



Dawn Properties Limited

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS OF THE COMPANY THAT the 17th Annual General Meeting ("AGM") of the Shareholders of Dawn Properties Limited ("the Company") will be held in the Ophir Room at Monomotapa Hotel, 54 Park Lane, Harare on Thursday, 9 July 2020 at 1100 hours. Shareholders are advised that in light of the current regulations which prohibit gatherings in excess of 50 people and promoting social distance on account of the COVID-19 pandemic, they can participate electronically via the following link <https://eagm.creg.co.zw/eagmzim/Login.aspx#>. The Company will be advised of any further instructions regarding the modalities of carrying out the meeting in due course.

SPECIAL BUSINESS

1. Amendments to the Articles of Association ("the Articles")

- 1.1 Amend the Articles to permit members to participate in meetings via electronic means as allowed by section 170 (10) of the Companies and Other Business Entities Act [Chapter 24:31].
- 1.2 All references to the Companies Act shall now be to the Companies and Other Business Entities Act [Chapter 24:31] ("the Act") or its successive legislation.
- 1.3 Article 78 – According to the new Act, a public Company must have a minimum of 7 and a maximum of 15 directors, of which at least 3 should be independent.
- 1.4 Article 98 and 99 - Directors should retire by rotation if:
 - They were appointed since the last AGM; or
 - If they have not been appointed or reappointed at one of the preceding two Annual General Meetings.

ORDINARY BUSINESS

2. Statutory Financial Statements

To receive and adopt the financial statements for the year ended 31 December 2019, together with the report of the Directors and Independent Auditor therein. The annual report can be viewed on the Company website, www.dawnpropertieslimited.co.zw.

3. Directorate

Mr. F. M. Myambuki resigned as Finance Director on 15 May 2020. Mr. N. Y. Mutizwa was appointed Finance Director on 18 May 2020.

In terms of the Company's Articles 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.

4. Independent auditors

- 4.1 To ratify the Auditors' remuneration for the past audit.
- 4.2 To retire PricewaterhouseCoopers as the auditors of the Company in line with section 190 (11) of the Companies and Other Business Entities Act [Chapter 24:31].

5. Directors' fees

To ratify the payment of directors' fees for non-executive directors for the year ended 31 December 2019.

ANY OTHER BUSINESS

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

Note:

- (a) In terms of section 171 (1) of the Companies And Other Business Entities Act [Chapter 24:31], any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint one or more persons, whether members or not, to act in the alternative as his or her proxy to attend and vote instead of him or her, and a proxy appointed to attend and vote instead of a member shall also have the same right as the member to speak at the meeting.
- (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

Ndangariro Mutizwa
Acting Company Secretary

Registered Office

8th Floor, Beverley Court
100 Nelson Mandela Avenue
Harare

16 June 2020

DIRECTORS:

P.P. Gwatidzo (Chairman), B.I. Childs, M. Mukonoweshuro, L. Mhishi, P. Saungweme, G.P. Johnson,
J. Dowa (Managing Director), N. Mutizwa (Finance Director).