

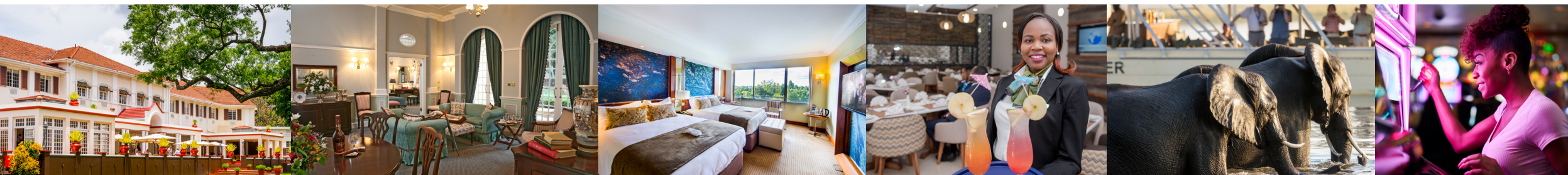


AFRICAN SUN

L I M I T E D

(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)

ABRIDGED CIRCULAR TO SHAREHOLDERS



**Relating to and seeking approvals for:
The Termination of the Listing of African Sun Limited ("African Sun") on the Zimbabwe Stock Exchange and the
Subsequent Listing by Introduction on the Victoria Falls Stock Exchange ("Proposed Transaction")**

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice of an Extraordinary General Meeting ("EGM") of the members of African Sun Limited, to be held virtually by electronic means, on Tuesday, 28 March 2023, at 1430 hours. The notice was published on Tuesday, 7 March 2023 in accordance with the Listings Requirements of the Zimbabwe Stock Exchange ("ZSE") and the Companies and Other Business Entities Act (Chapter 24:31) of Zimbabwe, as set out at the end of this Document. Shareholders are requested to complete and return the attached form of proxy in accordance with the instructions printed thereon as soon as possible, but not later than 1600 hours, on Friday, 24 March 2023.

Financial Advisor



Sponsoring Brokers



Legal Advisors



Transfer Secretaries



ACTION REQUIRED

1. Read this Document in its entirety. If you are in doubt as to the action you should take, you should immediately seek advice from an independent stockbroker, bank manager, legal practitioner, accountant, or any other professional advisor of your choice;
2. Attend and vote at the EGM to be held on Tuesday, 28 March 2023; and
3. Shareholders who cannot attend the EGM but wish to be represented thereat should complete and sign the Proxy Form included with this Document and ensure it is lodged at the African Sun's Corporate Head Office at Bally House, Mount Pleasant Business Park, Corner Norfolk Road/870 Endeavor Crescent, Harare, Zimbabwe, so that the Transfer Secretaries receive it by no later than 1600 hours on Friday, 24 March 2023. Proxy Forms will be accepted at the discretion of the Chairman up to 1 (one) hour before the commencement of the EGM. Shareholders may attend the meeting virtually, notwithstanding the completion and return of a Proxy Form.

Date of issue of this document: Tuesday, 7 March 2023

1. OVERVIEW OF THE PROPOSED TRANSACTION

On Monday, the 6th of February 2023, the Board of Directors of African Sun passed a resolution in support of the termination of African Sun's ZSE Listing, with the intent to list the Company's shares on the Victoria Falls Stock Exchange ("VFEX") by way of Introduction.

1.1 The Rationale for the Proposed Transaction

- The VFEX's potential to be a regional exchange can increase the visibility of a company listed on it, which can help attract new customers, suppliers and partners. The Company's migration from the ZSE to the VFEX potentially improves the Company's regional profile and commercial standing, strengthening the Company's prospects for both local and regional expansion. African Sun's capital expenditure and future growth and expansion can be better supported by foreign currency capital and a widened investor base.
- The VFEX provides extended options for capital raising including debt listing in foreign currency.
- The VFEX's lower trading costs of 2.12% compared to 4.63% on the ZSE would enable Shareholders to retain more value.
- Liquidity of the African Sun shares can be stimulated by lower trading costs of the VFEX compared to the ZSE as well as increased demand for the investment based on its ability to return foreign currency dividends.
- The VFEX allows foreign Shareholders to repatriate their dividends and proceeds from share disposals without restrictions.
- The VFEX offers tax incentives for Shareholders, which include a 5% withholding tax on dividends and no capital gains tax on share disposal, thus providing enhanced earnings for Shareholders compared to the ZSE.
- The provision of a de facto third-party USD valuation of the Company enables African Sun's existing Shareholders to realise the actual value of their investment and to provide a more accurate benchmark of the stock's performance while mitigating valuation volatility. Furthermore, the USD provides a hedge against the inflation of the ZWL, providing greater investor protection.
- Entities listed on the VFEX are required to report in USD, resulting in a more understandable basis for evaluation of the Company's performance. Moreover, companies listed on the VFEX are required to meet specific governance and reporting requirements, which can improve the overall management and performance of the Company.

