

HWANGE COLLIERY COMPANY LIMITED

Notice of Annual General Meeting



ZSE Share Code: HCCLZW ISIN: ZW0009011934 | SE Share Code: HCCLZW ISIN: ZW0009011934 | SE Share Code: HCCLZW ISIN: ZW0009011934

Registered Office: 17 Nelson Mandela Avenue, 7th Floor, Coal House.
P. O. Box 2870 Harare, Zimbabwe, Telephone: 263-4-781985/7, 773900.

HWANGE
COLLIERY COMPANY LIMITED
Incorporated in Zimbabwe under
registration number 381/1954

Notice is hereby given that the ninety fourth (94th) Annual General Meeting (AGM) of Shareholders of Hwange Colliery Company Limited will be held at Chapman Golf Club, Number 1 Henry Chapman, Eastlea, Harare on Friday 30 June 2017 at 10:30 am for the following business:

ORDINARY BUSINESS

1. FINANCIALS

To receive and consider the audited accounts and the reports of the directors and of the auditors for the year ended 31 December 2016.

2. DIRECTORATE

2.1 To approve the re-election, by a single resolution of Messrs Valentine Vera, Alpheus Ngapo, Edward Tome and Mrs Juliana Muskwe who retire by rotation, and being eligible, offer themselves for re-election.

2.2 To confirm, by a single resolution the appointment of Messrs NGAPO Alpheus and TOME Edward Nhamoinesu as directors of the Company.

3. DIRECTORS FEES

To approve the Directors' fees for the year ended 31 December 2016.

4. AUDITORS

To approve the remuneration of the auditors for the year ended 31 December 2016 and to re-appoint Messrs Grant Thornton Chartered Accountants (Zimbabwe) as Auditors until the conclusion of the next Annual General Meeting.

5. SPECIAL BUSINESS

To consider and, if deemed fit, pass with or without modification, the following additional resolutions:

5.1 Borrowing Powers

To obtain by an Ordinary Resolution, the ratification of the company's Borrowing Powers for the year ended 31 December 2016 (Per article 60 of the Company's Articles of Association)

"THAT as a result of the Company's negative equity, the Company's excess borrowings of US\$79 334 350 (Seventy nine million three hundred and thirty four thousand three hundred and fifty United States dollars) in the financial year ended 31 December 2016 be and is hereby ratified."

5.2 Dematerialisation of Securities

AS A SPECIAL RESOLUTION

THAT a new, Article 4A, be inserted as follows:

"Notwithstanding any contrary provisions in the Companies Act [Chapter 24:03] and these Articles of Association, the Company shall be empowered to issue securities in dematerialised form, convert certificated securities to dematerialised securities and allow its securities to be traded in dematerialised form, provided that no certificated securities shall be converted to their dematerialized form without the consent of the holder thereof."

5.3 Electronic Communication

AS A SPECIAL RESOLUTION

THAT a new Article, Article 163A, be inserted as follows:

"Notwithstanding any other provisions of these Articles of Association, any document and or notice required to be sent to members in terms of regulations 163 to 170 or in terms of any other provisions of these Articles of Association or the Companies Act [Chapter 24:03] may, notwithstanding anything to the contrary, be sent by electronic means to the electronic address last furnished by such member(s) concerned within the prescribed timeframes, provided that should a member request a hard copy, such document shall be availed in hard copy format to the member."

6. OTHER BUSINESS

To transact such other business as may be transacted at an Annual General Meeting.

7. PROXY/IES

7.1 In terms of section 129 of the Zimbabwe Companies Act [Chapter 24:03] members are entitled to appoint one or more proxies to act in the alternative and to attend and vote and speak in their place. A proxy need not be a member of the Company.

7.2 Regulation 87 of the Company's Articles of Association provides that instruments appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time appointed for holding the meeting.

By order of the Board

ALLEN MASIYA
HEAD, LEGAL & COMPANY SECRETARY
2 June 2017

