

Notice is hereby given that the First Annual General Meeting of the Members of Proplastics Limited will be held at the Meikles Hotel, cnr 3rd/Jason Moyo Avenue, Harare on Thursday, 26 May 2016 at 10.00 hours for the purpose of transacting the following business:

ORDINARY BUSINESS

1. Approval of Financial Statements and Reports

To receive and adopt the financial statements for the year ended 31 December 2015, together with the reports of the Directors and Auditors thereon.

2. Election of Directors

In accordance with Article 119 of the Company's Articles of Association, all the Directors; Messrs. Paschal Changunda, Kudakwashe Chigiya, Gregory Sebborn, Samuel Sithole and Paddy Zhanda (Jnr.), retire by rotation at the Company's Annual General Meeting and being eligible, offer themselves for re-election.

3. Directors' Fees

To confirm the fees paid to Directors for the year ended 31 December 2015.

4. Dividend

To declare a final dividend of US0.15 (fifteen cents) per ordinary share in the capital of the Company.

5. Auditors

5.1 To approve the remuneration of the Auditors for the previous year.

5.2 To consider the re-appointment of Deloitte & Touche Chartered Accountants Zimbabwe as Auditors for the ensuing year.

SPECIAL BUSINESS

6. To consider, and if deemed fit, to pass, with or without amendments, the resolution set out below:

6.1 As an Ordinary Resolution: Share Buy-back "That the Company, as duly authorised by Article 60 of its Articles of Association and section 79 of the Companies Act (Chapter 24:03, may undertake the purchase of its own ordinary shares in such manner or on such terms as the Directors may from time to time determine, provided that the repurchases are not made at a price greater than 5% above nor 5% 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 the repurchase and also provided that the maximum number of shares authorized to be acquired shall not exceed 10% (ten percent) of the Company's issued ordinary share capital. That this authority shall expire at the next Annual General Meeting, and shall not extend beyond 15 months from the date of this resolution".

Directors' statement

It will be recorded that, in terms of the Companies Act and the regulations of the Zimbabwe Stock Exchange, the Directors of the Company will duly take into account the ability of the Company for a period of 12 (twelve) months to pay its debts in the ordinary course of business, the maintenance of an excess of assets over liabilities, and the adequacy of ordinary capital and reserves as well as the adequacy of working capital.

Note: In terms of the Companies Act (Chapter 24:03) a member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his stead. A proxy need not to be a member of the Company.

By Order of the Board



P. Changunda
Company Secretary
28 April 2016

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