2. TIMETABLE FOR THE PROPOSED TRANSACTION

Important Dates	
African Sun EGM Notice and announcement published	Tuesday, 7 March 2023
Voting Record Date, African Sun share register closed (at 1600 hours)	Thursday, 23 March 2023
Last day of lodging Proxy Forms (at 1600 hours)	Friday, 24 March 2023
African Sun EGM (at 1430 hours)	Tuesday, 28 March 2023
Publication of Results of African Sun EGM	Thursday, 30 March 2023
Last day of trading African Sun Shares	Friday, 31 March 2023
Termination of African Sun ZSE Listing	Thursday, 6 April 2023
Estimated Completion of African Sun's VFEX Listing	Friday, 14 April 2023

3. CONDITIONS PRECEDENT

A cautionary announcement has been issued to the Shareholders of African Sun, informing them of the Company's intention to delist from the ZSE. The ZSE has granted authority to delist African Sun's shares from the ZSE subject to the conditions listed below:

- The passing by Shareholders of African Sun of the resolutions, by the requisite majority, at an EGM to be held on Tuesday, 28 March 2023, in terms of the Notice of the EGM published in the national press dated Tuesday, 7 March 2023; and
- Obtaining all such necessary regulatory approvals as may be required, including issuing a letter of good standing by the ZSE to African Sun.

4. OVERVIEW OF AFRICAN SUN LIMITED

4.1. History of African Sun

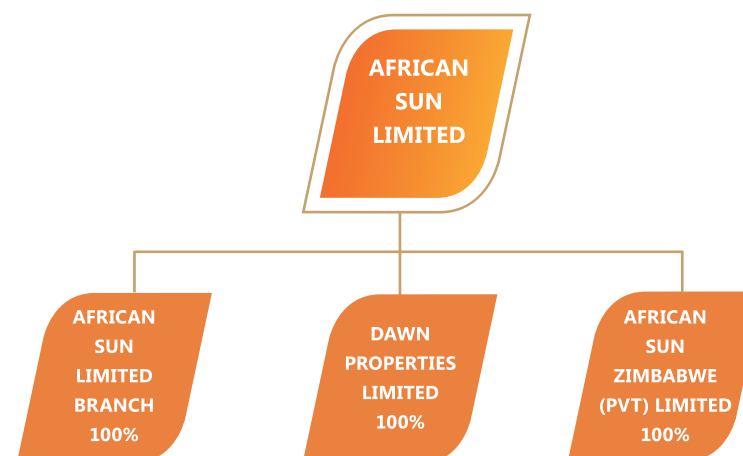
African Sun and its subsidiaries is a hospitality Group involved in running hotels, resorts, and timeshare operations in Zimbabwe. The Group is currently organised into five divisions - City and Country Hotels, Resort Hotels, The Victoria Falls Hotel Partnership, Sun Leisure and Real Estate.

The Company was incorporated in 1971 and changed its name several times, finally settling for African Sun Limited (a more aspirational name) in 2008.

The Group's hospitality portfolio includes The Victoria Falls Hotel (operated in partnership with Meikles Hospitality (Private) Limited), Elephant Hills Resort and Conference Centre, Caribbea Bay Resort, Great Zimbabwe Hotel, Hwange Safari Lodge, Holiday Inn Harare, Holiday Inn Bulawayo, Holiday Inn Mutare, Troutbeck Resort, Monomotapa Hotel, and Sun Leisure Tours.

