



Dawn Properties Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS OF THE COMPANY THAT the 16th 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, 27 June 2019 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 2018, together with the report of the Directors and Independent auditor therein.

2. Directors' resignations and appointments

Ms V. Muyambo resigned as finance director on 31 October 2018. Mr F.M. Myambuki was appointed finance director on 1 December 2018. Mr G. Johnson was appointed as a non-executive director on 28 August 2018.

In terms of section 174 of the Companies Act (Chapter 24:03), 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 and they shall be elected by separate resolutions.

3. Independent auditors

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

3.2. To confirm the re-appointment of PricewaterhouseCoopers Chartered Accountants (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 2018.

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 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

F.M. MYAMBUKI
Company Secretary

Registered Office

8th Floor, Beverley Court
100 Nelson Mandela Avenue
Harare

5 June 2019

DIRECTORS:

P.P. Gwatidzo (Chairman), B.I. Childs, M. Mukonoweshuro, L. Mhishi, P. Saungweme, G.P. Johnson, P. J. Matute (Managing Director), F.M. Myambuki (Finance Director).