



FOLLOWING A REQUISITION MADE BY AFRICAN SUN LIMITED IN TERMS OF SECTION 126 OF THE COMPANIES ACT CHAPTER 24:03, FOR THE CONVENING OF AN EXTRAORDINARY GENERAL MEETING ON REQUISITION, FOR THE PURPOSE OF REMOVING ALL BUT TWO DIRECTORS OF THE COMPANY AND REPLACING THEM WITH ITS NOMINEES:

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

NOTICE OF AN EXTRAORDINARY GENERAL MEETING In terms of Article 54 of Dawn Properties Limited ("the Company")'s Articles of Association, notice is hereby given that an EGM of the Company's Shareholders will be held at Rainbow Towers, in the Committee Room 6 at 1000 hours on Tuesday 28th August 2012, to consider, and, if deemed fit, to pass with or without modification, the following ordinary resolutions:

- 1. That Messrs Pricewaterhouse Coopers, Chartered Accountants (Zimbabwe) or failing them for any reason Ernst & Young Chartered Accountants (Zimbabwe), are appointed to count the votes cast by members at this EGM and that results of the voting as determined by them be final and binding in the absence of any manifest error.
2. That Mr T P Chimuriwo be removed as a director of the Company, with immediate effect.
3. That Mr D Cooper and his (alternate Mr D Goldwasser) be removed as directors of the Company, with immediate effect.
4. That Mr M Manyika be removed as a director of the Company, with immediate effect.
5. That Mr George Manyere be appointed as a director of the Company, with immediate effect.
6. That Mr Ambrose K T Matika be appointed as a director of the Company, with immediate effect.
7. That Mr Eilex Felix Muzvondiwa be appointed as a director of the Company, with immediate effect.
8. That Mr Bekhithemba L Nkomo be appointed as a director of the Company, with immediate effect.

- 7. The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the EGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
8. In order to be effective, completed proxy forms must reach either the Company's registered offices not less than 48 hours before the time appointed for the holding of the EGM.
9. Please ensure that name(s) of the member(s) on the form of proxy and the voting form are exactly the same as those on the share register.
10. Please be advised that the number of votes a member is entitled to be determined by the number of shares recorded on the share register 48 hours before the time appointed for the holding of the meeting.

Representations, by the directors proposed to be removed will be circulated to shareholders and will, furthermore, be available at the registered office of the company. The directors will in addition, wish to make oral representations to the shareholders at the EGM.

VOTING

On a show of hands, every shareholder of the Company, who (being an individual) is present in person or by proxy at the EGM or which (being a company or other body corporate) is represented thereat by a representative appointed pursuant to section 131 of the Act, shall have one vote and, on a poll, every shareholder of the Company present (whether an individual or company or other body corporate) or represented by a proxy at the EGM, shall have one vote for every share held or represented by him/her/it.

In terms of ordinary resolution number 1, the firm of Chartered Accountants will be appointed to count the votes at the EGM and the results of the voting as determined by them will be final and binding in the absence of any manifest error.

Each member entitled to attend and vote at the EGM is entitled to appoint one person as his proxy, who need not be a member of the Company, to attend, speak and vote in his/her stead at the EGM.

FORM OF PROXY

A form of proxy, in which are set out the relevant instructions for its completion, is attached hereto, for use by such shareholder of the Company who is unable to attend the EGM but who wishes to be represented thereat. Completion of a form of proxy will not preclude such shareholder of the Company from attending and voting (in preference to the appointed proxy) at the EGM.

The instrument appointing a proxy and the authority (if any) under which it is signed must be received by the Company's Secretary at 8th Floor, Beverley Court, 100 Nelson Mandela Avenue, Harare at least 48 hours before the time set for the meeting.

By Order of the Board

N M Tome (Mrs)
Company Secretary

30 July 2012

NOTES TO THE FORM OF PROXY

Instructions for signing and lodging this form of proxy

- 1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided with or without deleting "the Chairman of the EGM" but any such deletion must be initialled by the Shareholder. The person whose names appears first on the form proxy will, unless his or her name has been deleted be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space(s) provided as well as by means of a cross whether the shareholder wishes to vote for, against or abstain from the resolutions. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the EGM as he/she deems fit in respect of all the shareholder's exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, or cast them in the same way.
3. A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.
4. The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
4.1 under a power of attorney
4.2 on behalf of a company
Unless that person's power of attorney or authority is deposited at either the Company not less than 48 hours before the meeting.
5. If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
6. When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.

DAWN PROPERTIES LIMITED FORM OF PROXY

For the use of the Company's shareholders at the extraordinary general meeting of shareholders to be held in the Committee Room 6 at Rainbow Towers, Zimbabwe, at 1000 hours on the 28th August 2012 ("the EGM").

Each member entitled to attend and vote at the EGM is entitled to appoint one person as his proxy, who need not be a member of the Company, to attend, speak and vote in his/her stead at the EGM.

I, We.....Or.....
(Name in block letters)

Being the holder of.....shares in the Company hereby appoint
.....of
or failing him/her.....of.....

Chairman of EGM

My/our proxy to act for me/us at the EGM for the purposes of considering the line, if deemed fit, passing with or without modification, the resolutions be proposed thereat, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name (see note 2) in accordance with the following instructions:

Table with 3 columns: For, Against, Abstain. Rows include Ordinary resolution number 1 - Appointment of Scrutineers, Ordinary resolution number 2 - Removal of T P Chimuriwo, Ordinary resolution number 3 - Removal of D Cooper and his (Alternate Mr D Goldwasser), Ordinary resolution number 4 - Removal of M Manyika, Ordinary resolution number 5 - Appointment of G Manyere, Ordinary resolution number 6 - Appointment of A K T Matika, Ordinary resolution number 7 - Appointment of E F Muzvondiwa, Ordinary resolution number 8 - Appointment of B L Nkomo.

Signed at on the2012

Signature(s)

Assisted by me

Assisted by me

Full Name(s) of signatory/ies if signing in a representative capacity (see note 2) (please use block letters)