4.2 African Sun Group Structure

Below is African Sun's Group Structure as at date of the publication of this Circular:



4.3 Operations

4.3.1 City and Country Hotels

Five hotels fall under this division, including the three hotels that operate under the InterContinental Hotels Group ("IHG") brand (Holiday Inn Harare, Holiday Inn Bulawayo and Holiday Inn Mutare). The other two hotels are Monomotapa, located in the capital city of Harare, with its iconic structure overlooking the lush, colourful and perennially evergreen Harare Gardens and the Troutbeck Resort, which is nestled in the rolling Eastern Highlands Mountains of Nyanga.

4.3.2 Resort Hotels

The resort hotels are in all of the country's major tourist destinations, being in the City of Victoria Falls, Hwange, Masvingo and Kariba. The hotels are as follows:

- The Elephant Hills Resort and Conference Centre, located in Victoria Falls, a UNESCO World Heritage site;
- The Hwange Safari Lodge, which is situated in the Hwange National Park, where over 100 species of mammals and nearly 400 bird species have been recorded;
- The Great Zimbabwe Hotel is located in Masvingo, within walking distance from the Great Zimbabwe National Monument, a UNESCO World Heritage site. This hotel enjoys the stature of being the most significant ancient structure south of the Sahara and second only to the Pyramids of Giza in size and grandeur; and
- The Caribbea Bay Resort, which is located in Kariba on the shores of Lake Kariba, which is one of the four largest man-made lakes in the world and the second largest reservoir by volume in Africa.





(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)

ABRIDGED CIRCULAR TO SHAREHOLDERS

4. OVERVIEW OF AFRICAN SUN LIMITED (CONTINUED)

4.3 Operations (continued)

4.3.3 The Victoria Falls Hotel

The iconic and rich-in-history Victoria Falls Hotel is affiliated to The Leading Hotels of the World and adheres to the requirements of this affiliation.

4.3.4 Sun Leisure Tours

This division specializes in the Group's ground handling activities. Sun Leisure Tours also provides shuttle services, destination tours and other hospitality related leisure activities.

4.3.5 Real Estate

This division focuses on maintenance, renovation and construction activities related to the Group's hotel infrastructure. The division furthermore holds the Group's land bank for future growth and expansion, as well as development with a view to selling residential properties.

4.3.6 Summary

A summary of African Sun's portfolio as of 28 February 2023 is found in the table below:

HOTEL PORTFOLIO	LOCATION	ROOMS	CONFERENCE CAPACITY	RESTAURANTS
The Victoria Falls Hotel Partnership				
The Victoria Falls Hotel	Victoria Falls	149	60	3
Resort Hotels				
Great Zimbabwe Hotel and Campsites	Masvingo	87	530	1
Elephant Hills Resort and Conference Centre	Victoria Falls	276	1,080	3
Hwange Safari Lodge	Hwange	99	260	2
Caribbea Bay Resort and Campsites	Kariba	118	320	1
City and Country Hotels				
Monomotapa Harare	Harare	243	752	2
Troutbeck Resort	Nyanga	70	420	1
Holiday Inn Harare	Harare	201	690	1
Holiday Inn Bulawayo	Bulawayo	157	835	1
Holiday Inn Mutare	Mutare	96	620	1
Total	10	1,496	5,567	16

SUN LEISURE	ACTIVITIES/GAMES AVAILABLE
Sun Leisure	Ground Handling and Airport Shuttles

REAL ESTATE	PORTFOLIO
Dawn Properties	Property investments and property development

5. CORPORATE GOVERNANCE

5.1. Introduction

African Sun is committed to a Code of Corporate Practices and Conduct based on the principles laid out in the King Reports and the Principles of Corporate Governance in Zimbabwe as laid out in the Corporate Governance Charter. The Directors recognize the need to conduct the affairs of the Group with principles of transparency, integrity, accountability and in accordance with generally accepted corporate practices, in the interests of its Shareholders, employees and other stakeholders. This process enables the Company's Shareholders and stakeholders to derive the assurance that, in protecting and adding value to African Sun's financial and human capital investment, the Company is being managed ethically, according to prudently determined risk parameters and in compliance with the best international practices.

