



Dawn Properties Limited

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS OF THE COMPANY THAT the 15th Annual General Meeting ("AGM") of the Shareholders of Dawn Properties Limited will be held in the Ophir Room at Monomotapa Hotel, 54 Park Lane, Harare on Thursday, 28 June 2018 at 1000 hours for the purpose of considering the following business to be transacted and, if deemed fit, passing with or without amendment the resolutions set out hereunder, and considering any other matters raised by shareholders at the AGM:

Voting thresholds:

For the purpose of approving the ordinary resolutions, the support of more than 50% of the voting rights exercised by shareholders present in person, or represented by proxy, at the AGM is required.

ORDINARY BUSINESS

1. Statutory financial statements

To receive and adopt the financial statements for the year ended 31 December 2017, together with the report of the Directors and Auditors therein.

2. Directors' resignations and appointments

Mr WT Kambwanji and Mr T Chiveshe resigned from the Board on 8 March 2018. Mr L Mhishi was appointed as a non-executive director on 1 July 2017. Mr P Saungweme resigned as finance director on 30 June 2017 and was appointed as a non-executive director on 3 August 2017. Ms V Muyambo was appointed finance director on 1 July 2017.

In terms of the Company's Articles of Association, all non-executive directors retire by rotation at the AGM. All the non-executive directors, being eligible, will offer themselves for re-election at the AGM.

3. Independent auditors

3.1. To ratify the Auditors' remuneration for the past audit.

3.2. To confirm the re-appointment of PricewaterhouseCoopers (Zimbabwe) as external auditors of the Company for the ensuing year.

4. Directors' fees

To ratify the payment of directors' fees for non-executive directors for the year ended 31 December 2017.

ANY OTHER BUSINESS

To transact any other business competent to be dealt with at the AGM.

Note:

- (a) In terms of section 129 of the Companies Act (Chapter 24:03), members are entitled to appoint one or more proxies to act in the alternative, to attend, vote and speak in their place at the meeting. A proxy needs to be a member of the Company.
- (b) In terms of Article 73 of the Company's Articles of Association, instruments of the proxy must be lodged at the registered office of the Company at least forty-eight hours before the time appointed for holding the meeting.

By Order of the Board

V Muyambo
Company Secretary

Registered Office

8th Floor, Beverley Court
100 Nelson Mandela Avenue, Harare

24 May 2018