

SENS ANNOUNCEMENT
(the “Notice” or “Announcement”)

ISSUER



ZCCM INVESTMENTS HOLDINGS PLC (“ZCCM-IH”)

[Incorporated in the Republic of Zambia]

Company registration number: 771

Share Code: ZCCM-IH
ISIN: ZM0000000037
Authorised by: Chabby Chabala – Company Secretary

SPONSOR



STOCKBROKERS ZAMBIA LIMITED

Stockbrokers Zambia Limited

[Founder Member of the Lusaka Securities Exchange]

[Regulated and licensed by the Securities and Exchange Commission of Zambia]

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APPROVAL

The captioned Notice or Announcement has been approved by:

- i. the Lusaka Securities Exchange (“LuSE”)
- ii. the Securities and Exchange Commission (“SEC”)
- iii. Stockbrokers Zambia Limited (“SBZ”)

RISK WARNING

The Notice or Announcement contained herein contains information that may be of a price sensitive nature.

Investors are advised to seek the advice of their investment advisor, stockbroker, or any professional duly licensed by the Securities and Exchange Commission of Zambia to provide securities advice.

ISSUED: June 9, 2021



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["ZCCM-IH" or "the Company"]

NOTICE OF THE 17th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of members of ZCCM Investments Holdings Plc will be held on **Wednesday, 30 June 2021 at 10:00 hours** via Video Conferencing on the following link <https://eagm.creg.co.zw/eagm/login.aspx> to transact the following business:

1. To consider and adopt the Minutes of the 16th Annual General Meeting held on 14 January 2020.
2. To consider and adopt the Minutes of the Extra-Ordinary General Meeting held on 30 March 2021.
3. To receive and adopt the audited Financial Statements for the year ended 31 December 2019, together with the Reports of the Directors and the Auditors.
4. To approve the final dividend of K0.33 per share recommended by the Directors.
5. To consider and adopt the recommendation to appoint External Auditors for the year ended 31 December 2020, and to authorise the Directors to fix their remuneration.
6. To ratify the appointment of a non-executive director to the Board of the Company.
7. At the AGM Shareholders will also consider the proposed Transaction, whereby the Company will enter into a Group Restructuring and Reorganization involving ZCCM-IH and the Industrial Development Corporation Limited ("IDC") and if deemed appropriate, pass the proposed ordinary resolution below:

THAT the Transaction be and is hereby approved and the directors of the Company (the "Directors") be and are hereby authorised to:

- a. do or procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Transaction and this resolution (including for the purpose of obtaining any approval, consent, clearance or permission that is a condition to the Transaction or that the Directors consider necessary or expedient); and
 - b. to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Transaction (provided that such modifications, variations, revisions, waivers or amendments are not of a material nature), to any documents, and arrangements relating thereto, as the Directors may, in their absolute discretion, think fit.
8. The 17th AGM has also been convened by ZCCM-IH to seek its Shareholders' approval for the proposed Management Services Agreement ("**MSA**" or "**Agreement**") between ZCCM-IH and the Industrial Development Corporation ("IDC"), if deemed appropriate, pass the proposed ordinary resolution below:

THAT the Agreement be and is hereby approved and the directors of the Company (the "Directors") be and are hereby authorised to:

- a. do or procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Agreement and this resolution (including for the purpose of obtaining any approval, consent, clearance or permission that is a condition to the Transaction or that the Directors consider necessary or expedient); and
 - b. to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Transaction (provided that such modifications, variations, revisions, waivers or amendments are not of a material nature), to any documents, and arrangements relating thereto, as the Directors may, in their absolute discretion, think fit.
9. To transact such other business as may properly be transacted at an Annual General Meeting.

The substantial terms and conditions of the Transaction and the Agreement are as set out in Two (2) Circulars to shareholders of the Company (the "Circulars") outlining the Transaction and the Agreement, of which this notice convening the general meeting forms part. The Circulars include:

- o Salient terms of the Transaction and the Agreement;
- o Group Reorganisation Agreement;
- o The Management Services Agreement
- o Independent Expert's Opinion Report prepared by independent consultants
- o Competent Persons Report; and
- o An Independent Reporting Accountants Report.

The Circulars will be distributed to shareholders physically or electronically at a date that will be communicated in their respective Transaction Announcements. The Circulars will then be made available until 30 June 2021 at 10:00 hours at the Company's registered office ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, Mass Media Complex Area, Lusaka.

Notes:

All shareholders are encouraged to make arrangements to participate in the Extraordinary Meeting through the eAGM link provided below.

i. The proceedings of the Meeting will be streamed live through the following link, and shareholders are required to Sign Up in advance.

<https://eagm.creg.co.zw/eagm/login.aspx>

ii. Shareholders and proxies are requested to **Sign Up now**. Please sign up onto the link with the credentials that shall be forwarded to you via email and phone.

The key steps to follow are as given below:

- a. Sign up on the ("**eAGM platform**") given.
- b. Log into the ("**eAGM platform**") and register to attend the meeting on the day of the meeting

iii. To sign up for the Meeting, a shareholder must have a working email and an active cell phone number.

iv. The window for signing up for the Meeting shall open on Thursday 10th June 2021 and automatically close at the commencement of the Meeting on Wednesday, 30th June 2021 at 10:00 hours. Registration will commence

at 08:00 hours on the day of the meeting. A shareholder who does not register before the start of the meeting will not be able to do so when the meeting starts.

v. After registering, a shareholder will be allowed to join the meeting.

vi. The voting at the General Meeting will be conducted electronically on <https://eagm.creg.co.zw/eagm/login.aspx>.

vii. To fully participate in the AGM, a shareholder must have a reliable internet connection.

viii. Queries on how to log into the Meeting, registration or on the voting process can be channelled to the Corpserve Transfer Agents on info@corpservezambia.com.zm or james@Corpservezambia.com.zm: Or phone **0950968435, 0955899375, 0979946143**

ix. A member entitled to attend and vote at the meeting is entitled to appoint any person (whether a member of the Company or not) to attend and to vote in his/her stead. A Proxy form has been included in the Circular and is available on the Company website www.zccm-ih.com.zm. The completed Proxy Form must be lodged at the Registered Office of the Company, ZCCM-IH Office Park, Stand No. 16806, Alick Nkhata Road, P.O. Box 30048, Lusaka or emailed to corporate@zccm-ih.com.zm before the commencement of the AGM.

By Order of the Board

Chabby Chabala

Company Secretary

Issued in Lusaka, Zambia on 09 June 2021

Lusaka Securities Exchange Sponsoring Broker	
	<p>T +260-211-232456</p> <p>E advisory@sbz.com.zm</p> <p>W www.sbz.com.zm</p> <p>Stockbrokers Zambia Limited (SBZ) is a member of the Lusaka Securities Exchange and is regulated by the Securities and Exchange Commission of Zambia</p>

First Issued on 09 June 2021