5.2. Board of Directors

The primary responsibility of the Board is to discharge its fiduciary duty to the Shareholders and the Company. The Board is accordingly the highest policy organ of the Company and acts to direct strategy. The Board meets regularly to monitor the performance of management and to ensure proper control over the strategic direction of the Company. The Board comprises 2 (two) Executive and 8 (eight) Non-Executive Directors, 5 (five) of whom are Independent Non-Executive Directors, who meet at least quarterly. The Directors comprise individuals with proven track records and a wide range of different and complementary skills and experience, which they employ for the Company's benefit. The Non-Executive Directors also provide crucial independence and guidance to the Company's strategic decisions making process and corporate governance practices.

5.3. Directors' Interests

As provided by the Companies Act and the Company's Articles of Association, the Directors are bound to declare any time during the year, in writing, whether they have any material interest in any contract of significance with the Company, which could give rise to a conflict of interest.

As at the date of the publication of this Circular the following Directors held shares directly in the Company;

Director	Number of Shares Held
Dr. Emmanuel Anesu Fundira	15,806
Georgina Chikomo	404
Total	16,210

6. DOCUMENTS AND CONSENTS AVAILABLE FOR INSPECTION

The public may inspect this Circular and the documents available as listed below between 0800 hours and 1600 hours on Tuesday, 7 March 2023 to Friday, 24 March 2023 at the Sponsoring Brokers', and African Sun's physical offices at the addresses set out in the "Corporate Information" section of this Document:

- The Substituted Memorandum and Articles of Association of the Company;
- African Sun Board Approval of the Proposed Transaction;
- The consent letters from all Experts on the Proposed Transaction;
- The Audited Financial Statements and Notes to the Financial Statements for the three financial years ended 31 December 2019, 31 December 2020, 31 December 2021 and six months ended June 2022 for African Sun;
- The ZSE approval letter for the delisting of African Sun shares from the ZSE;
- The ZSE approval letter for the distribution of the Circular; and
- The ZSE letter of good standing.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, whose names appear below, collectively, and individually accept full responsibility for the accuracy of the information provided in this Circular and certify that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement false or misleading. They have made all reasonable enquiries to ascertain such facts, and this Circular contains all information required by law, ZSE and VFEX listing rules.

The Directors confirm that this Circular includes all such information within their knowledge (or which it would be reasonable for them to obtain by making enquires) that investors and their professional advisors would reasonably expect to find for the purpose of making an informed assessment of the assets and liabilities, financial position, profits or losses and prospects of the issuer, and of the rights attaching to the securities to which the listing particulars relate.

8. ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS

ABRIDGED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME For the years ended 31 December 2019, 31 December 2020, 31 December 2021 and half year ended 30 June 2022

