Accountants (Zimbabwe) have served as Auditors of the Company for the past 10 years.

- 4.3 To confirm the appointment of Messrs. BDO Zimbabwe Chartered Accountants as auditors of the Company until the next Annual General Meeting.

## C. ANY OTHER BUSINESS

To transact any other business competent to be dealt with at an Annual General Meeting.

## D. ATTENDANCE, PROXIES AND VOTES

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 2021 Annual Report can be accessed on the Company’s website: <https://rtgafrika.com/full-year-reports/>. The Annual Report, (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

**TAPIWA MARI**  
**COMPANY SECRETARY**

