

This press release supersedes the initial publication of 3 August 2018

Zimplow Holdings Limited

Registered address:

36 Birmingham Road, Southerton, Harare.

Directors:

T. Chataika, G. T. Manhambara, L. Kennedy, M. D. Hulett, M. Yong, K. R. Patel, T. M Johnson

Dear Shareholders

Your directors saw it fit that members of Zimplow Holdings Limited consider a proposal to allow the Company to buy back its own shares utilising any excess cash at its disposal. The Directors proposed that the maximum number of shares available for repurchase shall not exceed 20% (47 093 173 of the issued share capital) as provided in the Zimbabwe Stock Exchange Listing Rules.

1. RATIONALE FOR THE SHARE BUY BACK

The scheme is expected to yield valuable benefits to the business, including; -

- Delivering strong returns to shareholders
- Flexibility to better manage the Company's share capital structure and dividend payouts
- Improvement in shareholder welfare
- Reduction in cost of capital
- Enhancement of EPS
- Overall efficient utilisation of excess working capital

Members would be asked to approve a resolution authorising the Company to repurchase its own shares at an EGM.

2. DIRECTORS RESPONSIBILITY STATEMENT

The Directors, whose names appear below collectively and individually accept full responsibility for the accuracy of information given in this circular and certify that to the best of their knowledge and believe there are no other facts, the omission of which would make any statement in this circular false or misleading, that they have made all reasonable enquiries to ascertain such facts and that this circular contains all such information required by law.

The Directors also confirm that this circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquiries) that investors and their professional advisors would reasonably expect to find for the purposes of making an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of Zimplow Holdings Limited in order to vote at the proposed Extraordinary General Meeting.

NAME	DESIGNATION	SIGNATURES
T. Chataika	Non-Executive Chairman	signed on original
G. T. Manhambara	Non-Executive Director	signed on original
T. M. Johnson	Non-Executive Director	signed on original
L. Kennedy	Non-Executive Director	signed on original
K. R. Patel	Non-Executive Director	signed on original
M. Yong	Non-Executive Director	signed on original
M. D. Hulett	Chief Executive Officer	signed on original

3. SHARE CAPITAL

The Authorised share capital of Zimplow Holdings Limited is 300 000 000 (three hundred million) shares at a nominal value of \$0,0004 each.

The issued share capital of the Company at the last practicable date was 235 465 865 (two hundred and thirty five million four hundred and sixty five thousand eight hundred and sixty five) ordinary shares of \$0,0004 each.

All the issued share capital of Zimplow Holdings Limited are of one class, rank "pari passu" in all respect and are listed on the Zimbabwe Stock Exchange (ZSE).

4. SHAREHOLDING STRUCTURE

As at 30 June 2018, the Company's top ten shareholders were as detailed below: -

Rank	Names	Shares	Percentage
1	SINO PROPERTIES PVT LTD	82,037,257	34.84
2	KENCOR HOLDINGS PVT LTD	24,936,122	10.59
3	T F S NOMINEES (PRIVATE) LIMITED	20,818,165	8.84
4	STANBIC NOMINEES (PVT) LTD	20,160,482	8.56
5	CHARTER MINING PVT LTD	19,668,564	8.35
6	YUMIKO INVESTMENTS PVT LTD	13,089,629	5.56
7	NATIONAL RAILWAYS OF ZIMBABWE CONTRIBUTORY P/F	11,553,529	4.91
8	BARLOWORLD EQUIPMENT UK LTD	7,340,933	3.12
9	INVESCI ASSET MANAGEMENTPL	4,110,193	1.75
10	FLAME LILY VENTURE CAPITAL GROUP	4,054,625	1.72
	Selected Shares	207,393,875	88.1
	Non - Selected Shares	28,071,990	11.9
	Issued Shares	235,465,865	100.00

5. MATERIAL CHANGES

As at the date of this circular, Zimplow Holdings Limited has not entered into any material contracts, other than in the normal course of business.