All figures in ZWL	Inflation Adjusted				Historical			
	2022 June Reviewed	2021 December Audited	2020 December Audited	2019 December Audited	2022 June Unaudited	2021 December Unaudited	2020 December Unaudited	2019 December Audited
Revenue from contracts with customers	8,447,382,114	4,323,126,701	2,952,269,088	4,085,716,013	6,061,585,068	3,631,824,362	1,219,631,903	447,974,537
Gaming income	6,698,328	5,396,563	5,218,114	14,975,657	4,399,930	4,463,630	1,535,941	1,251,081
Total revenue	8,454,080,442	4,328,523,264	2,957,487,202	4,100,691,670	6,065,984,998	3,636,287,992	1,221,167,844	449,225,618
Cost of sales	(2,377,789,865)	(1,324,188,325)	1,114,416,743	(851,543,033)	(1,644,008,202)	(962,873,834)	(309,054,246)	(96,088,849)
Gross profit	6,076,290,577	3,004,334,939	1,843,070,459	3,249,148,637	4,421,976,796	2,673,414,158	912,113,598	353,136,769
Other income	5,290,682,866	1,431,420,542	246,852,820	419,573,188	9,038,166,284	2,399,173,995	75,609,565	31,933,136
Gain on bargain purchase	-	8,594,415,085	-	-	-	4,994,893,505	-	-
Operating expenses	(4,764,857,465)	(3,159,507,927)	(2,536,371,909)	(2,183,082,675)	(3,243,746,683)	(2,521,819,192)	(952,754,956)	(218,971,359)
Net impairment (losses)/reversal on financial assets	(22,020,560)	15,200,433	49,515,097	(59,138,672)	(85,717,313)	(9,980,316)	(25,349,338)	(13,183,365)
Other expenses	(88,015,920)	(9,391,547)	(359,544,684)	(5,081,622)	(8,613,756)	(2,301,607)	(159,747,891)	(691,391)
Operating profit/(loss)	6,492,079,498	9,876,471,525	(756,478,217)	1,421,418,856	10,122,065,328	7,533,380,543	(150,129,022)	152,223,790
Finance income	2,565,455	583,590	4,064,543	3,645,808	1,508,756	494,376	824,335	523,194
Finance costs	(68,160,339)	(48,405,356)	(78,127,993)	(5,168,379)	(37,965,645)	(41,437,962)	(48,606,049)	(336,546)
Finance costs-lease liabilities	(90,663,604)	(34,531,769)	(30,750,781)	(38,309,750)	(56,006,685)	(26,807,043)	(14,950,200)	(2,871,670)
Net monetary (loss)/gain	(131,087,206)	(22,883,111)	(2,120,607,781)	134,690,152	-	-	-	-
Profit/(loss) before income tax	6,204,733,804	9,771,234,879	(2,981,900,229)	1,516,276,687	10,029,601,754	7,465,629,914	(212,860,936)	149,538,768
Interest (expense)/credit	(347,661,553)	(33,828,083)	562,828,043	(677,248,778)	(411,392,759)	45,956,693	141,207,781	(43,083,744)
Profit/(loss) from continuing operations	5,857,072,251	9,737,406,796	(2,419,072,186)	839,027,909	9,618,208,995	7,511,586,607	(71,653,155)	106,455,024
Profit from discontinued operations	213,869,001	-	-	-	212,080,725	-	-	-
Profit/(loss) for the period/year	6,070,941,252	9,737,406,796	(2,419,072,186)	839,027,909	9,830,289,720	7,511,586,607	(71,653,155)	106,455,024
Other comprehensive income – net of tax								
Items that may be subsequently reclassified to profit or loss								
Exchange differences arising on the translation of foreign operations	55,100,973	17,990,412	879,626,896	664,160,592	83,991,871	15,403,705	325,192,458	57,592,073
Items that may not be subsequently reclassified to profit or loss								
Revaluation surplus- net of tax	14,473,581,670	3,547,492,286	89,145,182	796,731,381	27,933,333,261	6,529,784,470	1,155,666,909	294,163,180
Other comprehensive income	14,528,682,643	3,565,482,698	968,772,078	1,460,891,973	28,017,325,132	6,545,188,175	1,480,859,367	351,755,253
Total comprehensive income/(loss) for the period/year	20,599,623,895	13,302,889,494	(1,450,300,108)	2,299,919,882	37,847,614,852	14,056,774,782	1,409,206,212	458,210,277



(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)

ABRIDGED CIRCULAR TO SHAREHOLDERS

8. ABRIDGED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

ABRIDGED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2019, 31 December 2020, 31 December 2021 and 30 June 2022

All figures in ZWL	Inflation Adjusted				Historical			
	2022 June Reviewed	2021 December Reviewed	2020 December Audited	2019 December Audited	2022 June Unaudited	2021 December Unaudited	2020 December Unaudited	2019 December Audited
Non-current assets								
Property, plant, and equipment	52,001,134,367	33,301,268,498	3,158,586,569	2,027,728,190	51,405,828,050	15,078,131,442	1,923,195,650	437,688,796
Investment property	8,472,360,000	7,384,389,034	-	-	8,472,360,000	3,373,139,000	-	-
Right of use assets	2,381,092,107	1,254,342,863	575,298,000	975,283,266	1,075,115,427	260,614,906	255,030,975	35,001,695
Biological assets	259,181,173	259,181,173	46,173,707	16,461,332	118,392,208	118,392,208	28,726,214	3,669,608
Other financial assets	7,697,024	19,120,878	9,952,623	7,305,590	7,697,024	8,734,288	6,191,861	1,628,583
Total non-current assets	63,121,464,671	42,218,302,446	3,790,010,899	3,026,778,378	61,079,392,709	18,839,011,844	2,213,144,700	477,988,682
Current assets								
Inventories	2,218,849,834	2,063,606,409	248,471,334	295,227,346	592,771,886	353,935,186	97,589,363	32,789,975
Trade and other receivables	982,194,008	509,374,417	170,701,571	189,808,525	982,194,008	232,678,791	106,199,181	42,312,669
Other financial assets	712,642,419	511,817,253	159,913,520	270,152,306	551,142,755	193,247,148	69,619,752	50,702,704
Cash and cash equivalents	4,672,839,398	2,750,312,577	1,284,891,820	890,230,850	4,672,839,398	1,256,324,196	799,374,360	198,452,854
Total current assets	8,586,525,659	5,835,110,656	1,863,978,245	1,645,419,027	6,798,948,047	2,036,185,321	1,072,782,656	324,258,202
Assets held for sale	3,262,174,747	406,674,800	-	-	3,230,104,976	185,766,300	-	-
Total assets	74,970,165,077	48,460,087,902	5,653,989,144	4,672,197,405	71,108,445,732	21,060,963,465	3,285,927,356	802,246,884
EQUITY AND LIABILITIES								
Equity attributable to owners of the parent								
Share capital	1,190,851,035	1,190,129,610	535,078,582	332,890,359	14,743,596	14,235,172	8,617,716	8,617,716
Share premium	6,735,618,318	5,744,969,872	1,559,943,002	970,492,939	1,442,429,643	723,204,747	25,123,685	25,123,685
Equity share based payments reserve	93,814,285	87,942,365	16,535,269	-	31,812,472	28,803,334	8,043,669	-
Revaluation reserve	3,874,807,845	3,819,706,872	1,369,788,752	796,731,381	478,626,029	394,634,158	1,449,830,089	294,163,180
Foreign currency translation reserve	24,724,007,327	10,250,425,657	1,726,825,870	527,070,939	35,487,635,357	7,554,302,096	379,230,453	54,037,995
Retained earnings/(accumulated losses)	24,468,678,776	16,840,667,695	(1,902,736,706)	336,491,391	17,385,862,186	7,224,668,781	11,220,979	87,872,353
Total equity attributable to owners of the parent	61,087,777,586	37,933,842,071	3,305,434,769	2,963,677,009	54,841,109,283	15,939,848,288	1,882,066,591	469,814,929
Non-controlling interest	-	2,874,042,853	-	-	-	1,275,149,196	-	-
Total equity	61,087,777,586	40,807,884,924	3,305,434,769	2,963,677,009	54,841,109,283	17,214,997,484	1,882,066,591	469,814,929
Liabilities								
Non-current liabilities								
Deferred tax liabilities	8,237,401,899	3,913,947,437	510,480,233	665,729,648	10,654,689,198	2,138,356,117	260,333,101	99,970,004
Lease liabilities	1,140,888,699	594,182,380	410,780,429	157,408,516	1,140,888,699	271,418,495	255,560,303	35,089,965
Deferred lease income	1,066,368	2,242,667	-	-	1,066,368	1,024,435	-	-
Total non-current liabilities	9,379,356,966	4,510,372,484	921,260,662	823,138,164	11,796,644,265	2,410,799,047	515,893,404	135,059,969
Current liabilities								
Liabilities associated with assets classified as held for sale	79,096,879	-	-	-	46,758,538	-	-	-
Trade and other payables	3,630,719,487	2,712,335,879	1,255,505,869	801,516,080	3,630,719,487	1,238,976,697	781,092,373	178,676,299
Current income tax liabilities	211,895,774	108,777,993	22,989,434	38,653,834	211,895,774	49,689,052	14,302,499	8,616,825
Provisions and other liabilities	564,951,128	298,970,446	141,855,438	43,214,661	564,951,128	136,567,679	88,253,033	9,633,538
Deferred lease income	96,933	9,640,434	-	-	96,933	4,403,685	-	-
Lease liabilities	16,270,324	12,105,742	6,942,972	1,997,657	16,270,324	5,529,821	4,319,456	445,324
Total current liabilities	4,503,030,525	3,141,830,494	1,427,293,713	885,382,232	4,470,692,184	1,435,166,934	887,967,361	197,371,986
Total liabilities	13,882,387,491	7,652,202,978	2,348,554,375	1,708,520,396	16,267,336,449	3,845,965,981	1,403,860,765	332,431,955
Total equity and liabilities	74,970,165,077	48,460,087,902	5,653,989,144	4,672,197,405	71,108,445,732	21,060,963,465	3,285,927,356	802,246,884