6. LITIGATION STATEMENT

Zimplow Holdings Limited is not currently involved in any material litigation proceedings, which have significant effect on the financial position of the Company. The Directors are not aware of any such proceedings that are pending or threatening.

CIRCULAR TO SHAREHOLDERS



YOUR AGRICULTURE, INFRASTRUCTURE & MINING PARTNER

7. IMPACT OF PROPOSED SHARE REPURCHASE ON EPS AND NAV

The proposed share repurchase is anticipated to affect the Earning Per Share and Net Assets Values as indicated below:

	Pre-buyback	Post-buyback	% Change
Market capitalization as at 30 Jun 18	\$27,078,574.48	\$22,746,002.56	-16.00%
Price per share as at 30 Jun 18	\$0.1150	\$0.1208	5.00%
Net Income as at 31 Dec 17	\$3,254,787.00	\$3,254,787.00	0.00%
Earnings per share	\$0.0138	\$0.0173	25.00%
PE ratio	8.32	6.99	-16.00%
NAV per share	0.1288	0.1308	1.56%

8. NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

Notice is hereby given of the extraordinary general meeting of members of Zimplow Holdings Limited "the Company" to be held at Zimplow Holdings Limited, Head Office, 36 Birmingham Road, Harare on 31 August 2018 at 1000hrs.

Members will be asked to consider, and if deemed fit, to pass with or without modification the resolutions set out below:-

SPECIAL BUSINESS

APPROVAL OF SHARE BUY BACK

That the Company authorises in advance, in terms of section 79 of the Companies Act (Chapter 24:03) and the Zimbabwe Stock Exchange listing requirements, the purchase by the Company of its own shares upon such terms and conditions and such amounts as the Directors of the Company may from time to time determine and such authority hereby specifies that

1. The authority in terms of this resolution shall expire on the date of the Company's next Annual General Meeting; and
2. Acquisition shall be of ordinary shares which, the aggregate in any one financial year, shall not exceed 20% (twenty centre) of the Company's issued ordinary share capital and
3. The maximum and minimum prices, respectively, at which such ordinary shares may be acquired will be not more than 5% (five percent) above and 5% (five percent) below the weighted average of the market price at which such ordinary shares are traded on the Zimbabwe Stock Exchange, as determined over the 5 (five) business days immediately preceding the date of purchase of such ordinary shares by the Company.
4. A press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis in the period between AGMs, 3% (three percent) of the number of ordinary shares in issue prior to the acquisition; and
5. If during the subsistence of this resolution the Company is unable to declare and pay a cash dividend, then this resolution shall be of no force and effect.

Directors' Statement

It will be recorded that, in terms of Companies Act and the regulations of the Zimbabwe Stock Exchange, it is the intention of the Directors of the Company to utilise this authority at a future date provided the cash resources of the Company are in excess of its requirements

and the transaction is considered to be in the best interests of shareholders generally. In considering cash resource availability, the Directors will take account of, inter alia, the long term cash need of the Company, and will ensure the Company will remain solvent after the re-purchase.

By Order of the Board

M Chinorwadza
Company Secretary

8 August 2018.

9. FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

I/We.....
.....Of.....Being member/members of the
above Company, hereby appoint:

Mr. / Mrs. / Ms. / Dr
.....Or failing him.....

.....Of.....
.....as my/our proxy to vote for me/us on
my/our behalf at the Extraordinary General Meeting of the Company
and any adjournment thereof.

Signature.....Signed this
.....of2018

Notes

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend, and speak in his stead. The person appointed need not be a member.
2. Proxy forms should be lodged at the registered office of the Company by no later than 48 hours before the time of holding the meeting.
3. Any alterations or corrections made to this form of proxy (including the deletion of alternatives) must be initialled by the Signatory/signatories.
4. Shareholders are requested to submit key questions in writing at least five days before the date of the meeting to enable comprehensive answers to be prepared. This will not preclude them from raising questions from the floor.

Physical and Postal Delivery

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Zimbabwe
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