ABRIDGED CONSOLIDATED STATEMENT OF CASHFLOWS

For the years ended 31 December 2019, 31 December 2020, 31 December 2021 and half year ended 30 June 2022

All figures in ZWL	Inflation Adjusted				Historical			
	2022 June Reviewed	2021 December Audited	2020 December Audited	2019 December Audited	2022 June Unaudited	2021 December Unaudited	2020 December Unaudited	2019 December Audited
Cashflows from operating activities								
Cash generated from operations	2,480,077,382	643,751,213	40,161,204	1,571,346,992	3,090,606,631	769,003,534	305,522,404	245,943,688
Finance received	2,565,455	583,590	4,064,543	3,645,808	1,508,756	494,376	824,335	523,194
Interest paid	-	(888,478)	-	(5,168,379)	-	(618,237)	-	(336,546)
Finance cost paid -lease liabilities	(90,663,604)	(34,531,769)	(30,750,781)	(38,309,750)	(56,006,685)	(26,807,043)	(14,950,200)	(2,871,670)
Income tax paid	(200,622,333)	(144,242,867)	(31,124,359)	(196,226,438)	(157,432,912)	(130,454,850)	(6,874,507)	(30,189,995)
Net cash generated from operating activities	2,191,356,900	464,671,689	(17,649,393)	1,335,288,233	2,878,675,790	611,617,780	284,522,032	213,068,671
Cash used in investing activities								
Acquisition of subsidiary	-	55,236,445	-	-	-	36,229,237	-	-
Purchase of property and equipment	(776,384,224)	(370,168,373)	(287,852,399)	(403,021,655)	(563,958,111)	(306,349,772)	(210,493,631)	(48,454,045)
Purchase of investment property	-	(7,977,767)	-	-	-	(6,056,794)	2,114,935	-
Proceeds from disposal of investment property	53,840,898	11,092,892	-	-	64,310,981	8,542,340	-	-
Proceeds from sale of assets held for sale	180,031,956	16,017,420	-	-	100,412,941	12,851,069	-	-
Proceeds from disposal of property and equipment	967,890	4,003,524	13,056,079	9,648,835	410,781	3,537,965	-	302,358
Net cash used in investing activities	(541,543,480)	(291,795,859)	(274,796,320)	(393,372,820)	(398,823,408)	(251,245,955)	(208,378,696)	(48,151,687)
Cash used in financing activities								
Repayment of borrowings	-	(5,379,283)	-	(64,363,492)	-	(3,876,673)	-	(4,232,282)
Repayment of lease liabilities	(12,045,754)	(6,794,395)	(4,338,284)	(31,736,881)	(8,019,013)	(5,375,634)	(1,686,493)	(2,565,960)
Dividend paid	(258,193,267)	-	(24,531,291)	(207,254,519)	(197,548,970)	-	(4,998,217)	(11,985,878)
Net cash used in financing activities	(270,239,021)	(12,173,678)	(28,869,575)	(303,354,892)	(205,567,983)	(9,252,307)	(6,684,710)	(18,784,120)
Net increase / (decrease) in cash and cash equivalents for the period/year	1,379,574,399	160,702,152	(321,315,288)	638,560,521	2,274,284,399	351,119,518	69,458,626	146,132,864
Cash and cash equivalents at the beginning of the period/year	2,750,312,577	1,284,891,820	1,430,931,983	386,676,278	1,256,324,196	799,374,360	198,452,854	13,877,327
Exchange gains on cash and cash equivalents	1,142,230,803	105,830,318	854,258,457	172,448,236	1,142,230,803	105,830,318	531,462,880	38,442,663
Effects of restatement on cash and cash equivalents	(599,278,381)	(295,100,094)	(678,983,332)	(307,454,185)	-	-	-	-
Cash and cash equivalents at the end of the period/year	4,672,839,398	1,256,324,196	1,284,891,820	890,230,850	4,672,839,398	1,256,324,196	799,374,360	198,452,854



(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)

ABRIDGED CIRCULAR TO SHAREHOLDERS

NOTICE OF EXTRAORDINARY GENERAL MEETING



(Incorporated in Zimbabwe on 2 July 1971 under Company Registration Number 643/71)

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of African Sun Limited (“the Company”) is to be held on Tuesday, 28 March 2023 at 1430 hours virtually by electronic means on <https://escrowagm.com/eagmZim/Login.aspx>, for the purpose of transacting the following business:

TO CONSIDER and, if deemed fit, to pass, with or without modification, the following Resolutions:

ORDINARY RESOLUTION 1 - DELISTING OF AFRICAN SUN LIMITED FROM THE ZIMBABWE STOCK EXCHANGE (“ZSE”)

THAT the Company’s shares be removed from the Main Board of the ZSE through voluntary termination of the listing on the ZSE in terms of section 11 of the ZSE Listing Requirements.

ORDINARY RESOLUTION 2 - LISTING OF AFRICAN SUN LIMITED ON THE VICTORIA FALLS STOCK EXCHANGE (“VFEX”)

THAT the Company’s ordinary shares be listed on the VFEX in accordance with the VFEX Listing Requirements.

ORDINARY RESOLUTION 3 - DIRECTORS AUTHORISED TO GIVE EFFECT TO RESOLUTIONS

THAT the directors be and are hereby authorised to do any and all such things as may be necessary to give effect to the above resolutions.

BY ORDER OF THE BOARD

[Signed on Original]

V.T. MUSIMBE
COMPANT SECRETARY

I / We

Of.....

Being member/members of African Sun Limited hereby appoint:

Mr. / Mrs. / Ms. / Dr

Or failing him or her/the Chairman of the EGM

Of.....

As my/our proxy to vote for me/us on my/our behalf at the EGM of the Company to be held on Tuesday, 28 March 2023, at 1430 hours and at any adjournment thereof, for the purpose of considering and, if deemed fit passing, with or without modification, the resolutions to be proposed thereat in accordance with the following instructions:

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<p>ORDINARY RESOLUTION 1 – DELISTING OF AFRICAN SUN LIMITED FROM THE ZSE</p> <p>THAT the Company's shares be removed from the Main Board of the ZSE through voluntary termination of the listing on the ZSE in terms of section 11 of the ZSE Listing Requirements.</p>			
<p>ORDINARY RESOLUTION 2- LISTING OF AFRICAN SUN LIMITED ON THE VFEX</p> <p>THAT the Company’s ordinary shares be listed on the VFEX in accordance with the VFEX Listing Requirements.</p>			
<p>ORDINARY RESOLUTION 3 – DIRECTORS AUTHORISED TO GIVE EFFECT TO RESOLUTIONS</p> <p>THAT the Directors be and are hereby authorised to do any and all such things as may be necessary to give effect to the above resolutions.</p>			

Signed this day of2023

Signature(s) of member

NOTE

- In terms of Section 171 of the Companies and Other Business Entities Act (Chapter 24:31), 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 also be a member of the Company. A Director or Officer of the Company shall not be appointed as a proxy for a Shareholder.
- Regulation 74 of the Company’s Articles of Association provides that the instrument appointing a proxy shall be deposited at the office of the Company not less than 48 hours before the time appointed for holding the meeting.
- Shareholders in the form of a corporate body must provide documentary evidence establishing the authority of a person signing the Form of Proxy in a representative capacity; this authority must take the form of a resolution of the corporate body.
- According to the approval granted by the ZSE, ordinary resolutions number 1,2 and 3 may be passed by a threshold of 50 per centum plus one ordinary share of the votes of all Shareholders present or represented by proxy at the general meeting.

FOR OFFICIAL USE
NUMBER OF SHARES HELD

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- 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 name appears first on the form of proxy will, unless his/her name has been deleted, be entitled to act as a proxy to the exclusion of those whose names follow.
- A Shareholder’s instruction 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 authorize the proxy to vote or abstain from voting at the EGM as he/she deems fit in respect of all the Shareholder’s votes 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.
- 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 or signatories.
- The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - under a power of attorney
 - on behalf of a company
 unless that person’s power of attorney or authority is deposited at the offices of the Company’s transfer secretaries, or the registered office of the Company, not less than 48 hours before the meeting.
- 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.
- 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.
- 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.
- In order to be effective, completed proxy forms must reach the Company’s Transfer Secretaries or the registered office of the Company not less than 48 hours before the time appointed for the holding of the EGM.
- Please ensure that name(s) of the member(s) on the form of proxy and the voting form are the same as those on the share register.

